

ORBCOMM Inc.  
Form 10-Q  
May 05, 2016

United States

Securities and Exchange Commission

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2016

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 (I.R.S. Employer

incorporation or organization) Identification No.)  
395 W. Passaic Street, Rochelle Park, New Jersey 07662

(Address of principal executive offices)

703-433-6300

(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 ☐ (Do not check if a smaller reporting company) 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 May 2, 2016 is 70,866,624.

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## PART I – FINANCIAL INFORMATION

## Item 1. Financial Statements

## ORBCOMM Inc.

## Condensed Consolidated Balance Sheets

(in thousands, except par value and share data)

(Unaudited)

	March 31, 2016	December 31, 2015
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 21,158	\$ 27,077
Accounts receivable, net of allowance for doubtful accounts of \$1,047 and \$1,233, respectively	31,205	29,816
Inventories	21,665	20,712
Prepaid expenses and other current assets	5,818	5,646
Restricted cash	1,000	1,000
Deferred income taxes	508	508
Total current assets	81,354	84,759
Satellite network and other equipment, net	235,182	229,970
Goodwill	112,425	112,425
Intangible assets, net	90,229	93,172
Other assets	7,116	6,573
Total assets	\$ 526,306	\$ 526,899
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 9,926	\$ 13,895
Accrued liabilities	29,458	24,186
Current portion of deferred revenue	7,373	7,652
Total current liabilities	46,757	45,733
Note payable - related party	1,298	1,241
Note payable	150,000	150,000
Deferred revenue, net of current portion	5,140	6,024
Deferred tax liabilities	18,643	18,440
Other liabilities	5,039	5,705
Total liabilities	226,877	227,143
Commitments and contingencies		
Equity:		
ORBCOMM Inc. stockholders' equity		
Series A Convertible Preferred Stock, par value \$0.001; 1,000,000 shares	351	357

authorized; 35,173 and 35,759 shares issued and outstanding

Common stock, par value \$0.001; 250,000,000 shares authorized; 70,875,217 and

70,613,642 shares issued at March 31, 2016 and December 31, 2015	71	71
Additional paid-in capital	382,914	381,659
Accumulated other comprehensive income (loss)	(660 )	(1,174 )
Accumulated deficit	(83,520 )	(81,424 )
Less treasury stock, at cost; 29,990 shares at March 31, 2016 and		
December 31, 2015	(96 )	(96 )
Total ORBCOMM Inc. stockholders' equity	299,060	299,393
Noncontrolling interest	369	363
Total equity	299,429	299,756
Total liabilities and equity	\$ 526,306	\$ 526,899

The accompanying notes to the condensed consolidated financial statements are an integral part of these statements.

## ORBCOMM Inc.

## Condensed Consolidated Statements of Operations

(in thousands, except per share data)

(Unaudited)

	Three Months Ended March 31,	
	2016	2015
Revenues:		
Service revenues	\$26,914	\$23,774
Product sales	16,646	18,556
Total revenues	43,560	42,330
Cost of revenues, exclusive of depreciation and amortization shown below:		
Cost of services	9,188	7,704
Cost of product sales	11,450	13,948
Gross profit	22,922	20,678
Operating expenses:		
Selling, general and administrative	11,756	11,441
Product development	1,957	1,608
Depreciation and amortization	8,959	6,455
Acquisition - related and integration costs	364	2,451
Loss from operations	(114 )	(1,277 )
Other income (expense):		
Interest income	88	71
Other (expense) income	(190 )	188
Interest expense	(1,699 )	(1,242 )
Total other income (expense)	(1,801 )	(983 )
Loss before income taxes	(1,915 )	(2,260 )
Income taxes	162	477
Net loss	(2,077 )	(2,737 )
Less: Net income attributable to the noncontrolling interests	19	136
Net loss attributable to ORBCOMM Inc.	\$(2,096 )	\$(2,873 )
Net loss attributable to ORBCOMM Inc.		
common stockholders	\$(2,096 )	\$(2,882 )
Per share information-basic:		
Net loss attributable to ORBCOMM Inc.		
common stockholders	\$(0.03 )	\$(0.04 )
Per share information-diluted:		
Net loss attributable to ORBCOMM Inc.		
common stockholders	\$(0.03 )	\$(0.04 )
Weighted average common shares outstanding:		

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Basic	70,700	70,238
Diluted	70,700	70,238

The accompanying notes to the condensed consolidated financial statements are an integral part of these statements.

ORBCOMM Inc.

Condensed Consolidated Statements of Comprehensive Income (Loss)

(in thousands)

(Unaudited)

	Three Months Ended March 31,	
	2016	2015
Net loss	\$(2,077)	\$(2,737)
Other comprehensive income (loss) - Foreign currency translation adjustments	501	(488 )
Other comprehensive income (loss)	501	(488 )
Comprehensive loss	(1,576)	(3,225)
Less: Comprehensive (income) attributable to noncontrolling interests	(6 )	(196 )
Comprehensive loss attributable to ORBCOMM Inc.	\$(1,582)	\$(3,421)

The accompanying notes to the condensed consolidated financial statements are an integral part of these statements.



## ORBCOMM Inc.

## Condensed Consolidated Statements of Cash Flows

(in thousands)

(Unaudited)

Three Months Ended  
March 31,  
2016      2015

Cash flows from operating activities:		
Net loss	\$(2,077 )	\$(2,737 )
Adjustments to reconcile net loss to net cash provided by operating activities:		
Change in allowance for doubtful accounts	(303 )	200
Change in the fair value of acquisition-related contingent consideration	100	(93 )
Amortization of the fair value adjustment related to warranty liabilities acquired through		
acquisitions	(8 )	(12 )
Amortization of deferred financing fees	155	110
Depreciation and amortization	8,959	6,455
Stock-based compensation	1,386	1,131
Foreign exchange loss (gain)	351	(532 )
Deferred income taxes	203	432
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(1,096 )	10,946
Inventories	(864 )	(3,004 )
Prepaid expenses and other assets	(969 )	(1,351 )
Accounts payable and accrued liabilities	(877 )	(6,538 )
Deferred revenue	(1,178 )	(318 )
Other liabilities	(118 )	130
Net cash provided by operating activities	3,664	4,819
Cash flows from investing activities:		
Acquisition of businesses, net of cash acquired	—	(133,707)
Capital expenditures	(9,835 )	(4,171 )
Cash held for acquisition	—	123,000
Net cash used in investing activities	(9,835 )	(14,878 )
Cash flows from financing activities:		
Proceeds received from issuance of long-term debt	—	10,000
Cash paid for debt issuance costs	—	(842 )
Proceeds received from exercise of stock options	—	244
Principal payment of note payable	—	(10,000 )
Principal payments of capital leases	—	(24 )
Net cash used in financing activities	—	(622 )
Effect of exchange rate changes on cash and cash equivalents	252	(192 )
Net decrease in cash and cash equivalents	(5,919 )	(10,873 )
Beginning of period	27,077	91,565

End of period	\$21,158	\$80,692
Supplemental disclosures of cash flow information:		
Cash paid for		
Interest	\$2,198	\$2,332
Income taxes	\$138	\$364
Supplemental schedule of noncash investing and financing activities		
Noncash investing and financing activities:		
Capital expenditures incurred not yet paid	\$3,777	\$3,186
Capital expenditure milestone payable incurred not yet paid	\$5,070	\$5,460
Stock-based compensation related to capital expenditures	\$66	\$28
Series A convertible preferred stock dividend paid in kind	\$—	\$9
Common stock issued as payment for MPUs	\$—	\$358
Acquisition-related contingent consideration	\$—	\$542

The accompanying notes to the condensed consolidated financial statements are an integral part of these statements.

## ORBCOMM Inc.

## Condensed Consolidated Statements of Changes in Equity

Three Months Ended March 31, 2016 and 2015

(in thousands, except share data)

(Unaudited)

	Series A convertible		Additional		Accumulated		Treasury		Noncontrolling		Totals
	Preferred stock	Common stock	paid-in	comprehensive	income	deficit	Shares	Amount	interests	equity	
	Shares	Amount	Shares	Amount	capital						
Balances, January 1, 2016	35,759	\$ 357	70,613,642	\$ 71	\$ 381,659	\$(1,174)	\$(81,424)	29,990	\$(96)	\$ 363	\$ 299,756
Vesting of restricted stock units	—	—	250,859	—	—	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	1,249	—	—	—	—	—	1,249
Conversion of preferred stock to common stock	(586 )	(6 )	976	—	6	—	—	—	—	—	—
Exercise of SARs	—	—	9,740	—	—	—	—	—	—	—	—
Net income (loss)	—	—	—	—	—	—	(2,096 )	—	—	19	(2,077 )
Foreign currency translation adjustments	—	—	—	—	—	514	—	—	—	(13 )	501
Balances, March 31, 2016	35,173	\$ 351	70,875,217	\$ 71	\$ 382,914	\$(660 )	\$(83,520)	29,990	\$(96)	\$ 369	\$ 299,429
Balances, January 1, 2015	90,973	\$ 909	70,109,488	\$ 70	\$ 376,297	\$(583 )	\$(68,137)	29,990	\$(96)	\$ 49	\$ 308,509
Vesting of restricted stock units	—	—	227,382	—	—	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	1,082	—	—	—	—	—	1,082

Common  
stock issued  
as payment

for MPUs	—	—	54,801	—	358	—	—	—	—	—	358
Series A convertible preferred stock dividend	902	9	—	—	—	—	(9 )	—	—	—	—
Exercise of stock options	—	—	50,000	—	244	—	—	—	—	—	244
Net income (loss)		—	—	—	—	—	(2,873 )	—	—	136	(2,737 )
Foreign currency translation adjustments	—	—	—	—	—	(548 )	—	—	—	60	(488 )
Balances, March 31, 2015	91,875	\$918	70,441,671	\$70	\$377,981	\$(1,131)	\$(71,019)	29,990	\$(96)	\$245	\$306,968

The accompanying notes to the condensed consolidated financial statements are an integral part of these statements.

ORBCOMM Inc.

