ORBCOMM Inc. Form 4 May 30, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

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

0.5

1(b).

(Print or Type Responses)

(Ctata)

(7:n)

1. Name and Address of Reporting Person * Milcos Constantine		ting Person *	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)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
C/O ORBCOMM INC., 395 W PASSAIC STREET, SUITE 325			05/29/2014	X Officer (give title Other (specify below)			
				Sr. VP, Chief Acct Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
ROCHELLE I	PARK, NJ (07662		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) 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. Transactic Code (Instr. 8)	Cransaction(A) or Disposed Code (D) Instr. 8) (Instr. 3, 4 and 5) (A) or			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	05/29/2014		S(1)	549	D \$ 6.	36	751	D		
Restricted Stock Unit (Performance Vested) (2)							4,000	D		
Restricted Stock Unit (Performance Vested) (3)							3,000	D		

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

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. onNumber of 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 Secun (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Appreciation Right	\$ 5.92					<u>(4)</u>	<u>(4)</u>	Common Stock	6,100 (4)	
Stock Appreciation Right	\$ 5.14					(5)	(5)	Common Stock	24,000 (5)	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Milcos Constantine C/O ORBCOMM INC. 395 W PASSAIC STREET, SUITE 325 ROCHELLE PARK, NJ 07662

Sr. VP, Chief Acct Officer

Signatures

/s/ Christian Le Brun, by power of attorney 05/30/2014

**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 to cover tax withholding obligations upon vesting.

Reporting Owners 2

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- Each Performance Vested Restricted Stock Unit ("PV RSUs") represents the right to receive one share of common stock. The PV RSU awards were previously reported as awarded on September 25, 2013 and will vest in two equal installments based on the achievement by the employee and/or ORBCOMM Inc. (the "Company") of certain performance targets for the fiscal years 2014 and 2015.
- Each PV RSU represents the right to receive one share of common stock. The PV RSU awards were previously reported as awarded on Occember 12, 2013 and will vest based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2014.
- 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 to the date of exercise of the TV SAR. The TV SAR awards will vest on January 1, 2015. The TV SAR awards expire on December 12, 2023 and have an exercise price of \$5.92 per share, the closing price of the common stock on the grant date.
- 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 (September 25, 2013) to the date of exercise of the TV SAR. The TV SAR awards will vest on the first anniversary of their date of grant. The TV SAR awards expire on September 25, 2023 and have an exercise price of \$5.14 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.