

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Act of 1934**

Date of Report (Date of earliest event reported): September 8, 2021

Rocket Lab USA, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-39560
(Commission
File Number)

80-0947107
(IRS Employer
Identification No.)

**3881 McGowen Street
Long Beach, CA**
(Address of principal executive offices)

90808
(Zip Code)

Registrant's telephone number, including area code: (714) 465-5737

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13d-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	RKLB	The Nasdaq Stock Market LLC
Redeemable warrants, each whole warrant exercisable for one share of common stock, \$0.0001 par value	RKLBW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02 Results of Operations and Financial Condition.

On September 8, 2021, Rocket Lab USA, Inc. issued a press release related to its financial results for the six months ended June 30, 2021. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K, and a copy of the related investor presentation to be used on a conference call with investors is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

The information set forth under this Item 2.02 and in Exhibits 99.1 and 99.2 is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934 and is not to be incorporated by reference into any filing of the registrant under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof, regardless of any general incorporation language in any such filing, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Document
99.1	Press Release, dated September 8, 2021.
99.2	Investor Presentation, dated September 8, 2021.
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Rocket Lab USA, Inc.

Date: September 8, 2021

By: /s/ Adam Spice

Title: Chief Financial Officer

MEDIA RELEASE

**Rocket Lab Provides First Half 2021 Financial Results Update**

- Revenue of \$29.5M, representing 237% Year-on-Year revenue growth, accompanied by an expansion in gross margins from negative 67% to a positive 13%.
- Increasing diversity in revenue, with Space Systems contributing 18% of total revenue in the period, compared to 3% in the prior year, accompanied with gross margins of 65%.
- Backlog grew 136% Year-on-Year to \$141.4 million as of June 30, 2021 as compared to backlog of \$59.9 million as of June 30, 2020.

Long Beach, California. September 8, 2021 – Rocket Lab USA, Inc. (Nasdaq: RKLB) (“Rocket Lab” or “the Company”), a global leader in launch services and space systems, today reviewed financial results for the six months ended June 30, 2021, which were previously released in its 8-K filed with the US Securities and Exchange Commission on August 31, 2021.

“In the first half of 2021, we continued our track record of consistent execution across launch and space systems, further establishing Rocket Lab as a new breed of end-to-end space company. This continues to be validated by our market and technology leading customers and industry partners in the form of further strengthening of contract backlog in the first half of 2021,” said Peter Beck, Rocket Lab founder and Chief Executive Officer. “Following the completion of our merger with Vector Acquisition Corporation on August 25, 2021, we’re well positioned to continue our expansion into space systems and further development of our 8-ton payload class Neutron launch vehicle to unlock the potential of space.”

First Half 2021 Business Highlights:

- Launched three missions in the first half of 2021, followed by a fourth in July 2021. The missions brought the total number of Electron launches to 21. The Electron launch vehicle has now deployed 105 satellites to orbit.
- Entered into a contract with Varda Space Industries to manufacture and operate three Photon spacecraft to enable in-space manufacturing.
- Entered into a contract with BlackSky Global for five Electron launches to support their constellation growth.
- Entered into a contract to launch a General Atomics Electromagnetic Systems (GA-EMS) developed Orbital Test Bed (OTB) Satellite.

rocketlabusa.com | media@rocketlabusa.com



- Entered into a study contract for a Mars mission that will see Rocket Lab develop two Photon spacecraft in support of the University of California, Berkeley Space Sciences Laboratory for a NASA science mission.
- Added Merline Saintil and Jon Olson, two seasoned Board members, to the Rocket Lab Board of Directors.
- Successfully recovered an Electron booster for the second time, further advancing the program to make Electron a reusable launch vehicle which will enable us to increase our launch cadence and reduce our cost per mission.

Since June 30, 2021 Rocket Lab also:

- Completed the merger with Vector Acquisition Corporation on August 25, 2021, began publicly trading on the Nasdaq (ticker: RKLb), and added Vector Capital CEO and veteran investor Alex Slusky to the Board of Directors.
- Entered into a contract with Kinéis for five Electron launches to deploy their entire constellation of 25 satellites.
- Signed launch services agreements to deploy satellites for Alba Orbital and Aurora Propulsion Technologies.
- Began construction on a new high volume production line capable of producing up to 2,000 reaction wheels per year to support a growing number of contracts with constellation customers.