Notes to the Condensed Consolidated Financial Statements

(All amounts in thousands except share amounts, per share amounts or unless otherwise noted)

## 1. Organization and Business

ORBCOMM Inc. (“ORBCOMM” or the “Company”), a Delaware corporation, is a global provider of Machine-to-Machine (“M2M”) and Internet of Things (“IoT”) solutions, including network connectivity, devices, device management and web reporting applications. The Company’s M2M and IoT products and services are designed to track, monitor, control and enhance security for a variety of assets, such as trailers, trucks, rail cars, sea containers, generators, fluid tanks, marine vessels, diesel or electric powered generators (“gensets”), oil and gas wells, pipeline monitoring equipment, irrigation control systems and utility meters, in industries for transportation & distribution, heavy equipment, oil & gas, maritime and government. Additionally, the Company provides satellite Automatic Identification Service (“AIS”) data services to assist in vessel navigation and to improve maritime safety for government and commercial customers worldwide. The Company provides these services using multiple network platforms, including a constellation of 41 owned low-Earth orbit (“LEO”) satellites, 11 of which were placed into service on March 1, 2016, and accompanying ground infrastructure, as well as terrestrial-based cellular communication services obtained through reseller agreements with major cellular (Tier One) wireless providers. The Company also offers customer solutions utilizing additional satellite network service options that the Company obtains through service agreements entered into with multiple mobile satellite providers. The Company’s satellite-based customer solution offerings uses small, low power, mobile satellite subscriber communicators for remote asset connectivity, and the Company’s terrestrial-based solutions utilizes cellular data modems with subscriber identity modules (“SIMS”). The Company also resells service using the two-way Inmarsat satellite network to provide higher bandwidth, low-latency satellite products and services, leveraging the Company’s IsatDataPro (“IDP”) technology. The Company’s customer solutions provide access to data gathered over these systems via connections to other public or private networks, including the Internet. The Company provides what it believes is the most versatile, leading-edge M2M and IoT solutions to enable its customers to run their business more efficiently.

## 2. Summary of Significant Accounting Principles

### Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules of the Securities and Exchange Commission (the “SEC”). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) have been condensed or omitted pursuant to SEC rules. These financial statements should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended December 31, 2015. The accompanying financial statements are unaudited and, in the opinion of management, include all adjustments (including normal recurring accruals) necessary for a fair presentation of the consolidated financial position, results of

operations, comprehensive income and cash flows for the periods presented. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the full year. The financial statements include the accounts of the Company, its wholly-owned and majority-owned subsidiaries, and investments in variable interest entities in which the Company is determined to be the primary beneficiary. All significant intercompany accounts and transactions have been eliminated in consolidation. The portions of majority-owned subsidiaries that the Company does not own are reflected as noncontrolling interests in the condensed consolidated balance sheets.

#### Investments

Investments in entities over which the Company has the ability to exercise significant influence but does not have a controlling interest are accounted for under the equity method of accounting. The Company considers several factors in determining whether it has the ability to exercise significant influence with respect to investments, including, but not limited to, direct and indirect ownership level in the voting securities, active participation on the board of directors, approval of operating and budgeting decisions and other participatory and protective rights. Under the equity method, the Company's proportionate share of the net income or loss of such investee is reflected in the Company's condensed consolidated results of operations. When the Company does not exercise significant influence over the investee, the investment is accounted for under the cost method.

Although the Company owns interests in companies that it accounts for pursuant to the equity method, the investments in those entities had no carrying value as of March 31, 2016 and December 31, 2015. The Company has no guarantees or other funding obligations to those entities. The Company had no equity in or losses of those investees for the three months ended March 31, 2016 and 2015.

#### Acquisition-related and Integration Costs

Acquisition-related and integration costs are expensed as incurred and are presented separately on the condensed consolidated statement of operations. These costs may include professional services expenses and identifiable integration costs directly relating to acquisitions.

#### Fair Value of Financial Instruments

The Company has no financial assets or liabilities that are measured at fair value on a recurring basis. However, if certain triggering events occur the Company is required to evaluate its non-financial assets for impairment and any resulting asset impairment would require that a non-financial asset be recorded at the fair value. Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 820 “Fair Value Measurement Disclosure,” prioritizes inputs used in measuring fair value into a hierarchy of three levels: Level 1 – unadjusted quoted prices for identical assets or liabilities traded in active markets; Level 2 – inputs other than quoted prices included within Level 1 that are either directly or indirectly observable; and Level 3 – unobservable inputs in which little or no market activity exists, therefore requiring an entity to develop its own assumptions that market participants would use in pricing.

The carrying value of the Company’s financial instruments, including cash, accounts receivable and accounts payable approximated their fair value due to the short-term nature of these items. The carrying value of the Secured Credit Facilities, as defined below, approximated its fair value as the debt is at variable interest rates. The fair value of the Note-payable related party is de minimus.

#### Concentration of Credit Risk

The Company’s customers are primarily commercial organizations. Accounts receivable are generally unsecured.

Accounts receivable are due in accordance with payment terms included in contracts negotiated with customers. Amounts due from customers are stated net of an allowance for doubtful accounts. The Company determines its allowance for doubtful accounts by considering a number of factors, including the length of time accounts are past due, the customer’s current ability to pay its obligations to the Company and the condition of the general economy and the industry as a whole. The Company writes-off accounts receivable when they are deemed uncollectible.

There were no customers with revenues greater than 10% of the Company’s consolidated total revenues for the three months ended March 31, 2016 and 2015.

One customer, Caterpillar Inc., comprised 10.7% and 11.6% of the Company’s consolidated accounts receivable as of March 31, 2016 and December 31, 2015, respectively.

As of March 31, 2016, the Company did not maintain in-orbit insurance coverage for its ORBCOMM Generation 1 (“OG1”) satellites to address the risk of potential systemic anomalies, failures or catastrophic events affecting its satellite constellation. The Company maintains in-orbit insurance coverage for its ORBCOMM Generation 2 (“OG2”) satellites, as described in “Note 15 – Commitments and Contingencies.”

#### Inventories

Inventories are stated at the lower of cost or market, determined on a first-in, first-out basis. At March 31, 2016 and December 31, 2015, inventory consisted primarily of \$18,005 and \$16,912, respectively, of finished goods and

purchased parts to be utilized by its contract manufacturer and \$3,660 and \$3,800, respectively, of raw materials, net of inventory obsolescence. The Company reviews inventory quantities on hand and evaluates the realizability of inventories and adjusts the carrying value as necessary based on forecasted product demand. A provision is made for potential losses on slow moving and obsolete inventories when identified.

#### Valuation of Long-lived Assets

Property and equipment and other long-lived assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The Company measures recoverability by comparing the carrying amount to the projected cash flows the assets are expected to generate. An impairment loss is recognized to the extent that carrying value exceeds fair value.



Our satellite constellation and related assets are evaluated as a single asset group whenever facts or circumstances indicate that the carrying value may not be recoverable. If indicators of impairment are identified, recoverability of long-lived assets is measured by comparing their carrying amount to the projected cash flows the assets are expected to generate.

Determining whether an impairment has occurred typically requires the use of significant estimates and assumptions, including the allocation of cash flows to assets or asset groups and, if required, an estimate of fair value for those assets or asset groups.

If a satellite were to fail while in-orbit, the resulting loss would be charged to expense in the period it is determined that the satellite is not recoverable. The amount of any such loss would be reduced to the extent of insurance proceeds estimated to be received. Refer to “Note 6 – Satellite Network and Other Equipment” for more information.

#### Warranty Costs

The Company accrues for one-year warranty coverage on product sales estimated at the time of sale based on historical costs to repair or replace products for customers compared to historical product revenues. The warranty accrual is included in accrued liabilities on the condensed consolidated balance sheet. Refer to “Note 8 – Accrued Liabilities” for more information.

#### Recent Accounting Pronouncements

In March 2016, the FASB issued Accounting Standards Update (“ASU”) 2016-09 “Improvements to Employee Share Based Payment Accounting” (“ASU 2016-09”), which amends FASB ASC Topic 718 “Compensation – Stock Compensation” and is effective for the fiscal years beginning after December 15, 2016. ASC 2016-09 includes provisions intended to simplify various aspects related to how share-based payments are accounted for and presented in the financial statements. The adoption of this standard, which will be applied prospectively, is not expected to have a material impact on the Company’s consolidated financial statements.

### 3. Acquisitions

#### WAM Technologies, LLC

On October 6, 2015, pursuant to an Asset Purchase Agreement entered into by a wholly owned subsidiary of the Company, WAM Technologies, LLC (“WAM”) and the individual owners of WAM (the “Sellers”), the Company completed the acquisition of substantially all of the assets of WAM for total consideration of \$8,500, subject to net working capital adjustments, of which \$1,100 was deposited in escrow in connection with certain indemnification obligations (the “WAM Acquisition”).

#### Preliminary Estimated Purchase Price Allocation

The WAM Acquisition has been accounted for using the acquisition method of accounting in accordance with FASB ASC Topic 805 “Business Combinations.” This method requires that assets acquired and liabilities assumed in a business combination be recognized at their fair values as of the acquisition date. The excess of the purchase price over the net assets was recorded as goodwill. The preliminary allocation of the purchase price was based upon a

preliminary valuation and the estimates and assumptions are subject to change during the one year measurement period. The total consideration for the WAM Acquisition was \$8,500 in a debt-free, cash-free transaction. The preliminary estimated purchase price allocation for the WAM Acquisition is as follows:

	Amount
Accounts receivable	\$570
Property, plant and equipment	122
Intangible assets	4,810
Total identifiable assets acquired	5,502
Accounts payable and accrued expenses	202
Deferred revenues	7,326
Total liabilities assumed	7,528
Net identifiable assets acquired	(2,026 )
Goodwill	10,526
Total preliminary purchase price	\$8,500

## Intangible Assets

The estimated fair value of the technology and trademark intangible assets was determined using the “relief from royalty method” under the income approach, which is a valuation technique that provides an estimate of the fair value of an asset based on the costs savings that are available through ownership of the asset by the avoidance of paying royalties to license the use of the assets from another owner (the “Technology and Trademark Valuation Technique”). The estimated fair value of the customer lists was determined using the “excess earnings method” under the income approach, which represents the total income to be generated by the asset. Some of the more significant assumptions inherent in the development of those asset valuations include the projected revenue associated with the asset, the appropriate discount rate to select in order to measure the risk inherent in each future cash flow stream, the assessment of each asset’s life cycle, as well as other factors (the “Customer List Valuation Technique”). The discount rate used to arrive at the present value at the acquisition date of the customer lists, technology and trademarks was 26%. The remaining useful lives of the technology and trademarks were based on historical product development cycles, the projected rate of technology migration and a market participant’s use of these intangible assets and the pattern of projected economic benefit of these intangible assets. The remaining useful lives of customer lists were based on the customer attrition and the projected economic benefit of these customers.

	Estimated Useful life (years)	Amount
Customer lists - one customer	10	\$ 3,720
Customer lists - all other customers	11	600
Technology	10	450
Trademarks	1	40
		\$ 4,810

## Goodwill

The WAM Acquisition expands and strengthens the Company’s cold chain monitoring solutions, which include trailers, rail cars, gensets and sea containers. With the addition of WAM’s installed base, the Company is expected to become a leader in monitoring cargo shipments. These factors contributed to a preliminary estimated purchase price resulting in recognition of goodwill. The goodwill attributable to the WAM Acquisition is not deductible for tax purposes.

## Indemnification Asset

In connection with the Asset Purchase Agreement, the Company entered into an escrow agreement with the Sellers and an escrow agent. Under the terms of the escrow agreement, \$1,100 was placed in an escrow account through December 2017 to fund any indemnification obligations to the Company under the Asset Purchase Agreement.

