

Eisenberg Jerome B
 Form 4
 August 03, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Eisenberg Jerome B

2. Issuer Name and Ticker or Trading Symbol
 ORBCOMM Inc. [ORBC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ORBCOMM INC., 395 W
 PASSAIC STREET, SUITE 325

3. Date of Earliest Transaction (Month/Day/Year)
 08/01/2017

____ Director ____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

(Street)

ROCHELLE PARK, NJ 07662

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/01/2017		S ⁽¹⁾	7,000 D 11.506 ⁽²⁾	956,141 ⁽³⁾	D	
Common Stock					15,759	I	by Cynthia Eisenberg

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: Eisenberg Jerome B - Form 4

separate price within the range set forth above.

- (3) Includes 361 shares of common stock acquired on May 31, 2017 under the Company's 2016 Employee Stock Purchase Plan in a transaction that was exempt under Rule 16b-3(c).

Each Time Vested Restricted Stock Unit ("TV RSU") represents the right to receive one share of common stock or its cash equivalent.

- (4) The number of TV RSUs was determined by dividing \$80,000 by the closing price of the Company common stock on January 3, 2017 of \$8.58 per share. The TV RSUs vest on January 1, 2018.

Each Time Vested Stock Appreciation Right ("TV SAR") represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the TV SAR (January 3, 2017) to the date of exercise of the TV SAR. One-half of the 30,000 TV SAR awards will vest on each of January 1, 2018 and March 31, 2018. The TV SAR awards expire on January 3, 2027 and have an exercise price of \$8.58 per share, the closing price of the common stock on the grant date.

- (5) Each TV SAR represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the TV SAR to the date of exercise of the TV SAR. The TV SARs are fully vested, expire in March 2018 and have an exercise price of \$4.96 per share, the closing price of the common stock on the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.