

Milcos Constantine
Form 4
August 21, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Milcos Constantine

(Last) (First) (Middle)

C/O ORBCOMM, INC., 395 W.
PASSAIC STREET SUITE 325

(Street)

ROCHELLE PARK, NJ 07662

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

ORBCOMM Inc. [ORBC]

3. Date of Earliest Transaction
(Month/Day/Year)

08/17/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

Sr VP Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/17/2017		M	24,000 A	\$ 5.14 39,047 ⁽¹⁾	D	
Common Stock	08/17/2017		D	10,888 ⁽²⁾ D	\$ 11.33 28,159 ⁽¹⁾	D	
Common Stock	08/17/2017		S	13,832 D	\$ 11.269 ⁽³⁾ 14,327 ⁽¹⁾	D	

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

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 5.14	08/17/2017		M	24,000	<u>(4)</u>	<u>(4)</u>	Common Stock	24,000 <u>(4)</u>
Restricted Stock Unit (Performance Vested)	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	2,183
Restricted Stock Unit (Time Vested)	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	2,184
Stock Appreciation Right	\$ 6.6					<u>(7)</u>	<u>(7)</u>	Common Stock	6,100 <u>(7)</u>
Stock Appreciation Right	\$ 5.92					<u>(8)</u>	<u>(8)</u>	Common Stock	6,100 <u>(8)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Milcos Constantine C/O ORBCOMM, INC. 395 W. PASSAIC STREET SUITE 325 ROCHELLE PARK, NJ 07662			Sr VP Chief Accounting Officer	

Signatures

/s/ Christian Le Brun, by power of attorney

08/21/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 1,300 and 1,240 shares of common stock acquired on November 30, 2016 and May 31, 2017, respectively, under the ORBCOMM Inc. (the "Company") 2016 Employee Stock Purchase Plan in transactions that were exempt under Rule 16b-3(c).
Represents the difference between the nominal number of SARs exercised (24,000) and the actual number of shares issued as a result of the exercise (13,112), which are deemed sold back to the Company, with an aggregate value, based on the fair market value of the common stock as of the date of exercise, equal to the aggregate exercise price of the SARs being exercised. The number of shares actually issued upon the SAR exercise is determined by multiplying the nominal number of SARs being exercised by the difference between the fair market value of the common stock as of the date of exercise (\$11.33) and the exercise price (\$5.14).
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.25 to \$11.33, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (4) Each Time Vested Stock Appreciation Right ("TV SAR") represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the TV SAR (September 25, 2013) to the date of exercise of the TV SAR. The TV SAR awards vested on September 25, 2014. The TV SAR awards expire on September 25, 2023 and have an exercise price of \$5.14 per share, the closing price of the common stock on the grant date.
- (5) Each Performance Vested Restricted Stock Unit ("PV RSU") represents the right to receive one share of common stock or its cash equivalent. The PV RSU will vest based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2017.
- (6) Each Time Vested Restricted Stock Unit represents the right to receive one share of common stock or its cash equivalent on the vesting date, January 1, 2018.
- (7) Each TV SAR represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the TV SAR to the date of exercise of the TV SAR. The TV SAR awards vested on January 1, 2016. The TV SAR awards will expire on December 17, 2024 and have an exercise price of \$6.60 per share, the closing price of the common stock on the grant date.
- (8) Each TV SAR represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the TV SAR to the date of exercise of the TV SAR. The TV SAR awards vested on January 1, 2015. The TV SAR awards expire on December 12, 2023 and have an exercise price of \$5.92 per share, the closing price of the common stock on the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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