## Unaudited Pro Forma Results of Operation

The following tables present the unaudited pro forma consolidated operating results for the Company, as though the WAM Acquisition had occurred as of the beginning of the prior annual reporting period. The unaudited pro forma results reflect certain adjustments related to past operating performance, acquisition costs and acquisition accounting adjustments, such as increased depreciation and amortization expense based on the fair valuation of assets acquired and the related tax effects. The pro forma results do not include any anticipated synergies which may be achievable subsequent to the acquisition date. Accordingly, such pro forma amounts are not necessarily indicative of the results

that actually would have occurred had the acquisition been completed on the dates indicated, nor are they indicative of the future operating results of the combined company:

	Three Months Ended March 31, 2015		
	As Reported	WAM Acquisition	Pro Forma
Net revenues	\$42,330	\$ 2,088	\$44,418
Net (loss) income attributable to common shareholders	\$(2,882 )	\$ 461	\$(2,421 )
Earnings per share:			
Basic	\$(0.04 )		\$(0.03 )
Diluted	\$(0.04 )		\$(0.03 )

InSync, Inc.

On January 16, 2015, pursuant to a Share Purchase Agreement entered into by the Company, IDENTEC Group AG (“IDENTEC”) and InSync Software, Inc. (“InSync”), the Company completed the acquisition of 100% of the outstanding shares of InSync from IDENTEC for an aggregate consideration of (i) \$10,850 in cash, comprised of various components and inclusive of net working capital adjustments of \$250, of which \$1,320 was deposited in escrow in connection with certain indemnification obligations; and (ii) additional contingent consideration of up to \$5,000 (the “InSync Acquisition”). The InSync Acquisition supports the Company’s strategy to provide the most complete set of applications and capabilities in the M2M and IoT industry, while broadening the Company’s market access to a wide range of industries.

SkyWave Mobile Communications Inc.

On January 1, 2015, pursuant to an Arrangement Agreement dated November 1, 2014, among the Company, the Company’s acquisition subsidiary, SkyWave Mobile Communications Inc. (“SkyWave”) and the representatives of certain SkyWave shareholders, the Company completed the acquisition of 100% of the outstanding shares of SkyWave for total consideration of \$130,203 consisting of (i) \$122,373 cash consideration, inclusive of a working capital settlement of \$300, of which \$10,600 was deposited in escrow in connection with certain indemnification obligations; and (ii) \$7,500 in the form of a promissory note settled by the transfer of assets to Inmarsat Global Limited (“Inmarsat”) pursuant to an agreement with Inmarsat (the “SkyWave Acquisition”). The \$7,500 note was not considered part of the purchase price for accounting purposes. The SkyWave Acquisition furthers the Company’s strategy to provide the most complete set of options and capabilities in the industry. SkyWave’s distribution channels in South America, Asia and the Middle East, along with Inmarsat’s support, provide the Company with broader global distribution and provide the Company access to new geographies in Eastern Europe and Asia while adding diverse vertical markets, such as security and marine. The addition of SkyWave’s higher bandwidth, low-latency satellite products and services that leverage the IDP technology, which is now jointly owned by the Company and Inmarsat, also further expands the breadth of the Company’s solutions portfolio.

Euroscan Holding B.V.

On March 11, 2014, pursuant to the Share Purchase Agreement entered into by the Company and MWL Management B.V., R.Q. Management B.V., WBB GmbH, ING Corporate Investments Participaties B.V. and Euroscan Holding B.V., as sellers (the “Share Purchase Agreement”), the Company completed the acquisition of 100% of the outstanding equity of Euroscan Holding B.V., including, indirectly, its wholly-owned subsidiaries Euroscan B.V., Euroscan GmbH Vertrieb Technischer Geräte, Euroscan Technology Ltd. and Ameriscan, Inc. (collectively, the “Euroscan Group” or “Euroscan”) for an aggregate consideration of (i) \$29,163, inclusive of net working capital adjustments and net cash (on a debt free, cash free basis); (ii) issuance of 291,230 shares of the Company’s common stock, valued at \$7.70 per share, which reflected the Company’s closing price on the acquisition date; and (iii) additional contingent considerations of up to \$6,547 (the “Euroscan Acquisition”). The Euroscan Acquisition allows the Company to complement its North American operations in M2M by adding significant distribution channel in Europe and other key geographies where Euroscan has market share.

Contingent Consideration

Additional consideration is conditionally due to MWL Management B.V. and R.Q. Management B.V. upon achievement of financial and operational milestones through March 2017. The fair value measurement of the contingent consideration obligation is determined using Level 3 unobservable inputs supported by little or no market activity based on our own assumptions. The estimated fair value of the contingent consideration was determined based on the Company's preliminary estimates using the probability-weighted discounted cash flow approach. As of March 31, 2016 and December 31, 2015, the Company recorded \$1,181 and \$1,719 in other non-current liabilities on the condensed consolidated balance sheet, respectively, in connection with the contingent consideration. As of March 31, 2016, the Company recorded \$612 in accrued expenses on the condensed consolidated balance sheet in connection with the contingent consideration. Changes in the fair value of the contingent consideration obligations are recorded in the condensed consolidated statement of operations. The Company recorded an increase in the contingent liability of \$100 in selling, general and administrative ("SG&A") expenses in the condensed consolidated statements of operations for the three months ended March 31, 2016 due to an increase in the estimated fair value of the contingent consideration. For the three months ended March 31, 2015, charges of \$88 were recorded to SG&A for accretion associated with the contingent consideration.

#### 4. Stock-based Compensation

The Company's stock-based compensation plans consist of the 2006 Long-Term Incentives Plan (the "2006 LTIP"), under which there were 1,930,825 shares available for grant as of March 31, 2016.

Total stock-based compensation recorded by the Company for the three months ended March 31, 2016 and 2015 was \$1,386 and \$1,131, respectively. Total capitalized stock-based compensation for the three months ended March 31, 2016 and 2015 was \$66 and \$28, respectively.

The following table summarizes the components of stock-based compensation expense in the condensed consolidated statements of operations for the three months ended March 31, 2016 and 2015:

	Three Months Ended March 31,	
	2016	2015
Cost of services	\$175	\$114
Cost of product sales	12	14
Selling, general and administrative	1,078	929
Product development	121	74
Total	\$1,386	\$1,131

As of March 31, 2016, the Company had unrecognized compensation costs for stock appreciation rights and restricted stock units totaling \$4,525.

## 2006 LTIP

### Time-Based Stock Appreciation Rights

A summary of the Company's time-based Stock Appreciation Rights ("SARs") for the three months ended March 31, 2016 is as follows:

	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (In thousands)
Outstanding at January 1, 2016	4,109,184	\$ 5.22		
Granted	—	—		
Exercised	(44,600 )	4.72		
Forfeited or expired	—	—		
Outstanding at March 31, 2016	4,064,584	\$ 5.28	5.39	\$ 22,031
Exercisable at March 31, 2016	3,855,317	\$ 5.26	5.15	\$ 21,376
Vested and expected to vest at March 31, 2016	4,064,584	\$ 5.28	5.39	\$ 22,031

For the three months ended March 31, 2016 and 2015, the Company recorded stock-based compensation expense of \$94 and \$429 relating to these SARs, respectively. As of March 31, 2016, \$861 of total unrecognized compensation

cost related to these SARs is expected to be recognized through August 2018.

The intrinsic value of the time-based SARs exercised during the three months ended March 31, 2016 was \$177.



## Performance-Based Stock Appreciation Rights

A summary of the Company's performance-based SARs for the three months ended March 31, 2016 is as follows:

	Number of Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (In thousands)
Outstanding at January 1, 2016	778,774	\$ 6.33		
Granted	—	—		
Exercised	(400 )	2.87		
Forfeited or expired	(1,000 )	5.65		
Outstanding at March 31, 2016	777,374	\$ 6.33	4.12	\$ 3,752
Exercisable at March 31, 2016	777,374	\$ 6.33	4.12	\$ 3,752
Vested and expected to vest at March 31, 2016	777,374	\$ 6.33	4.12	\$ 3,752

For the three months ended March 31, 2016 and 2015, the Company recorded stock-based compensation expense of \$2 and \$13 relating to these SARs, respectively. As of March 31, 2016, there is no unrecognized compensation cost related to these SARs expected to be recognized.

The intrinsic value of the performance-based SARs exercised during the three months ended March 31, 2016 was \$3.

The fair value of each time-based and performance-based SAR award is estimated on the date of grant using the Black-Scholes option pricing model with the assumptions described below. For the periods indicated, the expected volatility was based on the Company's historical volatility over the expected terms of the SAR awards. Estimated forfeitures were based on voluntary and involuntary termination behavior, as well as analysis of actual forfeitures. The risk-free interest rate was based on the U.S. Treasury yield curve at the time of the grant over the expected term of the SAR grants. The Company did not grant time-based or performance-based SARs during the three months ended March 31, 2016.

	Three Months Ended March 31, 2015
Risk-free interest rate	1.35% and 1.82%
Expected life (years)	6.0
Estimated volatility factor	64.0% to 64.6%
Expected dividends	None

## Time-based Restricted Stock Units

A summary of the Company's time-based Restricted Stock Units ("RSUs") for the three months ended March 31, 2016 is as follows:

		Weighted- Average Grant Date
	Shares	Fair Value
Balance at January 1, 2016	366,004	\$ 6.63
Granted	132,945	7.64
Vested	(75,470 )	6.41
Forfeited or expired	(4,055 )	6.78
Balance at March 31, 2016	419,424	\$ 6.99

For the three months ended March 31, 2016 and 2015, the Company recorded stock-based compensation expense of \$562 and \$171 related to these RSUs, respectively. As of March 31, 2016, \$2,318 of total unrecognized compensation cost related to these RSUs is expected to be recognized through March 2019.

## Performance-based Restricted Stock Units

A summary of the Company's performance-based RSUs for the three months ended March 31, 2016 is as follows:

	Weighted-	
	Average	
	Grant	
	Date	
	Shares	Fair Value
Balance at January 1, 2016	499,369	\$ 6.66
Granted	—	—
Vested	(175,389)	6.53
Forfeited or expired	(64,315 )	6.55
Balance at March 31, 2016	259,665	\$ 6.66

For the three months ended March 31, 2016 and 2015, the Company recorded stock-based compensation expense of \$525 and \$442 related to these RSUs, respectively. As of March 31, 2016, \$1,346 of total unrecognized compensation cost related to these RSUs is expected to be recognized through March 2017.

The fair values of the time-based and performance-based RSU awards are based upon the closing stock price of the Company's common stock on the date of grant.

## Performance Units

The Company grants Market Performance Units ("MPUs") to its senior executives based on stock price performance over a three-year period measured on December 31 of each year in the performance period. The MPUs will vest at the end of each year in the performance period only if the Company satisfies the stock price performance targets and continued employment by the senior executives through the dates the Compensation Committee has determined that the targets have been achieved. The value of the MPUs that will be earned each year ranges up to 15% of each of the senior executives' annual base salaries depending on the Company's stock price performance target for that year. The value of the MPUs can be paid in either cash or common stock or a combination of cash and stock at the Company's option. The MPUs are classified as a liability and are revalued at the end of each reporting period based on the fair value of the awards over a three-year period.

