

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Hans E W Hoffmann		(Month/Day/Year)	ORBCOMM Inc. [ORBC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/02/2006		11/02/2006
2115 LINWOOD AVE,Â SUITE 100			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
FORT LEE,Â NJÂ 07024			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below) (specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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)
Common Stock	40,024	D	Â

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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	Â (1)	Common Stock	16,667 \$ 2.775		D	Â
Series A Convertible Redeemable Preferred Stock	08/13/2004	Â (2)	Common Stock	7,163 (2) \$ (2)		D	Â
Series B Convertible Redeemable Preferred Stock	12/30/2005(4)	Â (3)	Common Stock	2,647 (3) \$ (3)		D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hans E W Hoffmann 2115 LINWOOD AVE SUITE 100 FORT LEE, NJ 07024	Â X	Â	Â	Â

Signatures

/s/ Brad Franco, by power of attorney
Date: 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) 16,667 Options were issued on February 17, 2004. 8,334 Options were vested as of such date. The remaining 8,333 Options vest at a rate of 12.5% per quarter beginning March 31, 2004. The Options expire on February 17, 2009.
- (2) The Series A 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.
- (3) 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.
- (4) The original Form 3 reported 12/20/2005 as the date exercisable due to a 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.