
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Rocket Lab USA, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

773122106

(CUSIP Number)

Peter Beck
c/o Rocket Lab USA, Inc., 3881 McGowen Street
Long Beach, CA, 90808
(714) 465-5737

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

01/07/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on 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).

SCHEDULE 13D

CUSIP No. 773122106

Name of reporting person

1

Beck Peter

2

Check the appropriate box if a member of a Group (See Instructions)

☐ (a)
☒ (b)

3 SEC use only
Source of funds (See Instructions)

4
OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

☐

6 Citizenship or place of organization

NEW ZEALAND

Sole Voting Power

7

Number of 355,218.00
Shares Shared Voting Power

Beneficially 8

Owned by 50,951,250.00

Each Sole Dispositive Power

Reporting 9

Person 355,218.00

With: Shared Dispositive Power

10

50,951,250.00

Aggregate amount beneficially owned by each reporting person

11

51,306,468.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

☐

Percent of class represented by amount in Row (11)

13

10.26 %

Type of Reporting Person (See Instructions)

14

IN

Comment for Type of Reporting Person: (1) The amounts set forth in rows 7, 9 and 11 above include 355,218 shares of common stock, par value \$0.0001 per share ("Common Stock") of Rocket Lab USA, Inc., a Delaware corporation (the "Company"), which Peter Beck has the right to acquire through settlement of restricted stock units within 60 days of January 7, 2025. (2) The amounts set forth in rows 8, 10 and 11 above include 50,951,250 shares of Common Stock issuable upon conversion of Series A Convertible Participating Preferred Stock of the Company, \$0.0001 par value per share ("Preferred Stock"), held directly by Equatorial Trust (the "Trust"). Mr. Beck is one of three directors of Peek Street Equatorial Trustee Limited, the trustee of the Trust (the "Trustee"). The Trust, the Trustee and each of the three directors of the Trustee are deemed to beneficially own the shares, with each of the Trust and the Trustee having sole voting and dispositive powers over the shares and each director of the Trustee having shared voting and dispositive power over the shares. (3) The percentage of class set forth in row 13 above was calculated based on 499,911,078 shares of Common Stock, outstanding as of November 7, 2024, as set forth in the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission (the "Commission") on November 12, 2024.

SCHEDULE 13D

CUSIP No. 773122106

Name of reporting person

1

Equatorial Trust

Check the appropriate box if a member of a Group (See Instructions)

2

☐ (a)
☒ (b)

3	SEC use only
	Source of funds (See Instructions)
4	OO
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	<input type="checkbox"/>
	Citizenship or place of organization
6	NEW ZEALAND
	Sole Voting Power
7	50,951,250.00
Number of	Shared Voting Power
Shares	
Beneficially	8
Owned by	0.00
Each	Sole Dispositive Power
Reporting	9
Person	50,951,250.00
With:	Shared Dispositive Power
	10
	0.00
	Aggregate amount beneficially owned by each reporting person
11	50,951,250.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	10.19 %
	Type of Reporting Person (See Instructions)
14	OO

Comment for Type of Reporting Person: (1) The amounts set forth in rows 7, 9 and 11 above consist of 50,951,250 shares of Common Stock issuable upon conversion of Preferred Stock held directly by the Trust. The Trust, the Trustee and each of the three directors of the Trust are deemed to beneficially own the shares, with each of the Trust and the Trustee having sole voting and dispositive powers over the shares and each director of the Trustee having shared voting and dispositive power over the shares. (2) The percentage of class set forth in row 13 above was calculated based on 499,911,078 shares of Common Stock, outstanding as of November 7, 2024, as set forth in the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 12, 2024.

SCHEDULE 13D

CUSIP No. 773122106

	Name of reporting person
1	Peek Street Equatorial Trustee Ltd
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	SEC use only
	Source of funds (See Instructions)
4	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

	<input type="checkbox"/>	Citizenship or place of organization
6		NEW ZEALAND
		Sole Voting Power
	7	
Number of		50,951,250.00
Shares		Shared Voting Power
Beneficially	8	
Owned by		0.00
Each		Sole Dispositive Power
Reporting	9	
Person		50,951,250.00
With:		Shared Dispositive Power
	10	
		0.00
		Aggregate amount beneficially owned by each reporting person
11		50,951,250.00
		Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12		
	<input type="checkbox"/>	Percent of class represented by amount in Row (11)
13		10.19 %
		Type of Reporting Person (See Instructions)
14		OO

Comment for Type of Reporting Person: (1) The amounts set forth in rows 7, 9 and 11 above consist of 50,951,250 shares of Common Stock issuable upon conversion of Preferred Stock held directly by the Trust. The Trust, the Trustee and each of the three directors of the Trust are deemed to beneficially own the shares, with each of the Trust and the Trustee having sole voting and dispositive powers over the shares and each director of the Trustee having shared voting and dispositive power over the shares. (2) The percentage of class set forth in row 13 above was calculated based on 499,911,078 shares of Common Stock, outstanding as of November 7, 2024, as set forth in the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 12, 2024.

