Eisenberg Jerome B Form 4 November 05, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

January 31,

2005

0.5

Estimated average burden hours per

response...

Expires:

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

See Instruction

1(b).

(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) C/O ORBC	(First) OMM INC., 395	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2018			Director Officer (give	109	% Owner her (specify				
PASSAIC S	STREET, SUITE	E 325							below)	below)		
		4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
ROCHELL	E PARK, NJ 070	662							Person	wore than One K	cporting	
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secui	rities Acq	uired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		n Date, if	Code	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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)	
Common Stock	11/01/2018			S(1)		5,000	D	\$ 9.492 (2)	925,305	D		
Common									15,759	I	by Cynthia	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: Eisenberg Jerome B - Form 4

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S		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	
Restricted Stock Unit (Time Vested)	\$ 0 (3)					<u>(3)</u>	<u>(3)</u>	Common Stock	2,109	
Stock Appreciation Right	\$ 8.58					<u>(4)</u>	<u>(4)</u>	Common Stock	30,000 (4)	
Restricted Stock Unit (Time Vested)	\$ 0 (5)					<u>(5)</u>	<u>(5)</u>	Common Stock	7,790	

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

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 11/05/2018 attorney

> **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)

Reporting Owners 2

Edgar Filing: Eisenberg Jerome B - Form 4

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.43 to \$9.55, inclusive. The reporting person undertakes to provide to ORBCOMM Inc. ("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 Restricted Stock Unit ("TV RSU") represents the right to receive one share of common stock or its cash equivalent.

 (3) The number of TV RSUs was determined by dividing \$20,000 by the closing price of Company common stock on August 1, 2018 of \$9.48 per share. The TV RSUs vest on January 1, 2019.
 - 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 TV RSU represents the right to receive one share of common stock or its cash equivalent. 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.