As the MPUs contain both a performance and service condition, the MPUs have been treated as a series of three separate awards, or tranches, for purposes of recognizing stock-based compensation expense. The Company recognizes stock-based compensation expense on a tranche-by-tranche basis over the requisite service period for that specific tranche. The Company estimated the fair value of the MPUs using a Monte Carlo Simulation Model that used the following assumptions:

Three Months Ended March 31,

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	2016	2015
Risk-free interest rate	0.51% to 0.83%	0.21% to 0.81%
Estimated volatility factor	35.0% to 37.0%	35.0% to 39.0%
Expected dividends	None	None

For the three months ended March 31, 2016 and 2015, the Company recorded stock-based compensation expense of \$203 and \$76 relating to these MPUs, respectively.

In January 2015, the Company issued 54,801 shares of its common stock as payment of MPUs in connection with achieving the fiscal year 2013 and 2014 stock performance target.

## 5. Net Income (Loss) Attributable to ORBCOMM Inc. Common Stockholders

The Company accounts for earnings per share (“EPS”) in accordance with FASB ASC Topic 260, “Earnings Per Share” (“ASC 260”) and related guidance, which requires two calculations of EPS to be disclosed: basic and diluted. The numerator in calculating basic and diluted EPS is an amount equal to the net income (loss) attributable to ORBCOMM Inc. common stockholders for the periods presented. The denominator in calculating basic EPS is the weighted-average shares outstanding for the respective periods. The denominator in calculating diluted EPS is the weighted-average shares outstanding, plus the dilutive effect of unvested SAR and RSU grants and shares of Series A convertible preferred stock for the respective periods. The following sets forth the basic and diluted calculations of EPS for the three months ended March 31, 2016 and 2015:

	Three Months Ended March 31, 2016      2015	
Net loss attributable to ORBCOMM Inc.		
common stockholders	\$(2,096 )	\$(2,882 )
Weighted average number of common shares outstanding:		
Basic number of common shares outstanding	70,700	70,238
Dilutive effect of unvested SARs and RSUs and shares		
of Series A convertible preferred stock	—	—
Diluted number of common shares outstanding	70,700	70,238
Earnings per share:		
Basic	\$(0.03 )	\$(0.04 )
Diluted	\$(0.03 )	\$(0.04 )

The following represents amounts not included in diluted EPS as their impact was anti-dilutive under the treasury stock method:

	Three Months Ended March 31, 2016      2015	
(Shares in thousands)		
SARs	204	671

The computation of net loss attributable to ORBCOMM Inc. common stockholders for the three months ended March 31, 2016 and 2015 is as follows:

	Three Months Ended March 31,	
	2016	2015
Net loss attributable to ORBCOMM Inc.	\$(2,096)	\$(2,873)
Preferred stock dividends on Series A convertible		
preferred stock	—	(9 )
Net loss attributable to ORBCOMM Inc.		
common stockholders	\$(2,096)	\$(2,882)

## 6. Satellite Network and Other Equipment

Satellite network and other equipment consisted of the following:

	Useful life (years)	March 31, 2016	December 31, 2015
Land		\$381	\$381
Satellite network	1-10	245,135	104,088
Capitalized software	3-7	16,389	13,201
Computer hardware	3	4,139	4,027
Other	2-7	6,963	6,853
Assets under construction		11,420	147,288
		284,427	275,838
Less: accumulated depreciation and amortization		(49,245 )	(45,868 )
		\$235,182	\$229,970

During the three months ended March 31, 2016 and 2015, the Company capitalized costs attributable to the design and development of internal-use software in the amount of \$879 and \$892, respectively.

Depreciation and amortization expense for the three months ended March 31, 2016 and 2015 was \$5,431 and \$3,846, respectively, including amortization of internal-use software of \$850 and \$377, respectively.

As of March 31, 2016, assets under construction primarily consist of costs associated with acquiring, developing and testing software and hardware for internal and external use that have not yet been placed into service. As of December 31, 2015, assets under construction primarily consist of milestone payments pursuant to procurement agreements, which includes the design, development, launch and other direct costs relating to the construction of the OG2 satellites and upgrades to its infrastructure and ground segment. Refer to “Note 15 – Commitments and Contingencies” for more information regarding the construction of the Company’s OG2 satellites.

During the three months ended March 31, 2016, the Company recorded an impairment loss on one of its leased AIS satellites. Upon abandonment of the satellite, the Company no longer expects future cash flows to be generated from this asset. The impairment loss of \$466 was determined based on the net carrying value of the asset at the time of the impairment and was recorded in depreciation and amortization in the condensed consolidated statement of operations in the three months ended March 31, 2016. In addition, the Company decreased satellite network and other equipment, net and the associated accumulated depreciation on the condensed consolidated balance sheet by \$2,374 and \$1,908, respectively, as of March 31, 2016.

On December 21, 2015, the Company launched the remaining 11 of its OG2 satellites aboard a Space Exploration Technologies Corp. (“SpaceX”) Falcon 9 launch vehicle. On March 1, 2016, following an in-orbit testing period, the Company initiated commercial service for the 11 OG2 satellites. The satellites provide both M2M and IoT messaging and AIS service for the Company’s global customers. As a result of the 11 OG2 satellites being placed into service, the Company reclassified \$137,772 of costs out of assets under construction and into satellite network on March 1, 2016, and began depreciating the satellites over an estimated 10-year life. During the three months ended March 31, 2016 and 2015, Company recorded \$2,826 and \$2,081 of depreciation in connection with its 17 OG2 satellite constellation, respectively. During the three months ended March 31, 2016, the Company recorded \$1,148 of depreciation in

connection with the 11 OG2 satellites placed into service.

In June 2015, the Company lost communication with one of its in-orbit OG2 satellites. The Company recorded a non-cash impairment charge of \$12,748 on the condensed consolidated statement of operations in the quarter ended June 30, 2015 to write off the net book value of the satellite. In addition, the Company decreased satellite network and other equipment, net and the associated accumulated depreciation on the condensed consolidated balance sheet by \$13,788 and \$1,040, respectively, as of December 31, 2015.

In January 2015, the Company lost communication with one of its OG1 Plane B satellites. In the quarter ended March 31, 2015, the Company removed \$137 from satellite network and accumulated depreciation, respectively, representing the fully depreciated value of the satellite. In September 2015, the satellite reestablished communication with the Company's ground stations. There was no impact on the condensed consolidated balance sheet for the re-establishment of communications with this satellite.



## 7. Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price of an acquired business over the estimated fair values of the underlying net tangible and intangible assets.

Goodwill consisted of the following:

	Amount
Balance at January 1, 2016	\$ 112,425
Additions through acquisitions	—
Other adjustments	—
Balance at March 31, 2016	\$ 112,425

Goodwill is allocated to the Company's one reportable segment, which is its only reporting unit.

The Company's intangible assets consisted of the following:

		March 31, 2016			December 31, 2015		
	Useful life (years)	Cost	Accumulated amortization	Net	Cost	Accumulated amortization	Net
Customer lists	5-14	\$90,212	\$ (13,472)	\$76,740	\$90,212	\$ (11,319)	\$78,893
Patents and							
technology	5-10	16,510	(4,555)	11,955	16,390	(4,090)	12,300
Trade names and							
trademarks	1-2	2,884	(1,350)	1,534	2,885	(906)	1,979
		\$109,606	\$ (19,377)	\$90,229	\$109,487	\$ (16,315)	\$93,172

As of March 31, 2016, the Company reviewed the useful lives for its trade name and trademark intangible assets and determined there to be events and circumstances to warrant a revision of the remaining amortization period. In accordance with FASB ASC 350 "Intangibles – Goodwill and Other," the Company will amortize the remaining carrying amount prospectively over the revised remaining useful lives.

The weighted-average amortization period for the intangible assets is 10.1 years. The weighted-average amortization period for customer lists, patents and technology and trade names and trademarks is 10.5, 9.2 and 1.2 years, respectively.

Amortization expense was \$3,062 and \$2,609 for the three months ended March 31, 2016 and 2015, respectively.

Estimated annual amortization expense for intangible assets subsequent to March 31, 2016 is as follows:

	Amount
2016 (remaining)	\$9,193
2017	10,628
2018	10,374
2019	10,339
2020	10,061
2021	9,604
Thereafter	30,030
	\$90,229

## 8. Accrued Liabilities

The Company's accrued liabilities consisted of the following:

	March 31, 2016	December 31, 2015
Accrued compensation and benefits	\$ 7,853	\$ 7,082
Warranty	2,141	2,321
Corporate income tax payable	88	204
Contingent consideration	612	—
Accrued satellite network and other equipment	2,359	1,642
Accrued inventory purchases	2,628	1,676
Milestone payable	5,070	3,185
Accrued interest expense	1,018	1,017
Accrued airtime charges	938	834
Other accrued expenses	6,751	6,225
	\$ 29,458	\$ 24,186

For the three months ended March 31, 2016 and 2015, changes in accrued warranty obligations consisted of the following:

	Three Months Ended March 31, 2016 2015	
Beginning balance	\$2,322	\$1,470
Warranty liabilities assumed from acquisition	—	450
Amortization of fair value adjustment of warranty		
liabilities acquired through acquisitions	(8 )	(12 )
Reduction of warranty liabilities assumed in		
connection with acquisitions	(29 )	(174 )
Warranty expense	149	404
Warranty charges	(293 )	(49 )
Ending balance	\$2,141	\$2,089

## 9. Deferred Revenues

Deferred revenues consisted of the following:

	March 31, 2016	December 31, 2015
Service activation fees	\$ 9,985	\$ 10,800
Prepaid services	2,235	2,624
Warranty revenues	293	252
	12,513	13,676
Less current portion	(7,373 )	(7,652 )
Long-term portion	\$ 5,140	\$ 6,024

#### 10. Note Payable-Related Party

In connection with the acquisition of a majority interest in Satcom in 2005, the Company recorded an indebtedness to OHB Technology A.G. (formerly known as OHB Teledata A.G.), a stockholder of the Company. At March 31, 2016 and December 31, 2015, the principal balance of the note payable was €1,138 and it had a carrying value of \$1,298 and \$1,241, respectively. The carrying value was based on the note's estimated fair value at the time of acquisition. The difference between the carrying value and principal balance was being amortized to interest expense over the estimated life of the note of six years which ended in September 30, 2011. This note does not bear interest and has no fixed repayment term. Repayment will be made from the distribution profits, as defined in the note agreement, of ORBCOMM Europe LLC, a wholly owned subsidiary of the Company. The note has been classified as long-term and the Company does not expect any repayments to be required prior to March 31, 2017.

