

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--------------------------|-----------|
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>Eisenberg Marc</u> (Last) (First) (Middle) C/O ORBCOMM INC. 395 W PASSAIC STREET, SUITE 325 (Street) ROCHELLE NJ 07662 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ORBCOMM Inc. [ORBC]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/28/2020 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/28/2020 | | M | | 150,000 | A | \$2.46 | 646,560 | D | |
| Common Stock | 02/28/2020 | | D | | 130,741 ⁽¹⁾⁽²⁾ | D | \$3.31 | 515,819 ⁽³⁾ | D | |
| Common Stock | 02/28/2020 | | M | | 36,500 | A | \$2.46 | 552,319 | D | |
| Common Stock | 02/28/2020 | | D | | 31,814 ⁽¹⁾⁽⁴⁾ | D | \$3.31 | 520,505 ⁽⁵⁾ | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Appreciation Right | \$2.46 | 02/28/2020 | | M | | | 150,000 | (6) | (6) | Common Stock | 150,000 ⁽⁶⁾ | \$0 | 0 | D | |
| Stock Appreciation Right | \$2.46 | 02/28/2020 | | M | | | 36,500 | (7) | (7) | Common Stock | 36,500 ⁽⁷⁾ | \$0 | 0 | D | |
| Stock Appreciation Right | \$8.58 | | | | | | | (8) | (8) | Common Stock | 30,000 ⁽⁸⁾ | | 30,000 | D | |
| Stock Appreciation Right | \$6.6 | | | | | | | (9) | (9) | Common Stock | 75,000 ⁽⁹⁾ | | 75,000 | D | |
| Stock Appreciation Right | \$5.92 | | | | | | | (10) | (10) | Common Stock | 60,000 ⁽¹⁰⁾ | | 60,000 | D | |
| Stock Appreciation Right | \$3.65 | | | | | | | (11) | (11) | Common Stock | 32,500 ⁽¹¹⁾ | | 32,500 | D | |
| Stock Appreciation Right | \$3.42 | | | | | | | (12) | (12) | Common Stock | 34,687 ⁽¹²⁾ | | 34,687 | D | |
| Stock Appreciation Right | \$2.74 | | | | | | | (13) | (13) | Common Stock | 100,000 ⁽¹³⁾ | | 100,000 | D | |
| Stock Appreciation Right | \$3.53 | | | | | | | (14) | (14) | Common Stock | 80,000 ⁽¹⁴⁾ | | 80,000 | D | |
| Restricted Stock Unit (Performance Vested) | \$0 ⁽¹⁵⁾ | | | | | | | (15) | (15) | Common Stock | 55,249 | | 55,249 | D | |
| Restricted Stock Unit (Performance Vested) | \$0 ⁽¹⁶⁾ | | | | | | | (16) | (16) | Common Stock | 127,551 | | 127,551 | D | |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Unit (Time Vested) | \$0 ⁽¹⁷⁾ | | | | | | | (17) | (17) | Common Stock | 127,551 | | 127,551 | D | |
| Performance Right (Performance Unit Award) | (18)(19) | | | | | | | (18)(19) | (18)(19) | Common Stock | (18)(19) | | 0 ⁽¹⁸⁾⁽¹⁹⁾ | D | |
| Performance Right (Performance Unit Award) | (20) | | | | | | | (20) | (20) | Common Stock | (20) | | 0 ⁽²⁰⁾ | D | |
| Performance Right (Performance Unit Award) | (21) | | | | | | | (21) | (21) | Common Stock | (21) | | 0 ⁽²¹⁾ | D | |

Explanation of Responses:

