

Orbital Tracking Corp.
Form SC 13G/A
February 14, 2019

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Amendment No.5)*

Orbital Tracking Corp.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

68558X209

(CUSIP Number)

December 31, 2018

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

- * The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 68558X209

Page 2 of 10 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Phillip Frost, M.D.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 134
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 132,222 (1)(2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 134
8 SHARED DISPOSITIVE POWER

WITH

132,222 (1)(2)
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

132,356 (1)(2)
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.99% (3)

12 TYPE OF REPORTING PERSON

IN

(1) Includes 4,712 shares of the Issuer's Common Stock held by the Phillip and Patricia Frost Philanthropic Foundation, Inc., which is controlled by Dr. Frost and his wife. Also includes (i) 63,426 shares of Common Stock and (ii) 64,084 shares of Common Stock underlying Series C Convertible Preferred Stock, all of which are held by Frost Gamma Investments Trust (FGIT). Excludes 518,490 shares of Common Stock underlying the aforementioned Series C, and Series H, J and K Convertible Preferred Stock held by FGIT. Each of the foregoing classes of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that conversion would result in the holder's beneficial ownership being in excess of 9.99%. Dr. Frost is the

CUSIP No. 68558X209

Page 3 of 10 Pages

trustee of FGIT. Frost Gamma L.P. is the sole and exclusive beneficiary of FGIT. Dr. Frost is one of two limited partners of Frost Gamma L.P. The general partner of Frost Gamma L.P. is Frost Gamma, Inc., and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is the sole shareholder of Frost-Nevada Corporation. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (2) On March 8, 2018, the Issuer effected a 1-150 reverse stock split of its common stock (the Reverse Stock Split). The amount of securities reported on this Schedule 13G/A has been adjusted to reflect the Reverse Stock Split.**
- (3) Based on 1,260,804 shares outstanding as of January 25, 2019 based on information provided by the Issuer to the Reporting Persons on such date.**

CUSIP No. 68558X209

Page 4 of 10 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Frost Gamma Investments Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

5 SOLE VOTING POWER

NUMBER OF

SHARES

0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

127,510 (1)(2)
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

0
8 SHARED DISPOSITIVE POWER

127,510 (1)(2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

127,510 (1)(2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.62% (3)

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 68558X209

Page 5 of 10 Pages

- (1) **Includes (i) 63,426 shares of Common Stock and (ii) 64,084 shares of Common Stock underlying Series C Convertible Preferred Stock, all of which are held by Frost Gamma Investments Trust (FGIT). Excludes 518,490 shares of Common Stock underlying the aforementioned Series C and Series H, J and K Convertible Preferred Stock. Each of the foregoing classes of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that conversion would result in the holder s beneficial ownership being in excess of 9.99%. Dr. Frost is the trustee of FGIT. Frost Gamma L.P. is the sole and exclusive beneficiary of FGIT. Dr. Frost is one of two limited partners of Frost Gamma L.P. The general partner of Frost Gamma L.P. is Frost Gamma, Inc., and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is the sole shareholder of Frost-Nevada Corporation. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.**
- (2) **On March 8, 2018, the Issuer effected a 1-150 reverse stock split of its common stock (the Reverse Stock Split). The amount of securities reported on this Schedule 13G/A has been adjusted to reflect the Reverse Stock Split.**
- (3) **Based on 1,260,804 shares outstanding as of January 25, 2019 based on information provided by the Issuer to the Reporting Persons on such date.**

Item 1.

(a) Name of Issuer: Orbital Tracking Corp.

(b) Address of Issuer s Principal Executive Offices:
18851 NE 29th Avenue, Suite 700, Aventura, Florida 33180

Item 2.

(a) Name of Person Filing:

This statement is filed on behalf of Frost Gamma Investments Trust (FGIT) and Dr. Phillip Frost (together with FGIT, the Reporting Persons).

The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which the Reporting Persons have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) of the Securities Exchange Act of 1934.

(b) Address of Principal Business Office or, if none, Residence:

Dr. Phillip Frost has a business address located at: 4400 Biscayne Boulevard, Miami, FL 33137;

Edgar Filing: Orbital Tracking Corp. - Form SC 13G/A

FGIT has a business address located at: 4400 Biscayne Boulevard, Miami, FL 33137.

(c) Citizenship

Dr. Phillip Frost is a citizen of the United States and FGIT is established in the State of Florida.

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

68558X209

CUSIP No. **68558X209**

Page 6 of 10 Pages

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: **132,356 (1)(2)**

(b) Percent of class: 9.99 %

The percentage used herein and in the rest of Item 4 are calculated based upon 1,260,804 shares of Common Stock issued and outstanding as of January 25, 2019 based on information provided by the Issuer to the Reporting Persons on such date.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 134

(ii) Shared power to vote or to direct the vote: 132,222 (1)(2)

(iii) Sole power to dispose or to direct the disposition of: 134

(iv) Shared power to dispose or to direct the disposition of: 132,222 (1)(2)

(1) Includes (i) 4,712 shares of Common Stock held by the Phillip and Patricia Frost Philanthropic Foundation, Inc.

(ii) 63,426 shares of Common Stock held by FGIT and (iii) 64,084 shares of Common Stock underlying Series C Convertible Preferred Stock, also held by FGIT. Excludes 518,490 shares of Common Stock underlying the aforementioned Series C and Series H, J and K Convertible Preferred Stock. Each of the foregoing classes of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that conversion would result in the holder's beneficial ownership being in excess of 9.99%. Dr. Frost is the trustee of FGIT. Frost Gamma L.P. is the sole and exclusive beneficiary of FGIT. Dr. Frost is one of two limited partners of Frost Gamma L.P. The general partner of Frost Gamma L.P. is Frost Gamma, Inc., and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is the sole shareholder of Frost-Nevada Corporation. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of these

securities for purposes of Section 16 or for any other purpose.

(2) On March 8, 2018, the Issuer effected a 1-150 reverse stock split of its common stock (the Reverse Stock Split). The amount of securities reported on this Schedule 13G/A has been adjusted to reflect the Reverse Stock Split.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

CUSIP No. 68558X209

Page 7 of 10 Pages

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. **68558X209**

Page 8 of 10 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2019

PHILLIP FROST, M.D.

By: */s/ Phillip Frost, M.D.*
Phillip Frost, M.D.

Date: February 14, 2019

FROST GAMMA INVESTMENTS TRUST

By: */s/ Phillip Frost, M.D.*
Phillip Frost, M.D, Trustee

CUSIP No. 68558X209

Page 9 of 10 Pages

EXHIBIT INDEX

Exhibit

Number	Description
99.1	Joint Filing Agreement with Phillip Frost, M.D. and Frost Gamma Investments Trust, dated February 14, 2019

CUSIP No. 68558X209

Page 10 of 10 Pages

Exhibit 99.1

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Orbital Tracking Corp. and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

Date: February 14, 2019

PHILLIP FROST, M.D.

By: */s/ Phillip Frost, M.D.*
Phillip Frost, M.D.

Date: February 14, 2019

FROST GAMMA INVESTMENTS TRUST

By: */s/ Phillip Frost, M.D.*
Phillip Frost, M.D, Trustee