## 11. Note Payable

### Secured Credit Facilities

On September 30, 2014, the Company entered into a credit agreement (the “Credit Agreement”) with Macquarie CAF LLC (“Macquarie” or the “Lender”) in order to refinance the Company’s Senior Notes. Pursuant to the Credit Agreement, the Lender provided secured credit facilities (the “Secured Credit Facilities”) in an aggregate amount of \$160,000 comprised of (i) a term loan facility in an aggregate principal amount of up to \$70,000 (the “Initial Term Loan Facility”); (ii) a \$10,000 revolving credit facility (the “Revolving Credit Facility”); (iii) a term loan facility in an aggregate principal amount of up to \$10,000 (the “Term B2 Facility”), the proceeds of which were drawn and used on January 16, 2015 to partially finance the InSync Acquisition; and (iv) a term loan facility in an aggregate principal amount of up to \$70,000 (the “Term B3 Facility”), the proceeds of which were drawn on December 30, 2014 and used on January 1, 2015 to partially finance the SkyWave Acquisition. Proceeds of the Initial Term Loan Facility and Revolving Credit Facility were funded on October 10, 2014 and were used to repay in full the Company’s Senior Notes and pay certain related fees, expenses and accrued interest, as well as for general corporate purposes.

The Secured Credit Facilities mature five years after the initial fund date of the Initial Term Loan Facility (the “Maturity Date”), but are subject to mandatory prepayments in certain circumstances. The Secured Credit Facilities will bear interest, at the Company’s election, of a per annum rate equal to either (a) a base rate plus 3.75% or (b) LIBOR plus 4.75%, with a LIBOR floor of 1.00%.

The Secured Credit Facilities will be secured by a first priority security interest in substantially all of the Company’s and its subsidiaries’ assets. Subject to the terms set forth in the Credit Agreement, the Company may make optional prepayments on the Secured Credit Facilities at any time prior to the Maturity Date. The remaining principal balance is due on the Maturity Date.

The Credit Agreement contains customary representations and warranties, conditions to funding, covenants and events of default. The covenants set forth in the Credit Agreement include, among other things, prohibitions on the Company and its subsidiaries against incurring certain indebtedness and investments (other than permitted acquisitions and other exceptions as specified therein), providing certain guarantees and incurring certain liens. In addition, the Credit Agreement includes a leverage ratio and consolidated liquidity covenant, as defined, whereby the Company is permitted to have a maximum consolidated leverage ratio as of the last day of any fiscal quarter of up to 5.00 to 1.00 and a minimum consolidated liquidity of \$7,500 as of the last day of any fiscal quarter. The Credit Agreement provides for certain events of default, the occurrence of which could result in the acceleration of the Company’s obligations under the Credit Agreement.

In connection with entering into the Credit Agreement, and the subsequent funding of the Initial Term Loan Facility, Revolving Credit Facility, Term B2 Facility and the Term B3 Facility, the Company incurred debt issuance costs of approximately \$4,721. For the three months ended March 31, 2016 and 2015, amortization of the debt issuance costs was \$227 and \$219, respectively. For the three months ended March 31, 2016, the Company capitalized \$744, of interest expense and amortization of the debt issuance costs associated with the Initial Term Loan Facility and Revolving Credit Facility to construction of the OG2 satellites. The Company capitalized interest expense and deferred issuance costs associated with these facilities through March 1, 2016, the date the final 11 OG2 satellites were placed in service. The Company recorded charges of \$1,664 to interest expense on its statement of operations for the three months ended March 31, 2016, related to interest expense and amortization of debt issuance costs associated with the Term B2 and Term B3 Facilities and the Initial Term Loan Facility and Revolving Credit Facility after the OG2 satellites were placed in service on March 1, 2016.

At March 31, 2016, no amounts were outstanding under the Revolving Credit Facility. The net availability under the Revolving Credit Facility was \$10,000 as of March 31, 2016.

As of March 31, 2016, the Company was in compliance with all financial covenants.

## 12. Stockholders' Equity

### Series A convertible preferred stock

During the three months ended March 31, 2016, the Company did not issue dividends to the holders of the Series A convertible preferred stock. As of March 31, 2016, dividends in arrears were \$7.

### Common Stock

As of March 31, 2016, the Company has reserved 7,451,870 shares of common stock for future issuances related to employee stock compensation plans.

## 13. Segment Information

The Company operates in one reportable segment, M2M data communications. Other than satellites in orbit, goodwill and intangible assets, long-lived assets outside of the United States are not significant. The Company's foreign exchange exposure is limited as approximately 94% of the Company's consolidated revenue is collected in US dollars. The following table summarizes revenues on a percentage basis by geographic regions, based on the region in which the customer is located.

	Three Months Ended March 31, 2016    2015			
United States	60	%	58	%
South America	12	%	14	%
Japan	5	%	2	%
Europe	20	%	18	%
Other	3	%	8	%
	100	%	100	%

## 14. Income taxes

For the three months ended March 31, 2016, the Company's income tax provision was \$162, compared to \$477 for the prior year period. The change in the income tax provision for the three months ended March 31, 2016 primarily related to a change in the geographical mix of income which decreased taxable non-U.S. earnings before income taxes when compared to the prior year period, partially offset by higher deferred tax expense in the current period related to higher amortization of tax goodwill. If the Company's current estimates change in future periods, the impact on the deferred tax assets and liabilities may change correspondingly.

As of March 31, 2016 and December 31, 2015, the Company maintained a valuation allowance against its net deferred tax assets primarily attributable to operations in the United States, as the realization of such assets was not considered more likely than not.

There were no changes to the Company's unrecognized tax benefits during the three months ended March 31, 2016. The Company does not expect any significant changes to its unrecognized tax positions during the next twelve months.

The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. No interest and penalties related to uncertain tax positions were recognized during the three months ended March 31, 2016.

## 15. Commitments and Contingencies

### OG2 satellite procurement

On May 5, 2008, the Company entered into a procurement agreement with Sierra Nevada Corporation (“SNC”) pursuant to which SNC constructed the Company’s eighteen OG2 satellites (the “Initial Satellites”). Under the agreement, SNC also provided launch support services, a test satellite (excluding the mechanical structure), a satellite software simulator and the associated ground support equipment.

On August 23, 2011, the Company and SNC entered into a definitive First Amendment to the procurement agreement (the “First Amendment”). The First Amendment amends certain terms of the procurement agreement and supplements or amends five separate task order agreements, between May 20, 2010 and December 15, 2010. Between July 3, 2012 and April 18, 2014, the Company and SNC entered into five additional task order agreements for additional costs of up to \$2,700.

On March 20, 2014, the Company and SNC entered into a definitive Second Amendment to the procurement agreement (the “Second Amendment”). The Second Amendment amends certain terms of the procurement agreement dated May 5, 2008, as amended by the First Amendment and supplemented by nine separate Task Orders entered into prior to that date (collectively, “Task Orders #1-9”). The Second Amendment modifies the number of satellites in each shipset to reflect the actual number of satellites to be launched in each of the two missions. The Second Amendment also modifies the payment milestone schedule under the First Amendment but does not change the total contract price (excluding optional satellites and costs under Task Orders #1-9) of \$117,000. As of March 31, 2016, the Company has remaining operational milestone payments of \$5,070 which will be payable subject to achievement of the operational milestones during the year ended December 31, 2016.



On December 21, 2012, the Company and SpaceX entered into a Launch Services Agreement (the “Falcon 9 Agreement”) pursuant to which SpaceX provided launch services (the “Launch Services”) for the carriage into LEO of up to 17 OG2 satellites. Under the Falcon 9 Agreement, SpaceX also provided to the Company satellite-to-launch vehicle integration and launch support services, as well as certain related optional services. The total price under the Falcon 9 Agreement (excluding any optional services) is \$42,600 subject to certain adjustments, which reflects pricing agreed under the 2009 agreement for Launch Services. The amounts due under the Falcon 9 Agreement were paid by the Company in installments from the date of execution of the Falcon 9 Agreement through the performance of each Launch Service.

On April 13, 2015, the Company and SpaceX entered into Amendment #1 to the Falcon 9 Agreement (the “First LSA Amendment”). The First LSA Amendment amends certain terms of the Falcon 9 Agreement dated December 21, 2012 applicable to the second launch period including (i) the milestone payment schedule related to the second launch, but does not change the total contract price of \$42,600 and (ii) establishing a launch window for the second launch, as well as modifying other terms and conditions relating to the second launch as originally set forth in the Falcon 9 Agreement. The Company paid the final milestone payments of \$1,246 during the quarter ended March 31, 2016.

In April 2014, the Company obtained launch and one year from launch in-orbit insurance for the OG2 satellite program. For the first launch of six satellites, the Company obtained (i) a maximum total of \$66,000 of launch plus one year in-orbit insurance coverage; and (ii) \$22,000 of launch vehicle flight only insurance coverage (“Launch One”). The total premium cost for Launch One was \$9,953. For the second launch of 11 satellites, the Company obtained (i) a maximum total of \$120,000 of launch plus one year in-orbit insurance coverage; and (ii) \$22,000 of launch vehicle flight only insurance coverage (“Launch Two”). The total premium cost for Launch Two is \$16,454. In April 2014, the Company paid the total premium for Launch One and 5% of the total premium for Launch Two, with the balance of the premium cost for Launch Two paid in December 2015. The majority of the premium payments are recorded as satellite network and other equipment, net in the consolidated balance sheet as of December 31, 2015.

The policy contains a three satellite deductible across both missions under the launch plus one-year insurance coverage whereby claims are payable in excess of the first three satellites in the aggregate for both Launch One and Launch Two combined that are total losses or constructive total losses. The policy is also subject to specified exclusions and material change limitations customary in the industry. These exclusions include losses resulting from war, anti-satellite devices, insurrection, terrorist acts, government confiscation, radioactive contamination, electromagnetic interference, loss of revenue and third party liability.

On July 14, 2014, the Company launched six of its OG2 satellites aboard a SpaceX Falcon 9 launch vehicle. On September 15, 2014, following an in-orbit testing period, the Company initiated commercial service for the six OG2 satellites. The satellites provide both M2M and IoT messaging and AIS service for the Company’s global customers.

In June 2015, the Company lost communication with one of its in-orbit OG2 satellites. The Company recorded a non-cash impairment charge of \$12,748 on the consolidated statement of operations to write off the net book value of the satellite. In addition, the Company decreased satellite network and other equipment, net and the associated accumulated depreciation on the consolidated balance sheet by \$13,788 and \$1,040, respectively.

The Company notified its in-orbit insurers that the loss of the OG2 satellite resulted in a constructive total loss of that satellite. Under the insurance terms mentioned above, this satellite will be the first of the three satellite deductible in the aggregate for both Launch One and Launch Two, under which no claim is payable.