Conference Call Information

Rocket Lab will host a conference call for investors at 1:30 p.m. PT (4:30 p.m. ET) today to discuss these business highlights and financial results, and to provide our outlook for the third quarter ending September 30, 2021, fourth quarter ending December 31, 2021, and other updates. The live webcast and a replay of the webcast will be available on Rocket Lab's Investor Relations website: <https://investors.rocketlabusa.com/events-and-presentations/events>

About Rocket Lab

Founded in 2006, Rocket Lab is an end-to-end space company with an established track record of mission success. We deliver reliable launch services, spacecraft components, satellites and other spacecraft and on-orbit management solutions that make it faster, easier and more affordable to access space. Headquartered in Long Beach, California, Rocket Lab designs and manufactures the Electron small orbital launch vehicle and the Photon satellite platform and is developing the Neutron 8-ton payload class launch vehicle. Since its first orbital launch in January 2018, Rocket Lab's Electron launch vehicle has become the second most frequently launched U.S. rocket annually and has delivered 105 satellites to orbit for private and public sector organizations, enabling operations in national security, scientific research, space debris mitigation, Earth observation, climate monitoring, and communications. Rocket Lab's Photon spacecraft platform has been selected to support NASA missions to the Moon and Mars, as well as the first private commercial mission to Venus. Rocket Lab has three

launch pads at two launch sites, including two launch pads at a private orbital launch site located in New Zealand, one of which is currently operational, and a second launch site in Virginia, USA which is expected to become operational by the end of 2021. To learn more, visit www.rocketlabusa.com.

Forward Looking Statements

This press release may contain certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended. All statements, other than statements of historical facts, contained in this press release, including statements regarding our strategy, future operations, future financial position, projected costs, prospects, plans and objectives of management, are forward-looking statements. Words such as, but not limited to, “anticipate,” “aim,” “believe,” “contemplate,” “continue,” “could,” “design,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “seek,” “should,” “suggest,” “strategy,” “target,” “will,” “would,” and similar expressions or phrases, or the negative of those expressions or phrases, are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements involve a number of risks, uncertainties (many of which are beyond Rocket Lab’s control), or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by the forward-looking statements contained in this press release, including risks related to the global COVID-19 pandemic, including risks related to government restrictions and lock-downs in New Zealand and other countries in which we operate that could delay or suspend our operations; delays and disruptions in expansion efforts; our dependence on a limited number of customers; the harsh and unpredictable environment of space in which our products operate which could adversely affect our launch vehicle and spacecraft; increased congestion from the proliferation of low Earth orbit constellations which could materially increase the risk of potential collision with space debris or another spacecraft and limit or impair our launch flexibility and/or access to our own orbital slots; increased competition in our industry due in part to rapid technological development and decreasing costs; technological change in our industry which we may not be able to keep up with or which may render our services uncompetitive; average selling price trends; failure of our satellites to operate as intended either due to our error in design in production or through no fault of our own; launch schedule disruptions; supply chain disruptions, product delays or failures; design and engineering flaws; launch failures; natural disasters and epidemics or pandemics; changes in governmental regulations including with respect to trade and export restrictions, or in the status of our regulatory approvals or applications; or other events that force us to cancel or reschedule launches, including customer contractual rescheduling and termination rights; and the other risks detailed under the heading “Risk Factors” contained in our final prospectus and definitive proxy statement filed with the Securities and Exchange Commission (the “SEC”) on July 21, 2021 and the information contained in Exhibit 99.1 to our Current Report on Form 8-K filed with the SEC on August 31, 2021 (including the risk that the COVID-19 pandemic may also exacerbate the risks described therein), as well as other reports and information we file with the SEC from time to time.



These forward-looking statements are based on Rocket Lab's current plans, expectations and beliefs concerning future developments and their potential effects. Although we believe that we have a reasonable basis for each forward-looking statement contained in this press release, there can be no assurance that the future developments affecting Rocket Lab will be those that we have anticipated and we may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. You should read this press release with the understanding that our actual results may be materially different from the plans, intentions and expectations disclosed in the forward-looking statements we make. All forward-looking statements are qualified in their entirety by this cautionary statement. The forward-looking statements contained in this press release are made as of the date of this press release, and we do not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise except as required by applicable law.

