

PROSPECTUS SUPPLEMENT NO. 11  
(to Prospectus dated October 7, 2021)

# Rocket Lab USA, Inc.

**16,266,666 Shares of Common Stock Underlying Warrants**

**5,600,000 Warrants by the Selling Securityholders**

**417,404,393 Shares of Common Stock by the Selling Securityholders**

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This prospectus supplement is being filed to update and supplement the information contained in the combined prospectus dated October 7, 2021 (as supplemented or amended from time to time, the “Prospectus”), which forms a part of our Registration Statements on Form S-1 (Registration Nos. 333-259797 and 333-257440). This prospectus supplement is being filed to update and supplement the “Plan of Distribution” section of the Prospectus.

## **Update to the Plan of Distribution Section of our Prospectus**

*The following information shall be added to the end of, and should be read in conjunction with, the disclosure contained in the “Plan of Distribution” section beginning on page 134 of the prospectus and supplements as appropriate the disclosure contained elsewhere in the prospectus*

A Selling Securityholder that is an entity may elect to make an in-kind distribution of securities to its members, partners, stockholders or other equityholders pursuant to the registration statement of which this prospectus forms a part by delivering a prospectus. To the extent that such members, partners, stockholders or other equityholders are not affiliates of ours, such members, partners, stockholders or other equityholders would thereby receive freely tradable securities pursuant to a distribution pursuant to the registration statement of which this prospectus forms a part. To the extent that such members, partners, stockholders or other equityholders is an affiliate of ours (or to the extent otherwise required by law), we may file a prospectus supplement in order to permit such members, partners, stockholders or other equityholders to use the prospectus to resell the securities acquired in such distribution.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

Our common stock is listed on the Nasdaq Capital Market under the symbol “**RKLB**”. On February 25, 2022, the last reported sales price of our common stock was \$9.45 per share.

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**We are an “emerging growth company” as defined in Section 2(a) of the Securities Act of 1933, as amended, and, as such, have elected to comply with certain reduced disclosure and regulatory requirements.**

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**Investing in our securities involves risks. See the section entitled “Risk Factors” beginning on page 9 of the Prospectus.**

**Neither the SEC nor any state securities commission has approved or disapproved of the securities to be issued or sold under the Prospectus or determined if the Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

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**The date of this prospectus supplement is February 28, 2022**