On July 14, 2015, the Company obtained an additional one year in-orbit insurance for the five OG2 satellites currently in-orbit for a maximum total of \$40,000. The additional in-orbit coverage took effect on July 15, 2015, following the end of the coverage period for the initial launch and one year in-orbit insurance for Launch One. This additional

policy contains a one satellite deductible across the five in-orbit OG2 satellites whereby claims are payable in excess of the first satellite that is a total loss or constructive total loss. The policy is also subject to a specific exclusion for losses that have resulted from an anomaly with the same signatures as the initial OG2 satellite loss. There are other specified exclusions and material change limitations customary in the industry which include losses resulting from war, antisatellite devices, insurrection, terrorist acts, government confiscation, radioactive contamination, electromagnetic interference, loss of revenue and third party liability.

On December 21, 2015, the Company launched the remaining 11 OG2 satellites aboard a SpaceX Falcon 9 launch vehicle. On March 1, 2016, following an in-orbit testing period, the Company initiated commercial service on these OG2 satellites, which are both M2M and IoT messaging and AIS services for the Company's global customers.

#### Airtime credits

In 2001, in connection with the organization of ORBCOMM Europe and the reorganization of the ORBCOMM business in Europe, the Company agreed to grant certain country representatives in Europe approximately \$3,736 in airtime credits. The Company has not recorded the airtime credits as a liability for the following reasons: (i) the Company has no obligation to pay the unused airtime credits if they are not utilized; and (ii) the airtime credits are earned by the country representatives only when the Company generates revenue from the country representatives. The airtime credits have no expiration date. Accordingly, the Company is recording airtime credits as services are rendered and these airtime credits are recorded net of revenues from the country representatives. For the three months ended March 31, 2016 and 2015, airtime credits used totaled approximately \$7 and \$8, respectively. As of March 31, 2016 and 2015, unused credits granted by the Company were approximately \$2,031 and \$2,060, respectively.

#### 16. Subsequent Events

On April 11, 2016, a wholly owned subsidiary of the Company entered into an asset purchase agreement to acquire substantially all the assets of Skygistics (PTY) Ltd. (“Skygistics”). Based outside of Johannesburg, South Africa, Skygistics provides a broad range of satellite and cellular connectivity options, as well as telematics solutions centered around the management of remote and mobile assets to more than 250 telematics and enterprise customers.

On April 20, 2016, the stockholders of the Company approved the ORBCOMM Inc. 2016 Long-Term Incentives Plan (the “2016 LTIP”). The 2016 LTIP replaces the Company’s 2006 Long-Term Incentives Plan, as amended (the “2006 LTIP”), which was due to expire in September 2016. The number of shares authorized for delivery under the 2016 LTIP is 6,949,400 shares, including 1,949,400 shares that remained available under the 2006 LTIP as of February 17, 2016.

On April 20, 2016, the stockholders of the Company approved the ORBCOMM Inc. Employee Stock Purchase Plan (the “ESPP”). The number of shares authorized for delivery under the ESPP is 5,000,000 shares. The ESPP will allow employees to purchase ORBCOMM Inc. Common Stock at a discount of up to 15% of its fair market value, subject to certain conditions and limitations.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995.

Certain statements discussed in Part I, Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Quarterly Report on Form 10-Q constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally relate to our plans, estimates, objectives and expectations for future events and other statements that are not historical facts. Such forward-looking statements, including those concerning the Company's expectations and estimates, are subject to known and unknown risks and uncertainties, which could cause actual results to differ materially from the results, projected, expected or implied by the forward-looking statements, some of which are beyond the Company's control, that may cause the Company's actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These risks and uncertainties include but are not limited to: dependence of SkyWave's business on its commercial relationship with Inmarsat plc and the services provided by Inmarsat plc, including the continued availability of Inmarsat plc's satellites; substantial losses we have incurred and may continue to incur; demand for and market acceptance of our products and services and the applications developed by us and our resellers; market acceptance and success of our Automatic Identification System business; dependence on a few significant customers, including a concentration in Brazil, loss or decline or slowdown in the growth in business from key customers, such as Caterpillar Inc., Hitachi Construction Machinery Co., Ltd., Komatsu Ltd., Onixsat, Satlink S.L., Sascar and Maersk Lines, other value-added resellers, or VARs, and international value-added resellers, or IVARs, and other value-added Solution Providers, or SPs; dependence on a few significant vendors or suppliers, loss or disruption or slowdown in the supply of products and services from key vendors, such as Inmarsat plc and Sanmina Corporation; loss or decline or slowdown in growth in business of any of the specific industry sectors we serve, such as transportation, heavy equipment, fixed assets and maritime; our potential future need for additional capital to execute on our growth strategy; additional debt service acquired with or incurred in connection with existing or future business operations; our acquisitions may expose us to additional risks, such as unexpected costs, contingent or other liabilities, or weaknesses in internal controls, and expose us to issues related to non-compliance with domestic and foreign laws, particularly regarding our acquisitions of businesses domiciled in foreign countries; the terms of our credit agreement, under which we currently have borrowed \$150 million and may borrow up to an additional \$10 million, could restrict our business activities or our ability to execute our strategic objectives or adversely affect our financial performance; the inability to effect suitable investments, alliances and acquisitions or the failure to integrate and effectively operate the acquired businesses; fluctuations in foreign currency exchange rates; the inability of our subsidiaries, international resellers and licensees to develop markets outside the United States; the inability to obtain or maintain the necessary regulatory authorizations, approvals or licenses, including those that must be obtained and maintained by third parties, for particular countries or to operate our satellites; technological changes, pricing pressures and other competitive factors; in-orbit satellite failures or reduced performance of our existing satellites; the failure of our system or reductions in levels of service due to technological malfunctions or deficiencies or other events; significant liabilities created by products we sell; litigation proceedings; inability to operate due to changes or restrictions in the political, legal, regulatory, government, administrative and economic conditions and developments in the United States and other countries and territories in which we provide our services; ongoing global economic instability and uncertainty; and changes in our business strategy; and the other risks described in our filings with the Securities and Exchange Commission ("SEC"). For more detail on these and other risks, please see our Annual Report on Form 10-K for the year ended December 31, 2015 ("Annual Report"). The Company undertakes no obligation to publicly revise any forward-looking statements or cautionary factors, except as required by law.

Unless otherwise noted or the context otherwise requires, references in this Form 10-Q to "ORBCOMM," "the Company," "our company," "we," "us" or "our" refer to ORBCOMM Inc. and its direct and indirect subsidiaries.

## Overview

We are a global provider of machine-to-machine (“M2M”) and Internet of Things (“IoT”) solutions, including network connectivity, devices, device management and web reporting applications. These solutions enable optimal business efficiencies, increased asset utilization and reduced asset write-offs, helping customers realize benefits on a worldwide basis. Our M2M and IoT products and services are designed to track, monitor, control and enhance security for a variety of assets, such as trailers, trucks, rail cars, sea containers, generators, fluid tanks, marine vessels, diesel or electric powered generators (“gensets”), oil and gas wells, pipeline monitoring equipment, irrigation control systems, and utility meters, in industries for transportation & distribution, heavy equipment, oil & gas, maritime and government. Additionally, we provide satellite Automatic Identification Service (“AIS”) data services to assist in vessel navigation and to improve maritime safety for government and commercial customers worldwide. We provide these services using multiple network platforms, including our own constellation of 41 low-Earth orbit (“LEO”) satellites and our accompanying ground infrastructure as well as terrestrial-based cellular communication services obtained through reseller agreements with major cellular (Tier One) wireless providers. We also offer customer solutions utilizing additional satellite network service options that we obtain through service agreements we have entered into with multiple mobile satellite providers. Our satellite-based customer solution offerings use small, low power, mobile satellite subscriber communicators for remote asset connectivity, and our terrestrial-based solutions utilize cellular data modems with subscriber identity modules (“SIMS”). We also resell service using the two-way Inmarsat satellite network to provide higher bandwidth, low-latency satellite products and services, leveraging our IsatDataPro (“IDP”) technology. Our customer solutions provide access to data gathered over these systems through connections to other public or private networks, including the Internet. We are dedicated to providing what we believe is the most versatile, leading-edge M2M and IoT solutions that enable our customers to run their business operations more efficiently and achieve significant return on investment.

Customers benefiting from our network, products and solutions include original equipment manufacturers, or OEMs, such as Caterpillar Inc., Doosan Infracore America, Hitachi Construction Machinery Co., Ltd., John Deere, Komatsu Ltd., and Volvo Construction Equipment; vertical market technology integrators known as value-added resellers (“VARs”) and international value-added resellers (“IVARs”), such as I.D. Systems, Inc. and inthinc Technology Solutions Inc.; Value-added Solutions Providers (“SPs”) such as Onixsat, Satlink and Sascar; and end-to-end solutions customers such as Carrier Transicold, Thermo King, C&S Wholesale, Canadian National Railways, CR England, Hub Group, Inc., KLLM Transport Services, Marten Transport, Prime Inc., Swift Transportation, Target, Tropicana, Tyson Foods, Walmart and Werner Enterprises.

#### Critical Accounting Policies and Estimates

Our discussion and analysis of our results of operations, liquidity and capital resources are based on our consolidated financial statements which have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates and judgments, including those related to revenue recognition, accounts receivable, accounting for business combinations, goodwill, intangible assets, satellite network and other equipment, long-lived assets, capitalized development costs, income taxes, warranty costs, loss contingencies and the value of securities underlying stock-based compensation. We base our estimates on historical and anticipated results and trends and on various other assumptions that we believe are reasonable under the circumstances, including assumptions as to future events. These estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. By their nature, estimates are subject to an inherent degree of uncertainty. Actual results may differ from our estimates and could have a significant adverse effect on our results of operations and financial position. For a discussion of our critical accounting policies and estimates see Part II, Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report. There have been no material changes to our critical accounting policies during 2016.

#### Revenues

We derive service revenues mostly from monthly fees for M2M and IoT connectivity services that consist of subscriber-based and recurring monthly usage fees for each subscriber communicator or SIM activated for use on our satellite network and the other satellite networks and cellular wireless networks that we resell to our customers (i.e., our VARs, IVARs, SPs, DPs, international licensees and country representatives and direct customers). Usage fees are generally based upon the data transmitted by a customer and the overall number of subscriber communicators and SIMS activated by each customer and whether we provide services through our value-added portal. Service revenues are recognized on an accrual basis, as services are rendered, or on a cash basis, if collection from the customer is not reasonably assured at the time the service is provided. In addition, we earn service revenues from extended warranty service agreements extending beyond the initial warranty period of one year, royalty fees from third parties for the use of our proprietary communications protocol charged on a one-time basis for each subscriber communicator connected to our M2M and IoT data communications system and fees from providing engineering, technical and management support services to customers.

We derive product sales primarily from sales of complete M2M and IoT telematics devices, modems and cellular wireless SIMS (for our terrestrial-communication services) to our resellers (i.e., our VARs, IVARs, SPs, DPs, international licensees and country representatives) and direct customers. Revenues generated from product sales are either recognized when the products are shipped or when customers accept the product depending on the specific contractual terms. Shipping costs billed to customers are included in product sales revenues and the related costs are included as costs of product sales.

