
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. **5**)*

Rocket Lab USA, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

773122106

(CUSIP Number)

**Bessemer Venture Partners
1865 Palmer Avenue, Suite 104
Larchmont, NY, 10528
(914) 833-5300**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

11/08/2024

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on 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 13D

CUSIP No. 773122106

Name of reporting person

1

Bessemer Venture Partners VIII Institutional L.P.

2

Check the appropriate box if a member of a Group (See Instructions)

	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	SEC use only
	Source of funds (See Instructions)
4	WC
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	<input type="checkbox"/>
	Citizenship or place of organization
6	CAYMAN ISLANDS
	Sole Voting Power
7	4,460,065.00
Number of	Shared Voting Power
Shares	
Beneficially	8 0.00
Owned by	Sole Dispositive Power
Each	
Reporting	9 4,460,065.00
Person	Shared Dispositive Power
With:	
	10 0.00
	Aggregate amount beneficially owned by each reporting person
11	4,460,065.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	0.9 %
	Type of Reporting Person (See Instructions)
14	PN

SCHEDULE 13D

CUSIP No. 773122106

	Name of reporting person
1	Bessemer Venture Partners VIII L.P.
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	SEC use only
	Source of funds (See Instructions)
4	WC
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	<input type="checkbox"/>
	Citizenship or place of organization
6	CAYMAN ISLANDS
Number of	7 Sole Voting Power

Shares	
Beneficially	3,708,551.00
Owned by	Shared Voting Power
Each	8
Reporting	0.00
Person	Sole Dispositive Power
With:	9
	3,708,551.00
	Shared Dispositive Power
	10
	0.00
	Aggregate amount beneficially owned by each reporting person
11	3,708,551.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	0.7 %
	Type of Reporting Person (See Instructions)
14	PN

SCHEDULE 13D

CUSIP No. 773122106

1	Name of reporting person
	Deer VIII & Co. L.P.
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	CAYMAN ISLANDS
	Sole Voting Power
7	8,168,616.00
Number of	Shared Voting Power
Shares	8
Beneficially	0.00
Owned by	Sole Dispositive Power
Each	9
Reporting	8,168,616.00
Person	Shared Dispositive Power
With:	10
	0.00
11	Aggregate amount beneficially owned by each reporting person

	8,168,616.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	<input type="checkbox"/>
13	Percent of class represented by amount in Row (11)
	1.6 %
14	Type of Reporting Person (See Instructions)
	PN

SCHEDULE 13D

CUSIP No. 773122106

1	Name of reporting person
	Deer VIII & Co. Ltd.
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	CAYMAN ISLANDS
	Sole Voting Power
7	8,168,616.00
Number of	Shared Voting Power
Shares	
Beneficially	8
Owned by	0.00
Each	Sole Dispositive Power
Reporting	9
Person	8,168,616.00
With:	Shared Dispositive Power
	10
	0.00
	Aggregate amount beneficially owned by each reporting person
11	8,168,616.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	<input type="checkbox"/>
13	Percent of class represented by amount in Row (11)
	1.6 %
14	Type of Reporting Person (See Instructions)
	CO

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock

Name of Issuer:

(b)

Rocket Lab USA, Inc.

Address of Issuer's Principal Executive Offices:

(c)

3881 McGowen Street, Long Beach, CALIFORNIA , 90808.

Item 1 This Amendment No. 5 (this "Amendment") to Schedule 13D (the "Schedule 13D") is being filed by Bessemer
Comment: Venture Partners VIII Institutional L.P. ("BVP VIII Inst"), Bessemer Venture Partners VIII L.P. ("BVP VIII", and together with BVP VIII Inst, the "BVP VIII Funds"), Deer VIII & Co. L.P. ("Deer VIII LP"), and Deer VIII & Co. Ltd., ("Deer VIII Co," and collectively with the BVP VIII Funds and Deer VIII LP, the "Reporting Persons"), which is the general partner of Deer VIII LP. Capitalized terms used but not otherwise defined in this Amendment shall have the meanings ascribed to them in the Schedule 13D. Except as otherwise specifically amended in this Amendment, items in the Schedule 13D remain unchanged.

Item 5. Interest in Securities of the Issuer

As of December 31, 2024, BVP VIII Inst had sole voting and dispositive power with respect to 4,460,065 shares of Common Stock of the Issuer, constituting approximately 0.9% of the Issuer's Common Stock. As of December 31, 2024, BVP VIII had sole voting and dispositive power with respect to 3,708,551 shares of Common Stock of the Issuer, constituting approximately 0.7% of the Issuer's Common Stock. As of December 31, 2024, Deer VIII LP, as the general partner of each of the BVP VIII Funds may be deemed to have sole voting and dispositive power with respect to all 8,168,616 shares of Common Stock of the Issuer owned by the BVP VIII Funds, constituting approximately 1.6% of the Issuer's Common Stock. As of December 31, 2024, Deer VIII Co, as the general partner of Deer VIII LP may be deemed to have sole voting and dispositive power with respect to all 8,168,616 shares of Common Stock of the Issuer owned by the BVP VIII Funds, constituting approximately 1.6 % of the Issuer's Common Stock. The percent of class was calculated based on 499,911,078 shares of Common Stock issued and outstanding as of November 7, 2024 as disclosed in the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission by Rocket Lab USA, Inc. on November 12, 2024. The shares of Issuer's Common Stock reported in this Item 5 do not include the Earnout Shares described in Item 4 of the Schedule 13D.

(a)

Regarding the number of shares as to which such person has: (i) sole power to vote or to direct the vote: See line 7 of cover sheets (ii) shared power to vote or to direct the vote: See line 8 of cover sheets (iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets. (iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets

(b)

(c)

No Reporting Person has effected any transaction in the Issuer's Common Stock during the past 60 days.

(d)

No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, shares of the Issuer's Common Stock beneficially owned by any of the Reporting Persons.

(e)

On November 8, 2024 each of the Reporting Persons ceased to be the beneficial owner of more than five percent of the shares of Common Stock.

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.

Bessemer Venture Partners VIII Institutional L.P.

Signature: /s/ Scott Ring

Scott Ring, General Counsel, Deer VIII & Co.
Name/Title: Ltd., the GP of Deer VIII & Co. L.P., the GP of
Bessemer Venture Partners VIII Institutional L.P.

Date: 02/14/2025

Bessemer Venture Partners VIII L.P.

Signature: /s/ Scott Ring

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

Date: 02/14/2025

Deer VIII & Co. L.P.

Signature: /s/ Scott Ring

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

Date: 02/14/2025

Deer VIII & Co. Ltd.

Signature: /s/ Scott Ring

Name/Title: Scott Ring, General Counsel

Date: 02/14/2025