SCHEDULE 13D

CUSIP No. 773122106

	Name of reporting person	
1	Beck Kerry	
	Check the appropriate box if a member of a Group (See Instructions)	
2	<input type="checkbox"/> (a)	
	<input checked="" type="checkbox"/> (b)	
3	SEC use only	
	Source of funds (See Instructions)	
4	OO	
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
5	<input type="checkbox"/>	
	Citizenship or place of organization	
6	NEW ZEALAND	
Number of	7	Sole Voting Power
Shares		

Beneficially Owned by Each Reporting Person With:	0.00
	Shared Voting Power
	8
	50,951,250.00
	Sole Dispositive Power
	9
	0.00
	Shared Dispositive Power
	10
	50,951,250.00
11	Aggregate amount beneficially owned by each reporting person
	50,951,250.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	<input type="checkbox"/>
13	Percent of class represented by amount in Row (11)
	10.19 %
14	Type of Reporting Person (See Instructions)
	IN

Comment for Type of Reporting Person: (1) The amounts set forth in rows 8, 10 and 11 above consist of 50,951,250 shares of Common Stock issuable upon conversion of Preferred Stock held directly by the Trust. The Trust, the Trustee and each of the three directors of the Trust are deemed to beneficially own the shares, with each of the Trust and the Trustee having sole voting and dispositive powers over the shares and each director of the Trustee having shared voting and dispositive power over the shares. (2) The percentage of class set forth in row 13 above was calculated based on 499,911,078 shares of Common Stock, outstanding as of November 7, 2024, as set forth in the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 12, 2024.

SCHEDULE 13D

CUSIP No. 773122106

1	Name of reporting person
	Butler Warren
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	NEW ZEALAND
Number of Shares	Sole Voting Power
Beneficially Owned by Each Reporting Person With:	7
	0.00
	Shared Voting Power
	8
	50,951,250.00
	9 Sole Dispositive Power

	0.00
	Shared Dispositive Power
10	50,951,250.00
11	Aggregate amount beneficially owned by each reporting person
	50,951,250.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	<input type="checkbox"/>
13	Percent of class represented by amount in Row (11)
	10.19 %
14	Type of Reporting Person (See Instructions)
	IN

Comment for Type of Reporting Person: (1) The amounts set forth in rows 8, 10 and 11 above consist of 50,951,250 shares of Common Stock issuable upon conversion of Preferred Stock held directly by the Trust. The Trust, the Trustee and each of the three directors of the Trust are deemed to beneficially own the shares, with each of the Trust and the Trustee having sole voting and dispositive powers over the shares and each director of the Trustee having shared voting and dispositive power over the shares. (2) The percentage of class set forth in row 13 above was calculated based on 499,911,078 shares of Common Stock, outstanding as of November 7, 2024, as set forth in the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 12, 2024.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock, \$0.0001 par value per share

Name of Issuer:

(b)

Rocket Lab USA, Inc.

Address of Issuer's Principal Executive Offices:

(c)

3881 McGowen Street, Long Beach, CALIFORNIA , 90808.

Item 1 Comment: This Amendment No. 3 (this "Amendment No. 3") amends and supplements the statement on Schedule 13D originally filed by the Reporting Persons on September 7, 2021 (the "Schedule 13D"), as amended by Amendment No. 1 to the Schedule 13D filed by the Reporting Persons on September 18, 2023 (the "Amendment No. 1") and Amendment No. 2 to the Schedule 13D filed by the Reporting Persons on December 5, 2024 (the "Amendment No. 2" and, together with the Schedule 13D, Amendment No. 1, Amendment No. 2 and this Amendment No. 3, this "Statement"). Unless otherwise indicated, each capitalized term used but not defined in this Amendment No. 3 shall have the meaning assigned to such term in the Schedule 13D, Amendment No. 1 and Amendment No. 2. Except as otherwise specifically amended in this Amendment No. 3, items in the Schedule 13D, Amendment No. 1 and Amendment No. 2 remain unchanged.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following: On January 7, 2025, the Company closed the Preferred Stock Exchange. As a condition to such closing and to provide for the issuance of the Preferred Stock, on January 7, 2025, the Company filed the Certificate of Designation of Series A Convertible Participating Preferred Stock with the Secretary of State of the State of Delaware. At the Closing, the Company exchanged 50,951,250 shares of Common Stock held by the Trust for and issued 50,951,250 shares of Preferred Stock to the Trust.

Item 5. Interest in Securities of the Issuer

(c) Item 5(c) of the Schedule 13D is hereby amended and restated as follows: The information set forth in Item 4 of this Statement is incorporated by reference herein. Except as set forth in this Statement, the Reporting Persons have not effected any transactions in the Common Stock of the Company during the past 60 days.

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.

Beck Peter

Signature: /s/ Peter Beck

Name/Title: Peter Beck

Date: 01/10/2025

Equatorial Trust

Signature: /s/ Peter Beck

Name/Title: Peter Beck, Director and Attorney-in-Fact for
Peek Street Equatorial Trustee Limited, its trustee

Date: 01/10/2025

Peek Street Equatorial Trustee Ltd

Signature: /s/ Peter Beck

Name/Title: Peter Beck, Director and Attorney-in-Fact for
Peek Street Equatorial Trustee Limited

Date: 01/10/2025

Beck Kerry

Signature: /s/ Peter Beck

Name/Title: Peter Beck, Attorney-in-Fact for Kerry Beck

Date: 01/10/2025

Butler Warren

Signature: /s/ Peter Beck

Name/Title: Peter Beck, Attorney-in-Fact for Warren Butler

Date: 01/10/2025