

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Estimated average burden hours per response: 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

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>Bessemer Venture Partners VIII L.P.</u> <hr/> (Last) (First) (Middle) C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 <hr/> (Street) LARCHMONT NY 10538 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/25/2021	3. Issuer Name and Ticker or Trading Symbol <u>Rocket Lab USA, Inc. [RCLB]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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	81,450,954 ⁽¹⁾	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾

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			
Earnout Rights (Common Stock)	(4)	(4)	Common Stock	6,581,983 ⁽⁴⁾⁽⁵⁾	(4)	I	See footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾

1. Name and Address of Reporting Person*
Bessemer Venture Partners VIII L.P.

(Last) (First) (Middle)
 C/O BESSEMER VENTURE PARTNERS
 1865 PALMER AVE., SUITE 104

(Street)
 LARCHMONT NY 10538

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Bessemer Venture Partners VIII Institutional L.P.

(Last) (First) (Middle)
 C/O BESSEMER VENTURE PARTNERS
 1865 PALMER AVE., SUITE 104

(Street)
 LARCHMONT NY 10538

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Deer VIII & Co. L.P.		
<hr/>		
(Last)	(First)	(Middle)
C/O BESSEMER VENTURE PARTNERS		
1865 PALMER AVE., SUITE 104		
<hr/>		
(Street)		
LARCHMONT NY 10538		
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Deer VIII & Co. Ltd.		
<hr/>		
(Last)	(First)	(Middle)
C/O BESSEMER VENTURE PARTNERS		
1865 PALMER AVE., SUITE 104		
<hr/>		
(Street)		
LARCHMONT NY 10538		
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

- As of the date hereof, Bessemer Venture Partners VIII Institutional L.P. ("BVP VIII Inst") and Bessemer Venture Partners VIII, L.P. ("BVP VIII", and together with BVP VIII Inst referred to collectively, the "Funds") own 44,472,226 shares of Common Stock and 36,978,728 shares of Common Stock, respectively.
- Deer VIII & Co. Ltd. ("Deer Ltd.") is the general partner of Deer VIII & Co. L.P. ("Deer L.P."), which is the general partner of each of the Funds. Deer Ltd. and Deer L.P. disclaim beneficial ownership of the securities held by the Funds, and this report shall not be deemed an admission that Deer Ltd. and Deer L.P. are the beneficial owners of such securities, except to the extent of their pecuniary interest therein, if any, by virtue of their direct and indirect general partner interests in the Funds.
- David Cowan is a director of Deer Ltd. and was elected as a member of the board of directors of the Issuer effective immediately following the Second Effective Time as defined in that Agreement and Plan of Merger, dated March 1, 2021, and amended by Amendment No. 1 thereto, dated May 7, 2021 and Amendment No. 2 thereto, dated June 25, 2021, by and among the Issuer, Rocket Lab USA, Inc. and Prestige USA Merger Sub, Inc. The shares of Issuer Common Stock and earnouts rights described in footnotes (1) and (5), respectively, were acquired by the Funds prior to Mr. Cowan joining the board of directors of the Issuer.
- Each earnout right represents a contingent right 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.
- As of the date hereof, BVP VIII Inst and BVP VIII hold the right to acquire 3,593,763 and 2,988,220 shares, respectively, of the Issuer's Common Stock upon the satisfaction of the earnout right vesting conditions described in footnote (4) above.

Remarks:

/s/ Scott Ring, General Counsel, Deer VIII & Co. Ltd., the General Partner of Deer VIII & Co. L.P., the General Partner of Bessemer Venture Partners VIII L.P.

09/07/2021

/s/ Scott Ring, General Counsel, Deer VIII & Co. Ltd., the General Partner of Deer VIII & Co. L.P., the General Partner of Bessemer Venture Partners VIII Institutional L.P.

09/07/2021

/s/ Scott Ring, General Counsel, Deer VIII & Co. Ltd., the General Partner of Deer VIII & Co. L.P.

09/07/2021

/s/ Scott Ring, General Counsel, Deer VIII & Co. Ltd.

09/07/2021

** 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.