

FORM 3

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>O'Donnell Shaun</u> <hr/> (Last) (First) (Middle) <u>C/O ROCKET LAB USA, INC.</u> <u>3881 MCGOWEN STREET</u> <hr/> (Street) <u>LONG</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. [RKL B]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP - Global Operations</u> <hr/> 5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
Common Stock	180,713	D	

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			
Employee Stock Option (right to buy)	(1)	08/03/2028	Common Stock	1,723,908	1.09	D	
Restricted Stock Units	(2)	(2)	Common Stock	724,772	(2)	D	
Earnout Rights (common stock)	(3)	(3)	Common Stock	14,603	(3)	D	
Earnout Rights (option)	(4)	(4)	Common Stock	139,307	(4)	D	
Earnout Rights (restricted stock units)	(5)	(5)	Common Stock	58,568	(5)	D	

Explanation of Responses:

1. The stock option was granted on August 3, 2018, and had a vesting commencement date of August 3, 2018. 1/48 of the shares subject to the stock option vest on a monthly basis each month following the first anniversary of the vesting commencement date, subject to the reporting person's continued service relationship through each applicable vesting date.
2. 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 1/16 of the RSUs vesting at the end of each calendar quarter beginning June 30, 2019. 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 6, 2026.
3. Each earnout right represents a contingent right (based on the reporting person's ownership of common stock) 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 target closing stock price is not achieved during such period, the earnout rights will be forfeited.
4. Each earnout right represents a contingent right (based on the reporting person's ownership of stock options) 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 stock option 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, with no corresponding adjustment to the aggregate exercise price of such option. If the target closing stock price is not achieved during such period, the earnout rights will be forfeited.
5. 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:

Exhibit 24 - Power of Attorney

/s/ Robert M.P. Hurwitz, as 09/07/2021

Attorney-in-Fact for Shaun
O'Donnell

** 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.

LIMITED POWER OF ATTORNEY
FOR
ROCKET LAB USA, INC.
SECTION 16(a) FILINGS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Adam Spice and Robert M.P. Hurwitz, each signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of Rocket Lab USA, Inc. (the "Company"), Forms ID, 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID, 3, 4, or 5 or amendment thereto and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms ID, 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an employee of the Company. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24th day of August, 2021.

Signature: /s/ Shaun O'Donnell

Print Name: Shaun O'Donnell
