Eisenberg Jerome B Form 4 May 03, 2018

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

subject to

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

OMB 323

Number: 3235-0287

OMB APPROVAL

Expires: January 31, 2005

0.5

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

erome B		Symbol ORBC0	OMM Inc	. [ORBO]	5	Issuer	ook all applicab	(a)	
(Last) (First) (Middle) C/O ORBCOMM INC., 395 W PASSAIC STREET, SUITE 325		3. Date of Earliest Transaction (Month/Day/Year) 05/01/2018					Director 10% Owner Officer (give title below) Other (specify below)			
(Street)		4. If Ame	endment, D	ate Origin	al		6. Individual or	Joint/Group Fili	ing(Check	
ROCHELLE PARK, NJ 07662				r)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
	ear) Execution	on Date, if	Code (Instr. 8)	or(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D) 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 Beneficial Ownership (Instr. 4)	
05/01/2018			S(1)	1,200	D	9.001 (2)	958,798	D		
05/02/2018			S(1)	3,800	D	\$ 9.008 (3)	954,998	D		
							15,759	I	by Cynthia Eisenberg	
	(Street) E PARK, NJ ((State) 2. Transaction I (Month/Day/Ye)	(First) (Middle) COMM INC., 395 W STREET, SUITE 325 (Street) E PARK, NJ 07662 (State) (Zip) 2. Transaction Date (Month/Day/Year) Execution any (Month/Mo	ORBCO (First) (Middle) 3. Date o (Month/I OMM INC., 395 W O5/01/2 STREET, SUITE 325 (Street) 4. If Amo Filed(Mo E PARK, NJ 07662 (State) (Zip) Tab 2. Transaction Date (Month/Day/Year) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	ORBCOMM Inc. (First) (Middle) 3. Date of Earliest T (Month/Day/Year) OMM INC., 395 W STREET, SUITE 325 (Street) 4. If Amendment, D Filed(Month/Day/Year) E PARK, NJ 07662 (State) (Zip) Table I - Non-I 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transactiany Code (Month/Day/Year) (Instr. 8) Code V 05/01/2018 S11	ORBCOMM Inc. [ORBCOMM Inc. Ind. [ORBCOMM Inc. Ind. [ORBCOMM Inc. Ind. [ORBCOMM Inc. Ind. Ind. Ind. Ind. Ind. Ind. Ind. Ind	ORBCOMM Inc. [ORBC] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) OMM INC., 395 W O5/01/2018 STREET, SUITE 325 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) E PARK, NJ 07662 (State) (Zip) Table I - Non-Derivative Securities A (Month/Day/Year) E ransaction Date 2A. Deemed 3. 4. Securities A (Month/Day/Year) Execution Date, if Transaction(A) or Dispose any Code (Instr. 3, 4 and (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) O5/01/2018 S(1) 1,200 D	ORBCOMM Inc. [ORBC] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) OMM INC., 395 W 05/01/2018 STREET, SUITE 325 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) E PARK, NJ 07662 (State) (Zip) Table I - Non-Derivative Securities Accurated (Month/Day/Year) E PARK, NJ 07662 2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) Price \$ 05/01/2018 S(1) 1,200 D 9.001 (2) \$ 05/02/2018 S(1) 3,800 D 9.008	ORBCOMM Inc. [ORBC] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) OMM INC., 395 W O5/01/2018 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) E PARK, NJ 07662 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if Transactior(A) or Disposed of (D) Securities any (Month/Day/Year) (Month/Day/Year) (Instr. 8) O5/01/2018 S(1) O5/01/2018 S(1) O5/02/2018 S(1) ORBCOMM Inc. [ORBC] (Che (Month/Day/Year) Applicable Line) X, Form filed by Person Securities Acquired, Disposed of (D) Securities Acquired (Instr. 3, 4 and 5) Osecurities Scurities Owned Following Reported Transaction(s) (Instr. 3 and 4) S(1) O5/02/2018 S(1) O5/02/2018 S(1) ORBCOMM Inc. [ORBC] (Month/Day/Year) (Individual or Applicable Line) X, Form filed by Person (Instr. 3 and 1) Osecurities Scurities One (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Instr. 3 and 4) S(1) O5/02/2018 S(1) O5/02/2018 S(1) O5/02/2018 S(1) O5/02/2018 S(1) O5/02/2018	ORBCOMM Inc. [ORBC] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) — Director — 10' OMM INC., 395 W 05/01/2018 — Officer (give title below) STREET, SUITE 325 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) — Applicable Line) — X_ Form filed by One Reporting Form filed by More than One Represson E PARK, NJ 07662 — Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial 2. Transaction Date 2A. Deemed (Month/Day/Year) — Execution Date, if Transactior(A) or Disposed of (D) Securities Ownership any — Code (Instr. 3, 4 and 5) — Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) — Transaction(s) (Instr. 3 and 4) — Separate (Instr. 4) — Transaction(s) (Instr. 4) — Transaction(s) (Instr. 3 and 4) — Separate (Instr. 4) — Separate (Instr. 3 and 4) — Separate (Instr. 3 and 4) — Separate (Instr. 4) — Separate (Inst	

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 (9-02)

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required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Appreciation Right	\$ 8.58					<u>(4)</u>	<u>(4)</u>	Common Stock	30,000 (4)	
Restricted Stock Unit (Time Vested)	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	7,790	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Eisenberg Jerome B C/O ORBCOMM INC. 395 W PASSAIC STREET, SUITE 325 ROCHELLE PARK, NJ 07662

Signatures

/s/ Christian Le Brun, by power of attorney 05/03/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.00 to \$9.01, inclusive. The reporting person undertakes to provide to ORBCOMM Inc. ("Company"), any security holder of Company, or the

Reporting Owners 2

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staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.00 to \$9.03, inclusive. The reporting person undertakes to provide to Company, any security holder of Company, or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - 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 Company common stock from the date of grant of the TV SAR (January 3, 2017) to the date of exercise of
- (4) the TV SAR. One-half of the 30,000 TV SAR awards vested on January 1, 2018 and the other half vested on 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.
- Each Time Vested Restricted Stock Unit ("TV RSU") represents the right to receive one share of common stock or its cash equivalent. (5) The number of TV RSUs was determined by dividing \$80,000 by the closing price of Company common stock on January 2, 2018 of \$10.27 per share. The TV RSUs vest on January 1, 2019.

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.