

Orbital Tracking Corp.
Form 4
August 03, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Phipps David

(Last) (First) (Middle)

C/O ORBITAL TRACKING
CORP., 18851 N.E. 29TH AVE.,
SUITE 700

(Street)

AVENTURA, FL 33180

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Orbital Tracking Corp. [TRKK]

3. Date of Earliest Transaction
(Month/Day/Year)
07/15/2015

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)
CHIEF EXECUTIVE 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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	07/15/2015		S	200,000 D \$ 0.8	200,000	D	
Common Stock	07/15/2015		C	200,000 A \$ 2.00	400,000	D	

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

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(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 of Number of Shares
Series E Convertible Preferred Stock	(2)	07/15/2015		S	180,000	(2)	(2)	Common Stock	1,800,000
Series E Convertible Preferred Stock	(2)	07/15/2015		S	50,000	(2)	(2)	Common Stock	500,000
Series E Convertible Preferred Stock	(2)	07/15/2015		C	20,000	(2)	(2)	Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phipps David C/O ORBITAL TRACKING CORP. 18851 N.E. 29TH AVE., SUITE 700 AVENTURA, FL 33180			CHIEF EXECUTIVE OFFICER	

Signatures

/s/ David Phipps 08/03/2015
 **Signature of Date
 Reporting Person

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) The Reporting Person acquired 200,000 shares of common stock of the Issuer in connection with a conversion of 20,000 shares of Series E Preferred Stock.
- (2) Each share of Series E Preferred Stock is convertible into ten (1) shares of common stock and has no conversion price, exercisable date, or expiration date.
- (3) The market price for the underlying shares of common stock, on a per share basis, was \$0.80.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.