

Gould Karen O.
Form 4
January 03, 2019

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 *
Gould Karen O.

(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)

01/01/2019

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/01/2019		M	2,109	A \$ 0 2,109	D	
Common Stock	01/01/2019		M	4,226	A \$ 0 6,335	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
Restricted Stock Unit (Time Vested)	\$ 0 ⁽¹⁾	01/01/2019		M	2,109	⁽¹⁾ ⁽¹⁾	Common Stock 2,109
Restricted Stock Unit (Time Vested)	\$ 0 ⁽²⁾	01/01/2019		M	4,226	⁽²⁾ ⁽²⁾	Common Stock 4,226
Restricted Stock Unit (Time Vested)	\$ 0 ⁽³⁾	01/02/2019		A	11,750	⁽³⁾ ⁽³⁾	Common Stock 11,750

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

Gould Karen O.
C/O ORBCOMM INC.
395 W. PASSAIC STREET, SUITE 325
ROCHELLE PARK, NJ 07662

Signatures

/s/ Christian Le Brun, by power of attorney 01/03/2019

 **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).

Each Time Vested Restricted Stock Unit ("TV RSU") represented the right to receive one share of common stock or its cash equivalent.

(1) The number of TV RSUs was determined by dividing \$20,000 by the closing price of ORBCOMM Inc. ("Company") common stock on August 1, 2018 of \$9.48 per share. The TV RSUs vested on January 1, 2019.

(2) Each TV RSU represented the right to receive one share of ORBCOMM Inc. common stock or its cash equivalent. The number of TV RSUs was determined by dividing \$80,000 by the closing price of Company common stock on June 15, 2018 of \$10.32 per share, pro-rated for the number of days between Ms. Gould's election to the Board of Directors on June 15, 2018 and December 31, 2018. The

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TV RSUs vested on January 1, 2019.

- (3) Each TV RSU represents the right to receive one share of common stock or its cash equivalent. The number of TV RSUs was determined by dividing \$100,000 by the closing price of Company common stock on January 2, 2019 of \$8.51 per share. The TV RSUs vest on January 1, 2020.

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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