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Amounts received prior to the performance of services under customer contracts are recognized as deferred revenues and revenue recognition is deferred until such time that all revenue recognition criteria have been met.

The table below presents our revenues for the three months ended March 31, 2016 and 2015, together with the percentage of total revenue represented by each revenue category in (in thousands):

	Three Months Ended March 31,					
	2016			2015		
Service revenues	\$26,914	61.8	%	\$23,774	56.2	%
Product sales	16,646	38.2	%	18,556	43.8	%
	\$43,560	100.0	%	\$42,330	100.0	%

Total revenues for the three months ended March 31, 2016 and 2015 were \$43.6 million and \$42.3 million, respectively, an increase of 3.1%.

## Service revenues

	Three Months Ended March 31,		Change	
(In thousands)	2016	2015	Dollars	%
Service revenues	\$26,914	\$23,774	\$3,140	13.2%

The increase in service revenues for the three months ended March 31, 2016, compared to the prior year period, was primarily due to revenue generated from our acquisitions, growth in billable subscriber communicators, as well as increases in satellite-based services generated by our ORBCOMM Generation 2 (“OG2”) satellites.

As of March 31, 2016, we had approximately 1,608,000 billable subscriber communicators compared to approximately 1,262,000 billable subscriber communicators as of March 31, 2015, an increase of 27.4%.

Service revenue growth can be impacted by the customary lag between subscriber communicator activations and recognition of service revenue from these units.

## Product sales

	Three Months Ended March 31,		Change	
(In thousands)	2016	2015	Dollars	%
Product sales	\$16,646	\$18,556	\$(1,910)	(10.3)%

The decrease in product sales for the three months ended March 31, 2016, compared to the prior year period, was primarily attributable to timing of shipments in the current year and a large order shipped to one customer included in the prior year.

## Costs of revenues, exclusive of depreciation and amortization

	Three Months Ended March 31,		Change	
(In thousands)	2016	2015	Dollars	%
Cost of service	\$9,188	\$7,704	\$1,484	19.3%
Cost of product sales	11,450	13,948	(2,498)	(17.9)%

Costs of services is comprised of expenses to operate our network, such as payroll and related costs, including stock-based compensation and usage fees to third-party networks. The increase in cost of service for the three months ended March 31, 2016, compared to the prior year period, was primarily due to an increase in service revenues.



Costs of product sales includes the purchase price of subscriber communicators and SIMS sold, costs of warranty obligations, shipping charges, as well as operational costs to fulfill customer orders including costs for employees and inventory management. The decrease in cost of product sales for the three months ended March 31, 2016, compared to the prior year period, was primarily due a decrease in product sales attributable to timing of shipments, product mix and cost savings associated with a new contract manufacturer.

#### Gross profit

Gross profit increased by \$2.2 million, or 10.6% to \$22.9 million for the three months ended March 31, 2016 compared to \$20.7 million for the three months ended March 31, 2015. The increase was due to increases in gross profit of \$1.6 million from service revenues, primarily from our acquisitions and growth in billable subscriber communicators, and \$0.6 million from product sales, primarily due to product mix and cost savings associated with a new contract manufacturer.

#### Selling, general and administrative expenses

(In thousands)	Three Months Ended March 31,		Change	
	2016	2015	Dollars	%
Selling, general and administrative expenses	\$ 11,756	\$ 11,441	\$ 315	2.8 %

Selling, general and administrative (“SG&A”) expenses relate primarily to expenses for general management, sales and marketing, finance, professional fees and general operating expenses. SG&A expenses for the three months ended March 31, 2016 was relatively flat compared to the prior year period.

#### Product development expenses

	Three Months Ended		Change	
	March 31,		Dollars%	
(In thousands)	2016	2015		
Product development	\$ 1,957	\$ 1,608	\$ 349	21.7 %

Product development expenses consist primarily of the expenses associated with our engineering efforts, including the cost of third parties to support our current applications. Product development expenses for the three months ended March 31, 2016, compared to the prior year period, increased due to our focus to create additional customer solutions and support our current applications.

#### Depreciation and amortization

	Three Months Ended		Change	
	March 31,		Dollars %	
(In thousands)	2016	2015		
Depreciation and amortization	\$ 8,959	\$ 6,455	\$ 2,504	38.8 %

The increase in depreciation and amortization for the three months ended March 31, 2016 was primarily due to additional depreciation expense associated with the OG2 satellites placed into service on March 1, 2016, as well as additional amortization associated with the change of estimated life on our trade name intangible assets.

#### Acquisition-related and integration costs

Acquisition-related and integration costs include professional services expenses and identifiable integration costs directly attributable to our acquisitions. For the three months ended March 31, 2016 and 2015, we incurred acquisition-related and integration costs of \$0.4 million and \$2.5 million, respectively. The decrease in the three months ended March 31, 2016, compared to the prior year period, related primarily to non-recurring acquisition-related and integration costs incurred in 2015 in connection with the acquisitions of SkyWave Mobile Communications, Inc. and InSync Software, Inc.

#### Loss from operations

For the three months ended March 31, 2016, loss from operations was \$0.1 million, compared to a loss from operations of \$1.3 million for the three months ended March 31, 2015.

Other income (expense)

Other income (expense) is comprised primarily of interest expense, foreign exchange gains and losses and interest income from our cash and cash equivalents.

For the three months ended March 31, 2016, other expense was \$1.8 million, which consisted primarily of interest expense of \$1.7 million relating to our Secured Credit Facilities. For the three months ended March 31, 2015, other income (expense) was \$1.0 million, which consisted primarily of interest expense of \$1.2 million, offset by foreign exchange gains of \$0.2 million. The increase in interest expense for the three months ended March 31, 2016, compared to the prior year period, was due to interest expense relating to our Initial Term Loan Facility. We capitalized interest expense and deferred financing fees associated with our Initial Term Loan Facility through March 1, 2016, the date the final 11 OG2 satellites were placed into service.

Loss before income taxes

For the three months ended March 31, 2016, we had loss before income taxes of \$1.9 million, compared to loss before income taxes of \$2.3 million for the three months ended March 31, 2015.

## Income taxes

For the three months ended March 31, 2016, our income tax provision was \$0.2 million, compared to \$0.5 million for the prior year period. The change in the income tax provision for the three months ended March 31, 2016 primarily related to a change in the geographical mix of income which decreased taxable non-U.S. earnings before income taxes when compared to the prior year period, partially offset by higher deferred tax expense in the current period related to higher amortization of tax goodwill. If our current estimates change in future periods, the impact on the deferred tax assets and liabilities may change correspondingly.

As of March 31, 2016 and 2015, we maintained a valuation allowance against our net deferred tax assets primarily attributable to operations in the United States as the realization of such assets was not considered more likely than not.

## Net loss

For the three months ended March 31, 2016, we had a net loss of \$2.1 million compared to a net loss of \$2.7 million in the prior year period.

## Noncontrolling interests

Noncontrolling interests relate to earnings and losses attributable to noncontrolling shareholders.

## Net loss attributable to ORBCOMM Inc.

For the three months ended March 31, 2016, we had a net loss attributable to our company of \$2.1 million compared to a net loss of \$2.9 million in the prior year period.

For the three months ended March 31, 2015, the net income attributable to our common stockholders considers dividends of less than \$0.1 million paid in shares of Series A convertible preferred stock.

## Liquidity and Capital Resources

### Overview

Our liquidity requirements arise from our working capital needs, our ability to make scheduled payments of interest on our indebtedness, to fund capital expenditures to support our current operations and to facilitate growth and expansion. We have financed our operations and expansion with cash flows from operating activities, sales of our common stock through public offerings and private placements of debt. At March 31, 2016, we have an accumulated deficit of \$83.5 million. Our primary source of liquidity consists of cash and cash equivalents and restricted cash totaling \$22.2 million, as well as cash flows from operating activities and additional funds from the Credit Agreement entered into on September 30, 2014, which we believe will be sufficient to provide working capital, support capital expenditures and facilitate growth and expansion for the next twelve months.

### Operating activities

Cash provided by our operating activities for the three months ended March 31, 2016 was \$3.7 million resulting from a net loss of \$2.1 million, offset by non-cash items including \$9.0 million for depreciation and amortization and \$1.4 million for stock-based compensation. These non-cash add backs were offset by a working capital use of cash of \$5.1 million. Working capital activities primarily consisted of a net use of cash of \$0.9 million from a decrease in accounts payable and accrued expenses largely related to timing of payments, an increase of \$1.1 million in accounts receivable

related to timing of receivables, an increase of \$1.0 million in prepaid expenses and other assets, an increase of \$0.9 million in inventories and a decrease of \$1.2 million in deferred revenues.

Cash provided by our operating activities for the three months ended March 31, 2015 was \$4.8 million resulting from net loss of \$2.7 million, offset by non-cash items including \$6.5 million for depreciation and amortization and \$1.1 million for stock-based compensation. Working capital activities resulted in a net use of cash of \$0.1 million, primarily consisting of \$6.5 million from a decrease in accounts payable and accrued expenses, primarily related to timing of payments, an increase of \$3.0 million in inventories, as a result of our increased business activities and an increase of \$1.4 million in prepaid expenses and other assets, offset, in part, by a decrease of accounts receivable of \$10.9 million, relating to timing of receivables.

### Investing activities

Cash used in our investing activities for the three months ended March 31, 2016 was \$9.8 million, resulting from capital expenditures during the period.

Cash used in our investing activities for the three months ended March 31, 2015 was \$14.9 million, resulting primarily from \$133.7 million in cash consideration paid in connection with our acquisition of SkyWave Mobile Communications, Inc. (“SkyWave”) and acquisition of InSync Software, Inc. (“InSync”) and capital expenditures of \$4.2 million, offset, in part, by cash released from escrow for the acquisition of SkyWave of \$123.0 million.

### Financing activities

There were no financing activities during the three months ended March 31, 2016.

Cash provided by our financing activities for the three months ended March 31, 2015 was \$0.6 million.

### Future Liquidity and Capital Resource Requirements

We expect that our existing cash and cash equivalents and restricted cash along with cash flows from operating activities and additional funds available in our Revolving Credit Facility under the Credit Agreement entered into on September 30, 2014 will be sufficient over the next 12 months to provide working capital, cover interest payments on our debt facilities and fund growth initiatives and capital expenditures.

On September 30, 2014, we entered into a Credit Agreement with Macquarie which refinanced our Senior Notes. Pursuant to the Credit Agreement, the Lender provided secured credit facilities in an aggregate amount of \$160 million (the “Secured Credit Facilities”) comprised of (i) the Initial Term Loan Facility in an aggregate principal amount of up to \$70 million; (ii) a \$10 million Revolving Credit Facility; (iii) the Term B2 loan facility in an aggregate principal amount of up to \$10 million, the proceeds of which were used to partially finance the acquisition of InSync; and (iv) the Term B3 loan facility in an aggregate principal amount of up to \$70 million, the proceeds of which were used to partially finance the acquisition of SkyWave. Proceeds of the Initial Term Loan Facility and Revolving Credit Facility were used to repay in full our Senior Notes and pay certain related fees, expenses and accrued interest, as well as for general corporate purposes.