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Rocket Lab USA, Inc

1H 2021 INVESTOR UPDATE

SEPTEMBER 8, 2021

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DISCLAIMER AND FORWARD LOOKING STATEMENTS

Forward Looking Statements

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and disruptions in expansion efforts; our dependence on a limited number of customers; the harsh and unpredictable environment of space in which our products operate which could adversely affect our launch vehicle and spacecraft; increased congestion from the proliferation of low Earth orbit constellations which could materially increase the risk of potential collision with space debris or another spacecraft and limit or impair our launch flexibility and/or access to our own orbital slots; increased competition in our industry due in part to rapid technological development and decreasing costs; technological change in our industry which we may not be able to keep up with or which may render our services uncompetitive; average selling price trends; failure of our satellites to operate as intended either due to our error in design in production or through no fault of our own; launch schedule disruptions; supply chain disruptions; product delays or failures; design and engineering flaws; launch failures; natural disasters and epidemics or pandemics; changes in governmental regulations, including with respect to trade and export restrictions; or in the status of our regulatory approvals or applications, or other events that force us to cancel or reschedule launches, including customer contractual rescheduling and termination rights; and the other risks detailed under the heading "Risk Factors" contained in our final prospectus and definitive proxy statement filed with the Securities and Exchange Commission (the "SEC") on July 21, 2021 and the information contained in Exhibit 991 to our Current Report on Form 8-K filed with the SEC on August 31, 2021 (including the risk that the COVID-19 pandemic may

also exacerbate the risks described therein), as well as other reports and information we file with the SEC from time to time. These forward-looking statements are based on Rocket Lab's current plans, expectations and beliefs concerning future developments and their potential effects. Although we believe that we have a reasonable basis for each forward-looking statement contained in this presentation, there can be no assurance that the future developments affecting Rocket Lab will be those that we have anticipated and we may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. You should read this presentation with the understanding that our actual results may be materially different from the plans, intentions and expectations disclosed in the forward-looking statements we make. All forward-looking statements are qualified in their entirety by this cautionary statement. The forward-looking statements contained in this presentation are made as of the date of this presentation, and we do not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise except as required by applicable law.

Use of Non-GAAP Financial Measures

To supplement our unaudited consolidated financial statements presented on a basis consistent with GAAP, we disclose certain non-GAAP financial measures, including non-GAAP gross margin, operating expenses, operating expenses as a percentage of revenue, income from operations as percentage of revenue, and diluted earnings per share. These supplemental measures exclude the effects of (i) stock-based compensation expense; (ii) amortization of purchased intangible assets; (iii) other non-recurring interest and other income (expenses), net attributable to acquisitions and (iv) non-cash income tax benefits and expenses. We also supplement our unaudited historical statements and forward-looking guidance with the measure of adjusted EBITDA, where adjustments to EBITDA include sharebased compensation, warrant expense related to customers and partners, foreign exchange gains or losses, and other non-recurring gains or losses. These non-GAAP measures are not in accordance with and do not serve as an alternative for GAAP. We believe that these non-GAAP measures have limitations in that they do not reflect all of the amounts associated with our GAAP results of operations. These non-GAAP measures should only be viewed in conjunction with corresponding GAAP measures. We compensate for the limitations of non-GAAP financial measures by relying upon GAAP results to gain a complete picture of our performance. Non-GAAP financial measures are not in accordance with and do not serve as an alternative for the presentation of our GAAP financial results.

We are providing this information to enable investors to perform more meaningful comparisons of our operating results in a manner similar to management's analysis of our business. We believe that these non-GAAP measures have limitations in that they do not reflect all of the amounts associated with our GAAP results of operations. These non-GAAP measures should only be viewed in conjunction with corresponding GAAP measures. Reconciliations of non-GAAP measures for the historical periods disclosed are included in this presentation. We have not provided a reconciliation for forward-looking non-GAAP financial measures because, without unreasonable efforts, we are unable to predict with reasonable certainty the amount and timing of adjustments that are used to calculate these non-GAAP financial measures, particularly related to stock based compensation and its related tax effects.

