ORBCOMM Inc. Form 4

November 13, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31,

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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).

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)

(Last)

(City)

1. Name and Address of Reporting Person \* Ridgewood Satellite LLC

(First)

(Street)

(Stata)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

ORBCOMM Inc. [ORBC] 3. Date of Earliest Transaction

Director

X\_\_ 10% Owner \_ Other (specify

947 LINWOOD AVENUE

(Month/Day/Year) 11/08/2006

Officer (give title below) 6. Individual or Joint/Group Filing(Check

Applicable Line)

4. If Amendment, Date Original Filed(Month/Day/Year)

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Person

RIDGEWOOD, NJ 07450

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securities a common Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	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)	
Common Stock	11/08/2006		C	1,056,338	A	( <u>1</u> )	1,056,338	D		
Common Stock	11/08/2006		C	448,233	A	(1)	1,504,571	D		
Common Stock	11/08/2006		C	1,654,259	A	<u>(2)</u>	3,158,830	D		
Common Stock	11/08/2006		С	219,538	A	<u>(2)</u>	3,378,368	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not

(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. Transacti Code (Instr. 8)	5. Number of or 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 Underlying (Instr. 3 an
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A Preferred Stock Warrant	\$ 2.84	11/08/2006		J <u>(3)</u>		132,042	02/17/2004	11/05/2008	Series Convert Redeem Preferr Stock
Series A Convertil Redeema Preferred Stock	ble <u>(1)</u>	11/08/2006		С		1,584,507	02/17/2004	<u>(1)</u>	Comm Stock
Series A Convertil Redeema Preferred Stock	ble <u>(1)</u>	11/08/2006		С		672,349	08/13/2004	<u>(1)</u>	Comm Stock
Series B Convertil Redeema Preferred Stock	ble (2)	11/08/2006		C		2,481,388	12/30/2005	<u>(2)</u>	Comm Stock
Series B Convertil Redeema Preferred Stock	ble (2)	11/08/2006		C		146,358	01/11/2006	<u>(2)</u>	Comm Stock
Common Stock Warrant	\$ 4.26	11/08/2006		J <u>(3)</u>	88,028		02/17/2004	11/05/2008	Comm Stock

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Reporting Owners 2

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X

Director 10% Owner Officer Other

Ridgewood Satellite LLC

947 LINWOOD AVENUE X

RIDGEWOOD, NJ 07450

Ridgewood Venture Management CORP

947 LINWOOD AVENUE RIDGEWOOD, NJ 07450

## **Signatures**

/s/ Brad Franco, by power of attorney

11/13/2006 Date

\*\*Signature of 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 Series A Convertible Redeemable Preferred Stock automatically converted into common stock on the basis of two shares of common stock for every three shares of Preferred Stock and has no expiration date.
- (2) The Series B Convertible Redeemable Preferred Stock automatically converted into common stock on the basis of two shares of common stock for every three shares of Preferred Stock and has no expiration date.
- Upon the automatic conversion of the Series A Convertible Redeemable Preferred Stock into common stock, the Series A Preferred Stock (3) Warrant became a warrant to purchase common stock on the basis of two shares of common stock for every three shares of Preferred Stock subject to the Series A Preferred Stock Warrant and the exercise price was adjusted to \$4.26 per share of common stock.

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.

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