

ORBCOMM Inc.
Form 10-Q/A
August 12, 2010

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**United States Securities and Exchange Commission
Washington, D.C. 20549
FORM 10-Q/A
(Amendment No. 2)**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

**Commission File Number 001-33118
ORBCOMM INC.**

(Exact name of registrant as specified in its charter)

Delaware

41-2118289

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

2115 Linwood Avenue, Fort Lee, New Jersey 07024

(Address of principal executive offices)

(201) 363-4900

(Registrant's telephone number)

N/A

(Former name, former address and formal fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the registrant's common stock as of November 5, 2009 is 42,455,531.

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EXPLANATORY NOTE

ORBCOMM Inc. (the Company) is filing this Amendment No. 3 on Form 10-Q/A (the Form 10-Q/A) to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 (the Form 10-Q), as filed with the Securities and Exchange Commission (the SEC) on November 11, 2009, and as amended by Amendment No. 1 on March 5, 2010 and Amendment No. 2 on July 29, 2010, in response to communications with the SEC in connection with a confidential treatment request with respect to Exhibit 10.1. Item 6 of Part II of Form 10-Q is hereby amended to include a revised redacted version of Exhibit 10.1.

The new Exhibit 10.1 is the only change being made to the Company s Form 10-Q/A as filed on July 29, 2010. Accordingly, this Form 10-Q/A does not reflect events occurring after the filing of the Form 10-Q/A or modify or update any related or other disclosures.

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Item 6. Exhibits

PART II. OTHER INFORMATION

Exhibit

No.	Description
* 10.1	Falcon 1e Commercial Launch Services Agreement, dated August 28, 2009 between the Company and Space Exploration Technologies Corporation.
** 31.1	Certification of Chief Executive Officer and President required by Rule 13a-14(a).
** 31.2	Certification of Executive Vice President and Chief Financial Officer required by Rule 13a-14(a).
** 31.3	Certification of Chief Executive Officer and President required by Rule 13a-14(a).
** 31.4	Certification of Executive Vice President and Chief Financial Officer required by Rule 13a-14(a).
* 31.5	Certification of Chief Executive Officer and President required by Rule 13a-14(a).
* 31.6	Certification of Executive Vice President and Chief Financial Officer required by Rule 13a-14(a).
*** 32.1	Certification of Chief Executive Officer and President required by Rule 13a-14(b) and 18 U.S.C. Section 1350.
*** 32.2	Certification of Executive Vice President and Chief Financial Officer required by Rule 13a-14(b) and 18 U.S.C. Section 1350.
	Portions of this exhibit have been omitted and filed separately with the Office of the Secretary of the Securities and Exchange Commission pursuant to a confidential treatment request.
* Filed herewith	
** Previously filed with the Quarterly Report on Form 10-Q for the	

quarter ended
September 30,
2009

*** Previously
furnished with
the Quarterly
Report on Form
10-Q for the
quarter ended
September 30,
2009

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ORBCOMM Inc.
(Registrant)

Date: August 12, 2010

/s/ Marc J. Eisenberg
Marc J. Eisenberg,
President and Chief Executive Officer
(Principal Executive Officer)

Date: August 12, 2010

/s/ Robert G. Costantini
Robert G. Costantini,
Executive Vice President and Chief Financial
Officer
(Principal Financial and Accounting Officer)

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Exhibit Index

Exhibit

No. Description

10.1 Falcon 1e Commercial Launch Services Agreement, dated August 28, 2009 between the Company and Space Exploration Technologies Corporation.

31.5 Certification of Chief Executive Officer and President required by Rule 13a-14(a).

31.6 Certification of Executive Vice President and Chief Financial Officer required by Rule 13a-14(a).

Portions of this exhibit have been omitted and filed separately with the Office of the Secretary of the Securities and Exchange Commission pursuant to a confidential treatment request.