

Orbital Tracking Corp.  
Form 4  
August 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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)  
 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                            |
| Common Stock                    | 07/15/2015                           |  | C                              |   | 200,000   | A  | Ⓟ 400,000                         |

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

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SEC 1474  
(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<br>C/O ORBITAL TRACKING CORP.<br>18851 N.E. 29TH AVE., SUITE 700<br>AVENTURA, FL 33180 |               |           | CHIEF EXECUTIVE OFFICER |       |

## Signatures

/s/ David Phipps 08/03/2015

\*\*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).
- (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.  
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