TODAY'S PRESENTERS



Peter Beck
Founder, CEO, Chief Engineer



Adam Spice
Chief Financial Officer

AGENDA

- 1 Introduction
- 2 Key Accomplishments
- 3 Financial Highlights and Outlook
- 4 Sell-Side Q&A
- 5 Upcoming Conferences and Events



ROCKET LAB AT A GLANCE

A vertically integrated provider of small launch services, satellites and spacecraft components

DELIVERING END-TO-END SPACE SOLUTIONS

- Launch:** Proven rocket delivering dedicated access to orbit for 3+ years
- Space Systems:** Manufacturing satellites and best-in-class heritage spacecraft components
- Space Applications:** Uniquely positioned to leverage launch and satellite capabilities and infrastructure to build and operate our own constellations



¹Includes Pad B at Launch Complex-1 that is under construction and Wallops Island that may be used upon certification of our flight termination system software by NASA

KEY 1H 2021 ACCOMPLISHMENTS

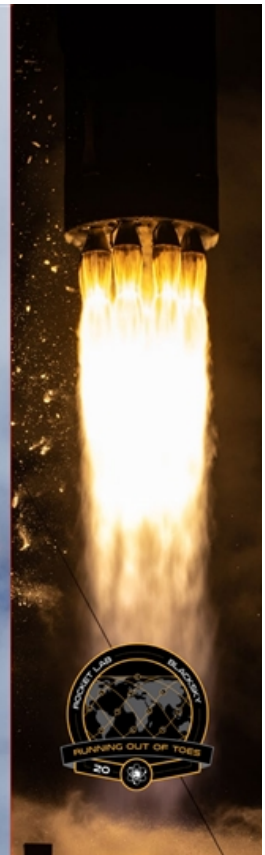


THREE LAUNCHES IN 1H

REACHED OUR 20TH
ELECTRON LAUNCH

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Rocket Lab USA, Inc.





DEPLOYED 100TH SATELLITE

TO ORBIT





SUCCESSFULLY RECOVERED 2ND BOOSTER

Further advancing Electron
recoverability program to enable
increased launch cadence and
reduce our cost per mission.

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Rocket Lab USA, Inc.





BACKLOG GREW FROM \$59.9M TO \$141.4M

FROM JUNE 30, 2020
TO JUNE 30, 2021

BLACK|SKY

+ 5 launch deal with
Blacksky Global



+ NASA study contract for twin
Mars spacecraft as part of
ESCAPADE program



+ 3 Photon deal with Varda
Space Industries to enable
in-space manufacturing



+ Entered into contract to
deploy GA-EMS developed
Orbital Test Bed (OTB) satellite

COMMERCIAL CUSTOMER

+ Entered into space systems
contracts for undisclosed
commercial customers

GOVERNMENT CUSTOMER

+ Entered into dedicated
launch contract for undisclosed
government customer



EXECUTED MERGER AGREEMENT

WITH VECTOR
ACQUISITION CORP



ADDED THREE BOARD MEMBERS



Merline Saintil



Jon Olson



Alex Slusky



NEUTRON

ANNOUNCED NEUTRON ROCKET

AN 8 TON MEDIUM CLASS
LAUNCH VEHICLE
DEVELOPMENT PROGRAM

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ADDITIONAL ACCOMPLISHMENTS

AFTER 30 JUNE 2021

ADDITIONAL ACCOMPLISHMENTS
AFTER 6/30/2021

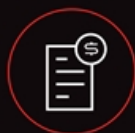


US SPACE FORCE MISSION

SUCCESSFULLY LAUNCHED
ON JULY 29TH, 2021



ADDITIONAL ACCOMPLISHMENTS
AFTER 6/30/2021



FURTHER EXPANDED BACKLOG TO \$174M

AS OF AUGUST 31, 2021

COMMERCIAL & GOVERNMENT CUSTOMER

• Undisclosed commercial and government launch contracts and satellite component sales



• Aurora Propulsion Technologies contract to launch a satellite to test space junk removal technologies



• Alba Orbital contract to launch a cluster of small satellites designed to demonstrate innovative radio and night-time Earth observation technologies

