

☐ 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

1. Name and Address of Reporting Person* <u>Beck Peter</u> (Last) (First) (Middle) <u>C/O ROCKET LAB USA, INC.</u> <u>3881 MCGOWEN STREET</u> (Street) <u>LONG BEACH CA 90808</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rocket Lab USA, Inc. [RCLB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, CEO and Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/11/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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	09/11/2023		S		3,600,000	D	\$5.62	50,951,250	I	By Equatorial Trust ⁽¹⁾

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					

1. Name and Address of Reporting Person* <u>Beck Peter</u> (Last) (First) (Middle) <u>C/O ROCKET LAB USA, INC.</u> <u>3881 MCGOWEN STREET</u> (Street) <u>LONG BEACH CA 90808</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Beck Kerry</u> (Last) (First) (Middle) <u>C/O ROCKET LAB USA, INC.</u> <u>3881 MCGOWEN STREET</u> (Street) <u>LONG BEACH CA 90808</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Butler Warren</u> (Last) (First) (Middle) <u>C/O ROCKET LAB USA, INC.</u> <u>3881 MCGOWEN STREET</u> (Street) <u>LONG BEACH CA 90808</u> (City) (State) (Zip)

(Last)	(First)	(Middle)
C/O ROCKET LAB USA, INC.		
3881 MCGOWEN STREET		
(Street)		
LONG BEACH	CA	90808
(City)	(State)	(Zip)

1. Name and Address of Reporting Person *

Equatorial Trust

(Last)	(First)	(Middle)
C/O ROCKET LAB USA, INC.		
3881 MCGOWEN STREET		
(Street)		
LONG BEACH	CA	90808
(City)	(State)	(Zip)

1. Name and Address of Reporting Person *

Peek Street Equatorial Trustee Ltd

(Last)	(First)	(Middle)
C/O ROCKET LAB USA, INC.		
3881 MCGOWEN STREET		
(Street)		
LONG BEACH	CA	90808
(City)	(State)	(Zip)

Explanation of Responses:

1. Held directly by the Equatorial Trust (the "Trust"), a family trust settled by Peter Beck and Kerryn Beck. Peek Street Equatorial Trustee Limited (the "Trustee") is the trustee of the Trust and each of Peter Beck, Kerryn Beck and Warren Butler serve as a director of the Trustee with shared voting and investment control of the shares and, as a result, the Trustee and each such individual is deemed to be an indirect beneficial owner of the reported securities. Each reporting owner disclaims his, her or its beneficial ownership of the reported securities except to the extent of his, her or its pecuniary interest.

/s/ Adam Spice as Attorney-in-Fact for Peter Beck	09/13/2023
/s/ Adam Spice, as Attorney-in-Fact for Kerryn Beck	09/13/2023
/s/ Adam Spice, as Attorney-in-Fact for Warren Butler	09/13/2023
/s/ Adam Spice, as Attorney-in-Fact for Equatorial Trust	09/13/2023
/s/ Adam Spice, as Attorney-in-Fact for Peek Street Equatorial Trustee Limited	09/13/2023
** 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.