

ORBCOMM Inc.  
Form 4  
March 11, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
Malone Craig

(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)  
03/09/2015

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)  
EVP of Product Development

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
Common Stock	03/09/2015		A <sup>(1)</sup>	5,325	A 11 9,188	D	
Common Stock	03/09/2015		S <sup>(2)</sup>	2,663	D 5.736 6,525	D	
Restricted Stock Unit (Performance Vested) <sup>(4)</sup>						D	6,000

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. 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 of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 6.6					(5)	(5)	Common Stock	18,000 (5)
Stock Appreciation Right	\$ 5.92					(6)	(6)	Common Stock	18,000 (6)
Stock Appreciation Right	\$ 2.73					(7)	(7)	Common Stock	12,000 (7)
Stock Appreciation Right	\$ 3.51					(8)	(8)	Common Stock	5,000 (8)
Stock Appreciation Right	\$ 3.53					(9)	(9)	Common Stock	10,000 (9)
Stock Appreciation Right	\$ 3.15					(10)	(10)	Common Stock	5,000 (10)
Stock Appreciation Right	\$ 4.2					(11)	(11)	Common Stock	6,000 (11)
Performance Right (Performance Unit Award)	(12)					(12)	(12)	Common Stock	(12)

Performance Right (Performance Unit Award) (13) (13) (13) Common Stock (13)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Malone Craig C/O ORBCOMM INC. 395 W PASSAIC STREET, SUITE 325 ROCHELLE PARK, NJ 07662			EVP of Product Development	

## Signatures

/s/ Christian Le Brun, by power of attorney 03/11/2015  
 \*\*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) Represents the vesting of Performance Vested Restricted Stock Units ("PV RSUs"), each PV RSU representing the right to receive one share of common stock. On March 9, 2015, 5,325 of the previously reported 6,000 PV RSU awards vested based on the achievement by the employee and/or ORBCOMM Inc. (the "Company") of certain performance targets for fiscal year 2014 and 675 PV RSUs lapsed unvested.
  - (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person to cover taxes applicable to the vesting of PV RSUs described in FN 1.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.67 to \$5.77, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
  - (3) Each PV RSU represents the right to receive one share of common stock. The PV RSU awards will vest based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2015.  
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 (December 17, 2014) to the date of exercise of the TV SAR. The TV SAR awards will vest on January 1, 2016. The TV SAR awards expire on December 17, 2024 and have an exercise price of \$6.60 per share, the closing price of the common stock on the grant date.
  - (4) 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 (December 12, 2013) to the date of exercise of the TV SAR. The TV SAR awards vested 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.
  - (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 (October 11, 2011) to the date of exercise of the TV SAR. 6,000 of the TV SAR awards vested on October 11, 2012. 6,000 of the TV SAR awards vested on October 11, 2013. The TV SAR awards expire on October 11, 2021 and have an exercise price of \$2.73 per share, the closing price of the common stock on the grant date.
  - (6) Each TV SAR represents the right to receive 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 (February 9, 2012) to the date of exercise of the TV SAR. 5,000 of the TV SAR awards vested on January 2, 2013. The TV SAR awards expire on February 9, 2022 and have an exercise price of \$3.51 per share, the closing price of the common stock on the grant date.
  - (7)
  - (8)

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(9) Each TV SAR represents the right to receive 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 (October 24, 2012) to the date of exercise of the TV SAR. The TV SAR awards vested on January 1, 2014. The TV SAR awards expire on October 24, 2022 and have an exercise price of \$3.53 per share, the closing price of the common stock on the grant date.

(10) Each Performance Vested Stock Appreciation Right ("PV 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 PV SAR (May 15, 2012) to the date of exercise. In March 2013, 5,000 of the 6,000 PV SAR awards originally granted vested based on the achievement by the employee and/or the Company of certain performance targets for the fiscal year 2012 and 1,000 PV SARs lapsed unvested. The PV SARs expire on May 15, 2022 and have an exercise price of \$3.15 per share, the closing price of the common stock on the grant date.

(11) Each PV 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 PV SAR (June 10, 2013) to the date of exercise of the PV SAR. The PV SAR awards vest based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2013. The PV SARs expire on June 10, 2023 and have an exercise price of \$4.20 per share, the closing price of the common stock on the grant date.

(12) The 2014 PUA represents the right to receive up to 45% of the reporting person's 2014 base salary, in cash, common stock or a combination of both, as determined by the Committee. The 2014 PUA is allocated in 3 equal amounts (15% of 2014 base salary) to each of 2014, 2015 and 2016 and will vest and be payable only if the stock price reaches specified price targets as of 12/31 of each year and the reporting person is employed by the Company as of the vesting and payment date. No portion of the 2014 PUA will vest if the threshold stock price is not reached for that year. If the stock price is above the threshold level for that year, the amount of the 2014 PUA that will vest and be payable will increase up to the maximum portion of the 2014 PUA allocated to that year. The market price of the Company's common stock as of 12/31 of each year will be based on average daily closing prices of the common stock for the 20 trading days immediately prior to 12/31.

(13) The 2015 PUA represents the right to receive up to 45% of the reporting person's 2015 base salary, in cash, common stock or a combination of both, as determined by the Committee. The 2015 PUA is allocated in 3 equal amounts (15% of 2015 base salary) to each of 2015, 2016 and 2017 and will vest and be payable only if the stock price reaches specified price targets as of 12/31 of each year and the reporting person is employed by the Company as of the vesting and payment date. No portion of the 2015 PUA will vest if the threshold stock price is not reached for that year. If the stock price is above the threshold level for that year, the amount of the 2015 PUA that will vest and be payable will increase up to the maximum portion of the 2015 PUA allocated to that year. The market price of the Company's common stock as of 12/31 of each year will be based on average daily closing prices of the common stock for the 20 trading days immediately prior to 12/31.

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.