ADDITIONAL ACCOMPLISHMENTS
AFTER 6/30/2021



SIGNED FIVE LAUNCH DEAL WITH KINÉIS

TO DEPLOY ENTIRE IOT
CONSTELLATION WITH ELECTRON

15 Rocket Lab USA, Inc.

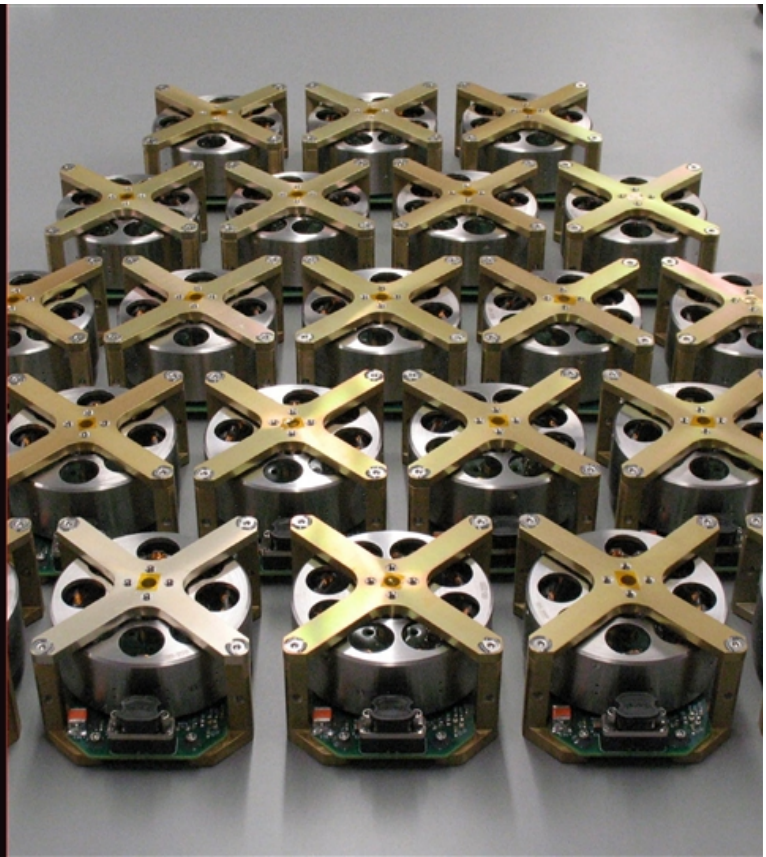


ADDITIONAL ACCOMPLISHMENTS
AFTER 6/30/2021



REACTION WHEEL PRODUCTION

Commenced construction of new production line capable of supplying up to 2,000 reaction wheels per year to fulfil growing demand from satellite constellation customers.



ADDITIONAL ACCOMPLISHMENTS
AFTER 6/30/2021



SUCCESSFULLY CLOSED DE-SPAC MERGER TRANSACTION

WITH VECTOR
ACQUISITION CORPORATION

• \$777M in gross proceeds from the PIPE
and cash from Vector Trust.

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Rocket Lab USA, Inc.





COVID-19 IMPACT

LAUNCH CADENCE IMPACTED
BY NEW ZEALAND'S COVID-19
RESTRICTIONS, SOME OF THE
STRICTEST MEASURES IN
THE WORLD.

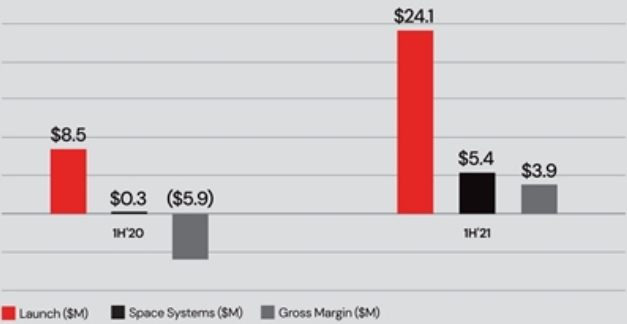


REVIEW OF FINANCIAL RESULTS

\$29.5M
REVENUE IN 1H

237%
YEAR-ON-YEAR REVENUE GROWTH

Year-On-Year Revenue Growth and Gross Margin



Increasing diversity in revenue, with Space Systems contributing **18% of total revenue in the period**, compared to 3% in the prior year.