- Pursuant to the 2006 Long-Term Incentives Plan, the Compensation Committee (the "Committee") determined that the payouts on exercise of the Time Vested Stock Appreciation Rights ("TV SARs") and Performance Vested Stock Appreciation Rights ("PV SARs") that expire on March 3, 2020 would be settled 50% in shares of common stock and 50% in cash.
- Represents the sum of (i) a number of shares, with an aggregate value, based on the fair market value of the common stock as of the date of the exercise (\$3.31 per share), equal to the aggregate exercise price (\$2.46 per share) of the TV SARs being exercised (111,487) and (ii) the number of shares with an aggregate value, based on the fair market value of the common stock as of the date of exercise, equal to the cash payment of the TV SARs being exercised (19,260), which are deemed sold back to ORBCOMM Inc. (the "Company") in a transaction exempt under Rule 16b-3.
- The number of shares actually issued upon the TV SAR exercise (19,259) is the difference between the nominal number of TV SARs being exercised and the aggregate number of shares of common stock deemed sold back to the Company.
- Represents the sum of (i) a number of shares, with an aggregate value, based on the fair market value of the common stock as of the date of the exercise (\$3.31 per share), equal to the aggregate exercise price (\$2.46 per share) of the PV SARs being exercised (27,127) and (ii) the number of shares with an aggregate value, based on the fair market value of the common stock as of the date of exercise, equal to the cash payment of the PV SARs being exercised (4,687), which are deemed sold back to the Company in a transaction exempt under Rule 16b-3.
- The number of shares actually issued upon the PV SAR exercise (4,686) is the difference between the nominal number of PV SARs being exercised and the aggregate number of shares of common stock deemed sold back to the Company.
- 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 (March 3, 2010) to the date of exercise of the TV SAR. 50,000 of the TV SAR awards vested on each of December 31, 2010, December 31, 2011 and December 31, 2012. The TV SAR awards expire on March 3, 2020 and have an exercise price of \$2.46 per share, the closing price of the common stock on the grant date.
- Each PV 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 PV SAR (March 3, 2010) to the date of exercise of the PV SAR. In March 2011, 36,500 PV SARs of the 50,000 PV SAR awards originally granted vested based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2010 and 13,500 PV SARs lapsed unvested. The PV SARs expire on March 3, 2020 and have an exercise price of \$2.46 per share, the closing price of the common stock on the grant date.
- 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 (January 3, 2017) to the date of exercise of the TV SAR. One-third of the 30,000 TV SAR awards vested on each of January 1, 2018 and 2019 and the rest will vest on January 1, 2020. The TV SAR awards expire on January 3, 2027 and have an exercise price of \$8.58 per share, the closing price of the common stock on the grant date.
- 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 (December 17, 2014) to the date of exercise of the TV SAR. The TV SAR awards vested on January 1, 2016. The TV SAR awards 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.
- 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 (December 12, 2013) 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.
- Each PV 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 PV SAR (March 2, 2011) to the date of exercise of the PV SAR. In March 2012, 32,500 PV SARs of the 50,000 PV SAR awards originally granted vested based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2011 and 17,500 PV SARs lapsed unvested. The PV SARs expire on March 2, 2021 and have an exercise price of \$3.65 per share, the closing price of the common stock on the grant date.
- Each PV 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 PV SAR (March 7, 2012) to the date of exercise of the PV SAR. In March 2013, 34,687 PV SARs of the 50,000 PV SAR awards originally granted vested based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2012 and 15,313 PV SARs lapsed unvested. The PV SARs expire on March 7, 2022 and have an exercise price of \$3.42 per share, the closing price of the common stock on the grant date.
- 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 (October 26, 2011) to the date of exercise of the TV SAR. The TV SAR awards vested on December 31, 2011. The TV SAR awards expire on October 26, 2021 and have an exercise price of \$2.74 per share, the closing price of the common stock on the grant date.
- 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 (October 24, 2012) to the date of exercise of the TV SAR. The TV SAR awards vested on January 1, 2014. The TV SAR awards expire on October 24, 2022 and have an exercise price of \$3.53 per share, the closing price of the common stock on the grant date.
- 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 2019.
- Each 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 2020.
- Each Time Vested Restricted Stock Unit ("TV RSU") represents the right to receive one share of common stock or its cash equivalent on the vesting date, January 1, 2021.
- The 2018 Performance Unit Award ("PUA") represents the right to receive up to 45% of the reporting person's 2018 base salary, in cash, common stock or a combination of both, as determined by the Committee. The 2018 PUA was allocated in 3 equal amounts (15% of 2018 base salary) to each of 2018, 2019 and 2020 and vests and is payable only if the stock price reaches specified price targets as of 12/31 of each year and the reporting person is employed by the Company as of the vesting and payment dates. No portion of the 2018 PUA vests if the threshold stock price is not reached for that year. If the stock price is above the threshold level for that year, the amount of the 2018 PUA that vests and is payable will increase up to the maximum portion of the 2018 PUA allocated to that year.
- The market price of the Company's common stock as of 12/31 of each year is based on average daily closing prices of the common stock for the 20 trading days immediately prior to 12/31.
- The 2019 PUA represents the right to receive up to 45% of the reporting person's 2019 base salary, in cash, common stock or a combination of both, as determined by the Committee. The 2019 PUA was allocated in 3 equal amounts (15% of 2019 base salary) to each of 2019, 2020 and 2021 and will vest and be payable only if the stock price reaches specified price targets as of 12/31 of each year and the reporting person is employed by the Company as of the vesting and payment dates. No portion of the 2019 PUA will vest if the threshold stock price is not reached for that year. If the stock price is above the threshold level for that year, the amount of the 2019 PUA that will vest and be payable will increase up to the maximum portion of the 2019 PUA allocated to that year. The market price of the Company's common stock as of 12/31 of each year will be based on average daily closing prices of the common stock for the 20 trading days immediately prior to 12/31.
- The 2020 PUA represents the right to receive up to 45% of the reporting person's 2020 base salary, in cash, common stock or a combination of both, as determined by the Committee. The 2020 PUA is allocated in 3 equal amounts (15% of 2020 base salary) to each of 2020, 2021 and 2022 and will vest and be payable only if the stock price reaches specified price targets as of 12/31 of each year and the reporting person is employed by the Company as of the vesting and payment dates. No portion of the 2020 PUA will vest if the threshold stock price is not reached for that year. If the stock price is above the threshold level for that year, the amount of the 2020 PUA that vests and is payable will increase up to the maximum portion of the 2020 PUA allocated to that year. The market price of the Company's common stock as of 12/31 of each year will be based on average daily closing prices of the common stock for the 20 trading days immediately prior to 12/31.

/s/ Christian Le Brun, by power
of attorney. 03/02/2020

** Signature of Reporting Person Date

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

* 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).

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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