

ORBCOMM Inc.  
Form DEFA14A  
April 29, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A  
(Rule 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. )**

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

**ORBCOMM Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**ORBCOMM Inc. issued the following press release on April 28, 2009.**

**RISKMETRICS GROUP RECOMMENDS SHAREHOLDERS VOTE FOR  
ORBCOMM BOARD S NOMINEES**

**Fort Lee, NJ, April 28, 2009** ORBCOMM Inc. (Nasdaq: ORBC), a global satellite data communications company focused on two-way Machine-to-Machine (M2M) communications, today announced that RiskMetrics Group's ISS Governance Services, one of the leading independent proxy advisory firms, has published a report recommending that shareholders vote FOR both of the company's nominees for ORBCOMM's Board of Directors, Jerome Eisenberg and Marco Fuchs.

In making its recommendation, RiskMetrics highlights various issues with the dissidents' proposal, including the capital raise, the dissidents' inability to effect change, the dissidents' lack of industry experience and initial negative market reaction to the dissidents' plans for ORBCOMM.

In its report, published on April 28, 2009, RiskMetrics states, "...given the timing of dissidents proposed capital raise, the similarity between the management and dissident's plans, and the potential conflict of interest issues discussed earlier, shareholders may have concerns about the dissident's ability to effect change.

RiskMetrics also notes that neither Mr. Miron nor Mr. Chrust have any recent satellite industry or public board experience... In comparison, both the incumbent nominees have direct industry and public board experience.

Mr. Jerome Eisenberg has been associated with the satellite industry since 1993, when he helped found Satcom International Group, Inc. Mr. Marco Fuchs has been the CEO and Chairman of the board of OHB Technology A.G. (a European publicly listed space technology company) since 2000.

In conclusion, RiskMetrics says, "...given our concern with the dissident nominees and the lack of market's support for the dissident's plan...we recommend that shareholders vote on the WHITE proxy card and vote FOR Jerome Eisenberg and Marco Fuchs.

Commenting on today's announcement, Marc Eisenberg, ORBCOMM's Chief Executive Officer, stated "We are gratified that both RiskMetrics and Glass Lewis, two of the leading proxy advisory firms, have recommended that shareholders vote in favor of ORBCOMM's nominees at the upcoming annual meeting.

ORBCOMM urges all shareholders to follow RiskMetric's recommendation to vote in favor of its nominees by signing and returning the WHITE proxy card.

ORBCOMM will hold its annual shareholder meeting on May 6, 2009, at 10:00 AM, Eastern Time, at the Hyatt Dulles, 2300 Dulles Corner Boulevard, Herndon, VA, 20171.

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**About ORBCOMM Inc.**

ORBCOMM is a leading global satellite data communications company, focused on Machine-to-Machine (M2M) communications. Its customers include Caterpillar Inc., Doosan Infracore America, General Electric, Hitachi Construction Machinery, Hyundai Heavy Industries, Komatsu Ltd., Manitowoc Crane Companies, Inc, and Volvo Construction Equipment among other industry leaders. By means of a global network of low-earth orbit (LEO) satellites and accompanying ground infrastructure, ORBCOMM's low-cost and reliable two-way data communications products and services track, monitor and control mobile and fixed assets in four core markets: commercial transportation; heavy equipment; industrial fixed assets; and marine/homeland security. The Company's products are installed on trucks, containers, marine vessels, locomotives, backhoes, pipelines, oil wells, utility meters, storage tanks and other assets. ORBCOMM is headquartered in Fort Lee, New Jersey and has a network control center in Dulles, Virginia. For more information, visit [www.orbcomm.com](http://www.orbcomm.com).

**Forward-Looking Statements**

Certain statements discussed in this press release constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally relate to our plans, objectives and expectations for future events and include statements about our expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not historical facts. Such forward-looking statements, including those concerning the Company's expectations, are subject to known and unknown risks and uncertainties, which could cause actual results to differ materially from the results, projected, expected or implied by the forward-looking statements, some of which are beyond the Company's control, that may cause the Company's actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These risks and uncertainties include but are not limited to: the impact of global recession and continued worldwide credit and capital constraints; substantial losses we have incurred and expect to continue to incur; demand for and market acceptance of our products and services and the applications developed by our resellers; loss or decline or slowdown in the growth in business from the Asset Intelligence division of General Electric Company ( GE or General Electric or AI ), other value-added resellers or VARs and international value-added resellers or IVARs; loss or decline or slowdown in growth in business of any of the specific industry sectors the Company serves, such as transportation, heavy equipment, fixed assets and maritime; litigation proceedings; technological changes, pricing pressures and other competitive factors; the inability of our international resellers to develop markets outside the United States; market acceptance and success of our Automatic Identification System ( AIS ) business; the in-orbit satellite failure of the Coast Guard demonstration or the quick-launch satellites, satellite launch and construction delays and cost overruns and in-orbit satellite failures or reduced performance; the failure of our system or reductions in levels of service due to technological malfunctions or deficiencies or other events; our inability to renew or expand our satellite constellation; political, legal regulatory, government

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administrative and economic conditions and developments in the United States and other countries and territories in which we operate; and changes in our business strategy; and the other risks described in our filings with the Securities and Exchange Commission. Unless required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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