Expansion in gross margins from negative 67% to a positive 13%, aided by Space Systems Gross Margins of 65%.

REVIEW OF FINANCIAL RESULTS

R&D vs. SG&A Spending



Targeted and aggressive investments in TAM expanding technical capabilities with a **156% Year-on-Year increase in R&D spending**, compared with a 21% increase in SG&A.

CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS

	Six Months Ended	
	June 30, 2021	June 30, 2020
REVENUES	29,472,311	8,753,013
Cost of goods sold	24,000,754	6,264,592
Production costs	16,053,808	14,599,306
Launch costs	6,650,539	4,829,276
Recoveries	(21,006,756)	(10,981,536)
COST OF GOODS SOLD	25,998,346	14,631,638
GROSS PROFIT	3,873,965	(5,878,626)
	13%	-67%
OPERATING EXPENSES:		
Research and development	15,607,346	6,305,448
Selling, general and administrative	13,695,768	11,320,228
Total operating expenses	29,299,113	17,425,675
OPERATING LOSS	(25,425,148)	(23,304,301)
OTHER INCOME (EXPENSE):		
Research and development income	-	-
Interest income, net	(401,742)	242,879
Gain (loss) on foreign exchange	(404,930)	(435,357)
Other income (expense), net	(5,613,343)	792,787
Total Other income (expense), net	(6,418,007)	600,310
LOSS BEFORE INCOME TAXES	(31,843,155)	(22,703,992)
PROVISION FOR INCOME TAXES	(704,206)	(748,551)
NET LOSS	(32,547,361)	(23,452,542)
OTHER COMPREHENSIVE LOSS		
Foreign currency translation adjustments	1,074,005	(367,644)
COMPREHENSIVE LOSS	(31,473,356)	(23,820,187)

ADJUSTED EBITDA

	Six Months Ended	
	June 30, 2021	June 30, 2020
NET LOSS	(32,547,361)	(23,452,542)
Depreciation	3,554,780	2,824,546
Amortization	1,292,389	665,289
Stock Based Comp	2,379,102	1,923,217
Acquisition costs	-	833,505
Loss on extinguishment of debt	794,992	-
Interest income (expense), net	(401,742)	(242,879)
Other income (expense) Warrants	4,884,434	(256,388)
Taxes	704,206	748,551
Foreign Exchange Currency	404,930	435,357
ADJUSTED EBITDA	(18,130,805)	(16,623,344)

GAAP TO NON-GAAP RECONCILIATIONS

	Six Months Ended	
	June 30, 2021	June 30, 2020
GAAP Gross Margin	3,873,965	(5,878,626)
Stock-based compensation	603,549	715,139
Amortization of purchased intangible assets	12,464	12,664
Non-GAAP Gross Margin	4,589,978	(5,150,823)
	16%	-59%
GAAP Operating Expenses	29,299,113	17,425,675
Stock-based compensation	(1,775,553)	(1,208,078)
Amortization of purchased intangible assets	(786,902)	(88,426)
Acquisition costs	-	(833,505)
Non-GAAP Operating expenses	26,736,659	15,295,667
GAAP income (loss) from operations	(25,425,148)	(23,304,301)
Total non-GAAP adjustments	3,278,468	2,857,812
Non-GAAP income (loss) from operations	(22,146,680)	(20,446,489)
GAAP income (loss) from operations	(25,425,148)	(23,304,301)
Total non-GAAP adjustments	3,278,468	2,857,812
Non-GAAP income (loss) from operations	(22,146,680)	(20,446,489)
GAAP and non-GAAP interest and other income (expense), net	(6,418,007)	600,310
Non-recurring interest and other income (expense), net	6,084,337	176,969
Non-GAAP interest and other income (expense), net	(333,670)	777,279

