

Eisenberg Jerome B
Form 4
January 03, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

ROCHELLE PARK, NJ 07662

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ORBCOMM Inc. [ORBC]

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

01/01/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/01/2019		M		2,109	A	\$ 0 922,755
Common Stock	01/01/2019		M		7,790	A	\$ 0 930,545
Common Stock							15,759

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**

SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (Time Vested)	\$ 0 <u>(1)</u>	01/01/2019		M			2,109	<u>(1)</u>	<u>(1)</u>	Common Stock	2,109
Restricted Stock Unit (Time Vested)	\$ 0 <u>(2)</u>	01/01/2019		M			7,790	<u>(2)</u>	<u>(2)</u>	Common Stock	7,790
Restricted Stock Unit (Time Vested)	\$ 0 <u>(3)</u>	01/02/2019		A			11,750	<u>(3)</u>	<u>(3)</u>	Common Stock	11,750
Stock Appreciation Right	\$ 8.58							<u>(4)</u>	<u>(4)</u>	Common Stock	30,000 <u>(4)</u>

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

01/03/2019

__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).

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

- (1) The number of TV RSUs was determined by dividing \$20,000 by the closing price of ORBCOMM Inc. ("Company") common stock on August 1, 2018 of \$9.48 per share. The TV RSUs vested on January 1, 2019.

Each TV RSU represented the right to receive one share of common stock or its cash equivalent. The number of TV RSUs was

- (2) 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 vested on January 1, 2019.

Each TV RSU represents the right to receive one share of common stock or its cash equivalent. The number of TV RSUs was determined

- (3) by dividing \$100,000 by the closing price of Company common stock on January 2, 2019 of \$8.51 per share. The TV RSUs vest on January 1, 2020.

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.

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

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