

ORBCOMM Inc.
Form 4
November 13, 2006

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 *
Fuchs Marco

(Last) (First) (Middle)

C/O ORBCOMM INC., 2115
LINWOOD AVE., SUITE 100

(Street)

FORT LEE, NJ 07024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ORBCOMM Inc. [ORBC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2006

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)
 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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock					76,557	I	by ORBCOMM Deutschland A.G. (1)	
Common Stock	11/08/2006		C		664,847	A	(3) 1,452,914	by OHB Technology A.G. (1)
Common Stock	11/08/2006		C		846,102	A	(2) 2,299,016	by OHB Technology A.G. (1)
Common Stock	11/08/2006		C		383,441	A	(2) 2,682,457	by OHB

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Stock

Technology
A.G. (1)

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

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(9-02)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Number of Shares
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date		
Series A Convertible Redeemable Preferred Stock	<u>(2)</u>	11/08/2006		C	1,269,153		02/17/2004	<u>(2)</u>	Common Stock	8
Series A Convertible Redeemable Preferred Stock	<u>(2)</u>	11/08/2006		C	997,270		08/13/2004	<u>(2)</u>	Common Stock	3
Series B Convertible Redeemable Preferred Stock	<u>(3)</u>	11/08/2006		C	575,161		12/30/2005	<u>(3)</u>	Common Stock	6
Common Stock Warrant	\$ 2.325						02/17/2004	11/15/2007	Common Stock	4
Common Stock Warrant	\$ 2.325						02/17/2004	05/17/2008	Common Stock	2
Common Stock Warrant	\$ 2.325						02/17/2004	11/10/2008	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fuchs Marco C/O ORBCOMM INC. 2115 LINWOOD AVE., SUITE 100 FORT LEE, NJ 07024	X			

Signatures

/s/ Brad Franco, by power of attorney

11/13/2006

__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).

Marco Fuchs, one of our directors, is Chief Executive Officer of OHB Technology A.G. which owns ORBCOMM Deutschland A.G. Manfred Fuchs, Marco Fuchs and Christa Fuchs hold voting and investment power with regard to the shares held by OHB Technology

- (1) A.G. and ORBCOMM Deutschland A.G. Each of Manfred Fuchs, Marco Fuchs and Christa Fuchs disclaims beneficial ownership of the shares held by OHB Technology A.G. and ORBCOMM Deutschland A.G. except to the extent of their respective pecuniary interest therein.
- (2) The Series A Convertible Redeemable Preferred Stock was automatically converted into common stock on the basis of two shares of common stock for every three shares of Preferred Stock and had no expiration date.
- (3) The Series B Convertible Redeemable Preferred Stock was automatically converted into common stock on the basis of two shares of common stock for every three shares of Preferred Stock and had no expiration 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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