The Secured Credit Facilities mature five years after the initial fund date of the Initial Term Loan Facility, but are subject to mandatory prepayments in certain circumstances. The Secured Credit Facilities will bear interest, at our election, of a per annum rate equal to either (a) a base rate plus 3.75% or (b) LIBOR plus 4.75%, with a LIBOR floor of 1.00%.

The Secured Credit Facilities are secured by a first priority security interest in substantially all of our assets and our subsidiaries’ assets. Subject to the terms set forth in the Credit Agreement, we may make optional prepayments on the Secured Credit Facilities at any time prior to the maturity date. The remaining principal balance is due on the maturity date.

The Credit Agreement contains customary representations and warranties, conditions to funding, covenants and events of default. The covenants set forth in the Credit Agreement include, among other things, prohibitions on the Company and our subsidiaries against incurring certain indebtedness and investments (other than permitted acquisitions and other exceptions as specified therein), providing certain guarantees and incurring certain liens. In addition, the Credit Agreement includes a leverage ratio and consolidated liquidity covenant, as defined, whereby we are permitted to have a maximum consolidated leverage ratio as of the last day of any fiscal quarter of up to 5.00 to 1.00 must maintain

and a minimum consolidated liquidity of \$7.5 million as of the last day of any fiscal quarter. The Credit Agreement provides for certain events of default, the occurrence of which could result in the acceleration of our obligations under the Credit Agreement.

On October 10, 2014, under the Secured Credit Facilities, we borrowed \$70 million under the Initial Term Loan Facility, a portion of which was used, to repay in full our Senior Notes, and \$10 million under the Revolving Credit Facility.

On December 30, 2014, under the Secured Credit Facilities, we borrowed \$70 million under the Term B3 Facility to partially fund the acquisition of SkyWave.

On January 16, 2015, under the Secured Credit Facilities, we borrowed \$10 million under the Term B2 Facility to partially fund the acquisition of InSync.

On March 31, 2015, we repaid in full the \$10 million outstanding under the Revolving Credit Facility.

On January 1, 2015, we completed the acquisition of SkyWave for an aggregate purchase price paid of \$130.2 million, inclusive of a working capital settlement of \$0.3 million and subject to certain adjustments, and a \$10.6 million escrow to cover certain SkyWave indemnity obligations. From the purchase price, \$7.5 million was paid to Inmarsat Canada Holdings Inc., a subsidiary of Inmarsat, in the form of a promissory note in exchange for a portion of its interest in SkyWave. The promissory note provided an off-set for the \$7.5 million paid by Inmarsat under the agreement with Inmarsat. We funded the acquisition of using existing cash on our balance sheet, our borrowings under our Term B3 facility of the Secured Credit Facilities and net proceeds from our public offering in November 2014.

On January 16, 2015, we completed the acquisition of InSync for a cash consideration of \$11.1 million, subject to net working capital adjustments, and additional contingent consideration of up to \$5.0 million, subject to certain operational milestones. We funded the acquisition of InSync through a combination of cash on hand and our borrowings under our Term B2 facility of the Secured Credit Facilities, as described above.

In April 2015, we filed a Form S-3 shelf registration statement registering our securities for a proposed maximum aggregate offering price of \$200 million (including approximately \$17.2 million previously remaining available under our 2014 shelf registration statement). We may use this shelf registration statement at any time or from time to time to offer, in one or more offerings, our debt securities, shares of our common stock, shares of our preferred stock, warrants to purchase our debt securities, common stock or preferred stock or units consisting of any combination of the foregoing securities. The shelf registration statement, which was declared effective on April 14, 2015, also registered the resale of up to 3,910,433 shares of common stock by a selling shareholder, all of which were sold on August 19, 2015.

On October 6, 2015, we completed the acquisition of WAM Technologies, LLC for a cash consideration of \$8.5 million, subject to net working capital adjustments.

At March 31, 2016, no amounts were outstanding under the Revolving Credit Facility. The net availability under the Revolving Credit Facility was \$10.0 million as of March 31, 2016.

#### Debt Covenants

As of March 31, 2016, we were in compliance with our covenants of the Secured Credit Facilities.

#### EBITDA

EBITDA is defined as earnings attributable to ORBCOMM Inc., before interest income (expense), provision for income taxes and depreciation and amortization. We believe EBITDA is useful to our management and investors in evaluating our operating performance because it is one of the primary measures we use to evaluate the economic productivity of our operations, including our ability to obtain and maintain our customers, our ability to operate our business effectively, the efficiency of our employees and the profitability associated with their performance. It also helps our management and investors to meaningfully evaluate and compare the results of our operations from period to period on a consistent basis by removing the impact of our financing transactions and the depreciation and amortization impact of capital investments from our operating results. In addition, our management uses EBITDA in presentations to our board of directors to enable it to have the same measurement of operating performance used by management and for planning purposes, including the preparation of our annual operating budget.

EBITDA is not a performance measure calculated in accordance with U.S. GAAP. While we consider EBITDA to be an important measure of operating performance, it should be considered in addition to, and not as a substitute for, or superior to, net income or other measures of financial performance prepared in accordance with U.S. GAAP and may be different than EBITDA measures presented by other companies.





The following table reconciles our net income (loss) to EBITDA for the periods shown:

(In thousands)	Three Months Ended March 31,	
	2016	2015
Net income (loss) attributable to ORBCOMM Inc.	\$(2,096)	\$(2,873)
Income tax expense	162	477
Interest income	(88 )	(71 )
Interest expense	1,699	1,242
Depreciation and amortization	8,959	6,455
EBITDA	\$8,636	\$5,230

For the first quarter of 2016 compared to the first quarter of 2015, EBITDA increased \$3.4 million, or 65.1% while net loss decreased \$0.8 million. The rate of increase for EBITDA compared to net loss decrease for the three months ended March 31, 2016 compared to the prior year period primarily reflects higher depreciation associated with the 11 OG2 satellites placed into service, higher amortization of finite-lived intangible assets as a result of the acquisition of WAM Solutions, Inc. and the change of estimated life on our trade name intangible assets and increased interest expense associated with our Secured Credit Facilities.

#### Contractual Obligations

There have been no material changes in our contractual obligations as of March 31, 2016, as previously disclosed in our Annual Report.

#### Off-Balance Sheet Arrangements

We have no material off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K.

#### Item 3. Quantitative and Qualitative Disclosures about Market Risks

There has been no material changes in our assessment of our sensitivity to market risk as of March 31, 2016, as previously disclosed in Part II, Item 7A “Quantitative and Qualitative Disclosures about Market Risks” in our Annual Report.

#### Concentration of credit risk

There were no customers with revenues greater than 10% of our consolidated total revenues for the quarter ended March 31, 2016 and 2015.

We have floating interest rate debt with our Secured Credit Facilities under our Credit Agreement that are subject to interest rate volatility, which is our principal market risk, with a floor of 1.00%. A 25 basis point change in the interest rate relating to the credit facilities’ balances outstanding as of March 31, 2016, which are subject to variable interest rates based on LIBOR, would yield a change of approximately \$0.4 million in annual interest expense. We do not expect our future cash flows to be affected to any significant degree by a sudden change in market interest rates.

#### Item 4. Disclosure Controls and Procedures

Evaluation of the Company's disclosure controls and procedures.

The Company's management evaluated, with the participation of the Company's President and Chief Executive Officer and Executive Vice President and Chief Financial Officer the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of March 31, 2016. Based on their evaluation, the Company's President and Chief Executive Officer and Executive Vice President and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of March 31, 2016.

Changes in Internal Control over Financial Reporting.

We reviewed our internal control over financial reporting at March 31, 2016. There have been no changes in our internal control over financial reporting identified in an evaluation thereof that occurred during the first quarter of 2016 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II — OTHER INFORMATION

### Item 1. Legal Proceedings

From time to time, we are involved in various litigation claims or matters involving ordinary and routine claims incidental to our business. Management currently believes that the outcome of these proceedings, either individually or in the aggregate, will not have a material adverse effect on our business, results of operations or financial condition.

### Item 1A. Risk Factors

Except as discussed under “Overview” in Part I, Item 2 “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” there have been no material changes in the risk factors as of March 31, 2016, as previously disclosed in Part I, Item 1A “Risk Factors” in our Annual Report.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

### Item 3. Defaults Upon Senior Securities

None.

### Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

- 3.1 Restated Certificate of Incorporation of the Company, filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2006, is incorporated herein by reference.
- 3.2 Amended Bylaws of the Company, filed as Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2006, is incorporated herein by reference.
- 3.3 Certificate of Designation of Series A convertible Preferred Stock of ORBCOMM, filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 20, 2011, is incorporated herein by reference.
- 10.1 Form of Restricted Stock Unit Award Agreement (including Restricted Stock Unit Award Agreement Terms and Conditions) under the Company's 2016 Long-Term Incentive Plan.
- 10.2 Form of Performance Unit Award Agreement under the Company's 2016 Long-Term Incentives Plan.
- 31.1 Certification of President and Chief Executive Officer required by Rule 13a-14(a).
- 31.2 Certification of Executive Vice President and Chief Financial Officer required by Rule 13a-14(a).
- 32.1 Certification of President and Chief Executive Officer 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.
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

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: May 5, 2016 /s/ Marc J. Eisenberg  
Marc J. Eisenberg,  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: May 5, 2016 /s/ Robert G. Costantini  
Robert G. Costantini,  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

Date: May 5, 2016 /s/ Constantine Milcos  
Constantine Milcos  
Senior Vice President and Chief Accounting Officer  
(Principal Accounting Officer)

EXHIBIT INDEX

Exhibit

No.	Description
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Current Report  
on Form 8-K  
filed on May  
20, 2011, is  
incorporated  
herein by  
reference.

10.1 Form of  
Restricted Stock  
Unit Award  
Agreement  
(including  
Restricted Stock  
Unit Award  
Agreement  
Terms and  
Conditions)  
under the  
Company's 2016  
Long-Term  
Incentive Plan.

10.2 Form of  
Performance  
Unit Award  
Agreement  
under the  
Company's 2016  
Long-Term  
Incentives Plan.

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).

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.

101.INS XBRL Instance  
Document

101.SCH XBRL  
Taxonomy  
Extension  
Schema  
Document

101.CAL XBRL  
Taxonomy  
Extension  
Calculation  
Linkbase  
Document

101.DEF XBRL  
Taxonomy  
Extension  
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101.LAB XBRL  
Taxonomy  
Extension Label  
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101.PRE XBRL  
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Document

