

ORBCOMM Inc.
Form 3/A
November 13, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Gerwig Ronald
(Last) (First) (Middle)

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

(Street)

FORT LEE, NJ 07024

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/02/2006

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

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

11/02/2006

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

Series B Convertible Redeemable Preferred Stock	12/30/2005	Â <u>(1)</u>	Common Stock	2,481,389 <u>(3)</u>	\$ <u>(1)</u>	I	by MH Investors Satellite LLC <u>(2)</u>
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Reporting Owners

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

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 5(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 B Convertible Redeemable Preferred Stock is convertible into common stock on the basis of two shares of common stock for every three shares of Preferred Stock and has no expiration date.

Mr. Gerwig is Assistant Treasurer of MH Investors Satellite LLC and disclaims beneficial ownership of the shares held by MH Investors Satellite LLC except to the extent of his pecuniary interest therein. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for the purposes of Section 16 or for any other purpose.

(3) The original Form 3 reported 2,481,384 as the number of shares underlying derivative security due to clerical error.

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.