STATEMENT OF CASH FLOWS

	Six Months Ended June 30	
	2021	2020
Cash flows from operating activities:		
Net loss	\$ (32,547)	\$ (23,453)
Adjustments to reconcile net (loss) to net cash used in operating activities:		
Depreciation and amortization	4,847	3,663
Amortization of deferred debt costs	149	—
Stock compensation expense	2,379	1,923
Loss on disposal of assets	55	3,451
Loss on extinguishment of long-term debt	436	—
Noncash lease expense	997	1,532
Noncash expense associated with preferred stock warrants	5,476	(337)
Deferred taxes	(912)	(459)
Changes in operating assets and liabilities:		
Accounts receivable	(9,580)	(5,794)
Contract assets	120	4,707
Inventories	(5,347)	(10,080)
Prepaids and other current assets	2,796	(915)
Increase (decrease) in liabilities:		
Trade payables	(3,384)	598
Accrued expenses	2,849	152
Employee benefits payable	756	1,406
Contract liabilities	5,006	11,901
Other current liabilities	(930)	1,703
Non-current lease liabilities	(199)	(720)
Other non-current liabilities	—	(236)
Net cash used in operating activities	(36,582)	(12,098)
Cash flows from investing activities:		
Purchases of property, equipment and software	(5,899)	(15,618)
Cash paid for acquisition, net of acquired cash	—	(10,208)
Net cash used in investing activities	(5,899)	(27,826)
Cash flows from financing activities:		
Payment of deferred transaction costs associated with planned reverse recapitalization transaction	(2,298)	—
Proceeds from the exercise of stock options	772	22
Proceeds from long-term revolving line of credit	15,000	—
Repayments on long-term revolving line of credit	(8,895)	—
Net Proceeds from Issuance of Series E-1 Preferred Stock	(16,000)	—
Net cash provided by financing activities	—	20,600
Effect of exchange rates on cash and cash equivalents	97,369	20,522
Net increase (decrease) in cash and cash equivalents and restricted cash	20	(133)
Cash and cash equivalents, and restricted cash, beginning of period	50,128	(16,515)
Cash and cash equivalents, and restricted cash, end of period	\$ 50,148	\$ (16,648)
Supplemental disclosures of non-cash investing and financing activities:		
Unpaid purchases of property, equipment and software	\$ 1,238	\$ 1,062
Deferred transaction costs in accrued expenses	1,096	—



FINANCIAL OUTLOOK

Q3 2021, Q4 2021, and Full Year 2021 Revenue Outlook

- + Expect Q3 Revenue of approximately \$4 million to \$5 million, which has been impacted by the COVID-19 Level-4 Alert and lockdown in New Zealand after a Delta variant outbreak, resulting in no further launch activity planned in the quarter.
- + Despite our manifest supporting up to five launches and \$40 million in revenue, we are forecasting Q4 revenue to be \$17 million to \$20 million assuming New Zealand COVID-19 restrictions ease prior to the end of September.
- + Expect FY 2021 Revenue of \$50 million to \$54 million, with an estimated New Zealand COVID-19 shutdown impact of \$10 million to \$15 million.

Q3 GAAP and Non-GAAP Gross Margins¹

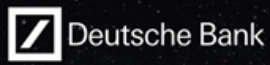
- + Expect GAAP gross margins of ~22%, significantly impacted by unabsorbed production period costs related to COVID-19 production shutdown in New Zealand and return-to-flight remediations for the July 29, 2021 US Space Force Mission and by stock based compensation expenses related to a one-time catch-up in vesting of performance restricted stock units now deemed "probable" to be earned as a result of the August 25, 2021 deSPAC.
- + Expect Non-GAAP Gross Margins of ~52%.

Q3 Operating Expense, Interest Expense and Adjusted EBITDA¹

- + Expect GAAP Operating Expenses of **\$41 million to \$43 million**
- + Expect Non-GAAP Operating Expenses of **\$18 million to \$20 million**
- + Expect Interest Expense: **\$3.4 million**
- + Q3 Adjusted EBITDA loss of **\$17 million to \$20 million**, which reflects adjustments for stock-based compensation, depreciation and amortization, FX gains or losses, Interest Expense, Warrant expense, Taxes and other non-recurring items.

Q&A

UPCOMING CONFERENCES



**Deutsche Bank
Virtual Technology Conference**

September 10, 2021

Peter Beck
Founder & Chief Executive

Adam Spice
Chief Financial Officer



**TechCrunch
Disrupt 2021**

September 22, 2021

Peter Beck
Founder & Chief Executive



**UBS Disruptive Technology
CEO Summit**

October 19, 2021

Peter Beck
Founder & Chief Executive

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