

☐ 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

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>O'Donnell Shaun</u> (Last) (First) (Middle) <u>C/O ROCKET LAB USA, INC.</u> <u>3881 MCGOWEN STREET</u> (Street) <u>LONG BEACH</u> <u>90808</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rocket Lab USA, Inc. [RCLB]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/06/2022</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/08/2022</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP - Global Operations</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/06/2022		M		724,772 ⁽¹⁾	A	(2)	905,485 ⁽³⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(4)	09/06/2022		M		724,772	(4)	(4)	Common Stock	724,772	\$0.00	0	D	

Explanation of Responses:

1. Represents 543,579 shares of common stock issued on settlement of Restricted Stock Units ("RSUs") on September 6, 2022, and 181,193 RSUs subject to service-based vesting.
2. Each RSU represents a contingent right to receive one share of the issuer's common stock upon settlement. The number of shares of common stock issued on settlement on September 6, 2022 and remaining RSUs were incorrectly described in the reporting person's original Form 4.
3. Includes 543,579 shares of common stock issued on settlement of RSUs on September 6, 2022; 181,193 RSUs previously reported in Table II that remain subject to service-based vesting requirements described in note 4 below; and 180,713 shares of common stock. The number of shares of common stock issued on settlement on September 6, 2022 and remaining RSUs were incorrectly described in the reporting person's original Form 4
4. The RSUs are subject to both a service-based vesting condition and liquidity-based vesting condition. The liquidity-based vesting condition was waived by the Board for these RSUs on September 6, 2022. One-sixteenth of the RSUs satisfied the service-based vesting condition at the end of each calendar quarter beginning June 30, 2019 and were settled for 543,579 shares of common stock on September 6, 2022, and the remaining RSUs will vest on the same schedule. As a result of the waiver of the liquidity-based vesting condition, the reporting person has elected to report the remaining unvested RSUs on Table I. The time-based vesting schedule for these RSUs was incorrectly described in the reporting person's original Form 4.

Remarks:

/s/ Adam Spice, as Attorney-in-Fact for Shaun O'Donnell 09/09/2022

** 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 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).

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.