

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Milcos Constantine</u> (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 <u>ORBCOMM Inc. [ORBC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) EVP and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2020	
	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	03/03/2020		A ⁽¹⁾		1,363	A	(1)	58,856	D	
Common Stock	03/03/2020		D		682	D	\$3.16 ⁽¹⁾	58,174	D	
Common Stock	03/03/2020		A ⁽²⁾		6,047	A	(2)	64,221	D	
Common Stock	03/03/2020		D		3,024	D	\$3.16 ⁽²⁾	61,197	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					
Stock Appreciation Right	\$6.6							(3)	(3)	Common Stock	6,100 ⁽³⁾	6,100	D	
Stock Appreciation Right	\$5.92							(4)	(4)	Common Stock	6,100 ⁽⁴⁾	6,100	D	
Restricted Stock Unit (Performance Vested)	\$0 ⁽⁵⁾							(5)	(5)	Common Stock	38,265	38,265	D	
Restricted Stock Unit (Time Vested)	\$0 ⁽⁶⁾							(6)	(6)	Common Stock	38,265	38,265	D	
Performance Right (Performance Unit Award)	(7)(8)							(7)(8)	(7)(8)	Common Stock	(7)(8)	0 ⁽⁷⁾⁽⁸⁾	D	
Performance Right (Performance Unit Award)	(9)							(9)	(9)	Common Stock	(9)	0 ⁽⁹⁾	D	

Explanation of Responses:

- Represents the vesting of Performance Vested Restricted Stock Units ("PV RSUs"), each PV RSU representing the right to receive one share of common stock or its cash equivalent. On March 3, 2020, 1,363 of the previously reported 2,763 PV RSU awards granted on December 11, 2018 vested based on the achievement by the employee and/or ORBCOMM Inc. (the "Company") of certain performance targets for fiscal year 2019 and 1,400 PV RSUs lapsed unvested. The PV RSUs were settled 50% in shares and 50% in cash in a deemed disposition to the Company based on the closing price of the common stock on March 3, 2020 to cover withholding tax obligations.
- Represents the vesting of PV RSUs, each PV RSU representing the right to receive one share of common stock or its cash equivalent. On March 3, 2020, 6,047 of the previously reported 12,246 PV RSU awards granted on July 16, 2019 vested based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2019 and 6,199 PV RSUs lapsed unvested. The PV RSUs were settled 50% in shares and 50% in cash in a deemed disposition to the Company based on the closing price of the common stock on March 3, 2020 to cover withholding tax obligations.
- 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 (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.

5. 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.

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, 2021.

7. The 2019 Performance Unit Award ("PUA") represents the right to receive up to 41.25% of the reporting person's 2019 base salary, in cash, common stock or a combination of both, as determined by the Compensation Committee (the "Committee"). The 2019 PUA is allocated in 3 amounts (11.25% of 2019 base salary to 2019 and 15% of 2019 base salary to each of 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 vests and is payable will increase up to the maximum portion of the 2019 PUA allocated to that year.

8. 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.

9. 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 03/05/2020
of attorney

** 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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