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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Rocket Lab USA, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

773122106

(CUSIP Number)

December 31, 2021

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

SCHEDULE 13G

CUSIP No.
773122106

1	Names of Reporting Persons Future Fund Board of Guardians		
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	Sec Use Only		
4	Citizenship or Place of Organization Australia		
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0	
	6	Shared Voting Power 42,364,939(1)	
	7	Sole Dispositive Power 0	
	8	Shared Dispositive Power 42,364,939(1)	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 42,364,939(1)		
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>		
11	Percent of class represented by amount in row (9) 9.43%(2)(3)		
12	Type of Reporting Person (See Instructions) OO		

(1) Consists of 42,364,939 shares of common stock held of record by The Northern Trust Company in its capacity as custodian for Future Fund Investment Company No.5 Pty Ltd, which is a wholly owned subsidiary of Future Fund Board of Guardians.

(2) Based on the quotient obtained by dividing (a) the number of shares of common stock beneficially owned by the Reporting Person as set forth in Row 9 by (b) the 449,204,556 shares of common stock outstanding as of November 9, 2021, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2021 filed with the Securities and Exchange Commission on November 11, 2021.

(3) Each share of common stock is entitled to one vote per share.

CUSIP No.
773122106

1	Names of Reporting Persons Future Fund Investment Company No.5 Pty Ltd (ACN 134 338 926)		
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	Sec Use Only		
4	Citizenship or Place of Organization Australia		
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0	
	6	Shared Voting Power 42,364,939(1)	
	7	Sole Dispositive Power 0	
	8	Shared Dispositive Power 42,364,939(1)	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 42,364,939(1)		
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>		
11	Percent of class represented by amount in row (9) 9.43%(2)(3)		
12	Type of Reporting Person (See Instructions) CO		

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(3) Each share of common stock is entitled to one vote per share.

Item 1.

(a) Name of Issuer:

Rocket Lab USA, Inc.

(b) Address of Issuer's Principal Executive Offices:

3881 McGowen Street, Long Beach, California 90808

Item 2.

(a) Name of Person Filing:

Future Fund Board of Guardians

Future Fund Investment Company No.5 Pty Ltd (ACN 134 338 926)

The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is attached as Exhibit 99.1 to this statement, pursuant to which the Reporting Persons have agreed to file this statement and any amendments thereto jointly in accordance with the provisions of Rule 13d-1(k) (1) promulgated under the Securities Exchange Act of 1934, as amended.

(b) Address of Principal Business Office or, if None, Residence:

Level 14, 447 Collins Street, Melbourne VIC 3000, Australia

(c) Citizenship:

Australia

(d) Title and Class of Securities:

Common Stock, \$0.0001 par value per share

(e) CUSIP No.:

773122106

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

(a) Amount Beneficially Owned: 42,364,939

(b) Percent of Class: 9.43%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 42,364,939

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 42,364,939

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Item 6. Ownership of more than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Future Fund Investment Company No.5 Pty Ltd holds, indirectly through The Northern Trust Company, a company incorporated in the State of Illinois, in its capacity as custodian for the Reporting Person, the ownership interest reported herein in Rocket Lab USA, Inc.

By virtue of Future Fund Board of Guardians being the parent of Future Fund Investment Company No.5 Pty Ltd, Future Fund Board of Guardians may be deemed to share beneficial ownership of the shares beneficially held by Future Fund Investment Company No.5 Pty Ltd.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2022

Executed by Future Fund Board of Guardians by:

/s/ Cameron Price

Signature of Authorised Signatory

Cameron Price

Name of Authorised Signatory

/s/ Gillian Denison

Signature of Authorised Signatory

Gillian Denison

Name of Authorised Signatory

Executed by Future Fund Investment Company No.5 Pty Ltd by:

/s/ Kylie Yong

Signature of Director

Kylie Yong

Name of Director

/s/ Christina Erlenmaier

Signature of Company Secretary

Christina Erlenmaier

Name of Company Secretary

Exhibit Index

[Exhibit 99.1 Joint Filing Agreement, dated as of February 10, 2022, by and between Future Fund Board of Guardians and Future Fund Investment Company No.5 Pty Ltd.](#)

JOINT FILING AGREEMENT

This **JOINT FILING AGREEMENT** (this “Agreement”), is made and entered into as of February 10, 2022, by and between Future Fund Board of Guardians (“FFBG”) and Future Fund Investment Company No.5 Pty Ltd (ACN 134 338 926) (“FF” and together with FFBG, the “FF Parties”).

The FF Parties hereby acknowledge and agree that the Statement on Schedule 13G to which this Agreement is attached as an exhibit (the “Statement”), relating to the shares of common stock, par value \$0.0001 of Rocket Lab USA, Inc., is filed with the Securities and Exchange Commission pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, on behalf of each of the FF Parties and that any subsequent amendments to the Statement shall be filed on behalf of each of the FF Parties without the necessity of filing additional joint filing agreements. Each FF Party acknowledges that it shall be responsible for the timely filing of any such amendments and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness or accuracy of the information concerning the other FF Party, except to the extent it knows or has reason to believe that such information is inaccurate.

This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the undersigned hereby executes this Agreement as of the date first set forth above.

Executed by Future Fund Board of Guardians by:

/s/ Cameron Price

Signature of Authorised Signatory

Cameron Price

Name of Authorised Signatory

/s/ Gillian Denison

Signature of Authorised Signatory

Gillian Denison

Name of Authorised Signatory

Executed by Future Fund Investment Company No.5 Pty Ltd by:

/s/ Kylie Yong

Signature of Director

Kylie Yong

Name of Director

/s/ Christina Erlenmaier

Signature of Company Secretary

Christina Erlenmaier

Name of Company Secretary
