

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Saintil Merline</u> <hr/> (Last) (First) (Middle) <u>C/O ROCKET LAB USA, INC.</u> <u>3881 MCGOWEN STREET</u> <hr/> (Street) <u>LONG</u> <u>CA</u> <u>90808</u> <u>BEACH</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/25/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Rocket Lab USA, Inc. [RCLB]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 5. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/07/2021</u> <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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)
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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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	(1)	(1)	Common Stock	362,386	(1)	D	
Earnout Rights (restricted stock units)	(2)	(2)	Common Stock	29,284	(2)	D	

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the issuer's common stock. The RSUs are subject to time-based vesting conditions, with one-third of the RSUs vesting on August 22, 2022 and the remaining two-thirds of the RSUs vesting in eight substantially equal quarterly installments on each November 22nd, March 1st, May 22nd and August 22nd thereafter, subject, in each case, to the reporting person's continued service to the issuer. The RSUs are also subject to liquidity-based vesting conditions, which will be satisfied upon the first to occur of (i) a sale event with respect to the issuer or (ii) the issuer's initial public offering, in either case, prior to the expiration date of June 3, 2028. The time-based vesting schedule for these RSUs was incorrectly described in the reporting person's original Form 3.

2. Each earnout right represents a contingent right (based on the reporting person's ownership of RSUs) to receive one share of the issuer's common stock. The earnout rights vest upon the issuer's common stock achieving a closing price per share equal to or greater than \$20.00 for a period of at least 20 trading days out of 30 consecutive trading days during the period commencing on the 90th day following August 25, 2021 and ending on the 180th day following August 25, 2021. If the earnout rights vest, the reporting person's RSUs will be adjusted to relate to an additional number of shares of the issuer's common stock equal to the number of earnout rights that vest. If the target closing stock price is not achieved during such period, the earnout rights will be forfeited.

Remarks:

/s/ Robert M.P. Hurwitz, as
Attorney-in-Fact for 09/14/2021
Merline Saintil

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.