

Edgar Filing: ORBCOMM Inc. - Form SC 13G/A

ORBCOMM Inc.  
Form SC 13G/A  
June 12, 2007

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

SCHEDULE 13G/A  
Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

ORBCOMM Inc.

-----  
(Name of Issuer)

Common Stock, \$0.001 par value per share

-----  
(Title of Class of Securities)

68555P100

-----  
(CUSIP Number)

May 31, 2007

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 9 pages

-----  
CUSIP No. 68555P100  
-----

-----  
Page 2 of 9 Pages  
-----

Edgar Filing: ORBCOMM Inc. - Form SC 13G/A

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Ridgewood Satellite LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER  
SHARES 1,764,108\*

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER  
REPORTING 1,764,108\*

PERSON 8. SHARED DISPOSITIVE POWER  
WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,764,108\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.37%

12. TYPE OF REPORTING PERSON

OO

\* Includes 88,028 shares issuable under warrants that are immediately exercisable.

Page 2 of 9 pages

CUSIP No. 68555P100

Page 3 of 9 Pages

1. NAME OF REPORTING PERSONS

Edgar Filing: ORBCOMM Inc. - Form SC 13G/A

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Ridgewood Venture Management Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]

(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER

SHARES 1,764,108\*

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 1,764,108\*

PERSON 8. SHARED DISPOSITIVE POWER

WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,764,108\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.37%

12. TYPE OF REPORTING PERSON

CO

\* Includes 88,028 shares issuable under warrants that are immediately exercisable.

Page 3 of 9 pages

CUSIP No. 68555P100

Page 4 of 9 Pages

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Edgar Filing: ORBCOMM Inc. - Form SC 13G/A

Robert E. Swanson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 5. SOLE VOTING POWER

SHARES 1,764,108\*

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 1,764,108\*

PERSON 8. SHARED DISPOSITIVE POWER

WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,764,108\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.37%

12. TYPE OF REPORTING PERSON

IN

\* Includes 88,028 shares issuable under warrants that are immediately exercisable.

Page 4 of 9 pages

Item 1.

(a) Name of Issuer:

ORBCOMM Inc.

(b) Address of Issuer's Principal Executive Offices:

Edgar Filing: ORBCOMM Inc. - Form SC 13G/A

2115 Linwood Ave., Suite 100  
Fort Lee, New Jersey 07024

Item 2.

(a) Name of Person Filing:

- (i) Ridgewood Satellite LLC
- (ii) Ridgewood Venture Management Corporation, the manager of Ridgewood Satellite LLC
- (iii) Robert Swanson

(b) Address of Principal Business Office or, if none, Residence:

The address for Ridgewood Satellite LLC, Ridgewood Venture Management Corporation and Robert E. Swanson is:

947 Linwood Ave.  
Ridgewood, New Jersey 07450

(c) Citizenship:

- (i) Ridgewood Satellite LLC: Delaware
- (ii) Ridgewood Venture Management Corporation: Delaware
- (iii) Robert E. Swanson: United States of America

(d) Title of Class of Securities:

Common Stock, \$0.001 par value per share

(e) CUSIP Number:

68555P100

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Page 5 of 9 pages

Item 4. Ownership

(1) Ridgewood Satellite LLC

- (a) Amount beneficially owned: 1,764,108\*
- (b) Percent of class: 4.37%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 1,764,107\*
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 1,764,107\*
  - (iv) Shared power to dispose or to direct the disposition of: 0

(2) Ridgewood Venture Management Corporation

- (a) Amount beneficially owned: 1,764,108\*

Edgar Filing: ORBCOMM Inc. - Form SC 13G/A

- (b) Percent of class: 4.37%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 1,764,107\*
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of:  
1,764,107\*
  - (iv) Shared power to dispose or to direct the disposition of: 0

(3) Robert E. Swanson

- (a) Amount beneficially owned: 1,764,108\*
- (b) Percent of class: 4.37%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 1,764,107\*
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of:  
1,764,107\*
  - (iv) Shared power to dispose or to direct the disposition of: 0

\* Includes 88,028 shares issuable under warrants that are immediately exercisable.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of of more than five percent of the class of securities, check the following [X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Page 6 of 9 pages

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

Page 7 of 9 pages

Signature

After reasonable inquiry and to the best of our knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Edgar Filing: ORBCOMM Inc. - Form SC 13G/A

Dated: June , 2007

Ridgewood Satellite LLC

By: /s/ Robert L. Gold

-----  
Name: Robert L. Gold  
Title: President of Ridgewood Venture  
Management Corporation, Manager

Page 8 of 9 pages

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: February 13, 2007

RIDGEWOOD SATELLITE LLC

By: /s/ Robert L. Gold

-----  
Name: Robert L. Gold  
Title: CEO of Ridgewood Venture  
Management Corporation, Manager

RIDGEWOOD VENTURE  
MANAGEMENT CORPORATION

By: /s/ Robert L. Gold

-----  
Name: Robert L. Gold  
Title: CEO

ROBERT E. SWANSON

By: /s/ Robert E. Swanson

Page 9 of 9 pages