

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

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**ROCKET LAB USA, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**98-1550340**  
(I.R.S. Employer  
Identification Number)

**3881 McGowen Street  
Long Beach, California 90808  
(714) 465-5737**  
(Address of Principal Executive Offices)

**Rocket Lab USA, Inc. 2021 Stock Option and Incentive Plan  
Rocket Lab USA, Inc. 2021 Employee Stock Purchase Plan**  
(Full Title of the Plans)

**Peter Beck  
Rocket Lab USA, Inc.  
President, Chief Executive Officer and Chairman  
3881 McGowen Street  
Long Beach, CA 90808  
(714) 465-5737**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**W. Stuart Ogg  
Goodwin Procter LLP  
601 Marshall Street  
Redwood City, CA 94063  
(650) 752-3100**

**Arjun Kampani  
Senior Vice President, General  
Counsel and Secretary  
Rocket Lab USA, Inc.  
3881 McGowen Street  
Long Beach, CA 90808  
(714) 465-5737**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐  
Non-accelerated filer ☒

Accelerated filer ☐  
Smaller reporting company ☒  
Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

**REGISTRATION OF ADDITIONAL SHARES  
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement registers an aggregate of (i) 22,552,400 additional shares of common stock, par value \$0.0001 per share (“Common Stock”) reserved for issuance under the Rocket Lab USA, Inc. 2021 Stock Option and Incentive Plan (the “2021 Plan”) and (ii) 4,510,480 additional shares of Common Stock reserved for issuance under the Rocket Lab USA, Inc. 2021 Employee Stock Purchase Plan (the “ESPP”), pursuant to an “evergreen” provision in the 2021 Plan and ESPP, respectively. This Registration Statement registers additional securities of the same class as other securities for which a Registration Statement filed on Form S-8 with the Securities and Exchange Commission on November 1, 2021 (Registration No. [333-260671](#)) is effective. Pursuant to Instruction E of Form S-8, the information contained in the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on November 1, 2021 (Registration No. [333-260671](#)) is incorporated by reference herein.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
4.1	<a href="#">Certificate of Incorporation of Rocket Lab USA, Inc. (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by Rocket Lab USA, Inc. on August 30, 2021).</a>
4.2	<a href="#">Bylaws of Rocket Lab USA, Inc. (incorporated by reference to Exhibit 3.2 to the Form 8-K filed by Rocket Lab USA, Inc. on August 30, 2021).</a>
5.1*	<a href="#">Opinion of Goodwin Procter LLP.</a>
23.1*	<a href="#">Consent of Deloitte &amp; Touche, LLP</a>
23.2*	<a href="#">Consent of Goodwin Procter LLP (included as part of Exhibit 5.1).</a>
24.1*	<a href="#">Power of Attorney (included on signature page of the Registration Statement).</a>
99.1#	<a href="#">Rocket Lab USA, Inc. 2021 Stock Option and Incentive Plan (incorporated by reference to Annex H to the Proxy Statement/Prospectus filed July 21, 2021).</a>
99.2#	<a href="#">Rocket Lab USA, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Annex I to the Proxy Statement/Prospectus filed July 21, 2021).</a>
107*	<a href="#">Filing Fee Table.</a>

\* Filed herewith.

# Includes a management contract or compensatory plan.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Long Beach, California, on May 6, 2022.

### Rocket Lab USA, Inc.

By: /s/ Peter Beck  
Name: Peter Beck  
Title: President, Chief Executive Officer and Chairman

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Peter Beck and Adam Spice, and each of them, as his or her true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Peter Beck</u> Peter Beck	President, Chief Executive Officer and Chairman (Principal Executive Officer)	May 6, 2022
<u>/s/ Adam Spice</u> Adam Spice	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 6, 2022
<u>/s/ David Cowan</u> David Cowan	Director	May 6, 2022
<u>/s/ Michael Griffin</u> Michael Griffin	Director	May 6, 2022
<u>/s/ Matthew Ocko</u> Matthew Ocko	Director	May 6, 2022
<u>/s/ Jon Olson</u> Jon Olson	Director	May 6, 2022
<u>/s/ Merline Saintil</u> Merline Saintil	Director	May 6, 2022

/s/ Alex Slusky  
\_\_\_\_\_  
Alex Slusky

Director

May 6, 2022

/s/ Sven Strohband  
\_\_\_\_\_  
Sven Strohband

Director

May 6, 2022



Goodwin Procter LLP  
601 Marshall Street  
Redwood City, CA 94063  
goodwinlaw.com  
+1 650 752 3100

May 6, 2022

Rocket Lab USA, Inc.  
3881 McGowen Street  
Long Beach, California 90808

**Re: Securities Being Registered under Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the “**Registration Statement**”) pursuant to the Securities Act of 1933, as amended (the “**Securities Act**”), on or about the date hereof relating to an aggregate of 27,062,880 shares (the “**Shares**”) of Common Stock, \$0.0001 par value per share (“**Common Stock**”), of Rocket Lab USA, Inc., a Delaware corporation (the “**Company**”), that may be issued pursuant to the Company’s 2021 Stock Option and Incentive Plan (the “**Stock Plan**”) and the Company’s 2021 Employee Stock Purchase Plan (the “**ESPP**” and together with the Stock Plan, the “**Plans**”).

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated May 7, 2021 (June 25, 2021 as to the effects of the immaterial restatement discussed in Note 1) relating to the financial statements of Rocket Lab USA, Inc., appearing in Registration Statement No. 333-257440 of Rocket Lab USA, Inc. for the year ended December 31, 2021.

/s/ Deloitte & Touche, LLP

Los Angeles, CA

May 6, 2022

## Calculation of Filing Fee Tables

Form S-8  
(Form Type)ROCKET LAB USA, INC.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share	457(c) and (h)	22,552,400 <sup>(2)</sup>	\$6.86 <sup>(3)</sup>	\$154,709,464	0.0000927	\$14,341.57
Equity	Common Stock, \$0.0001 par value per share	457(c) and (h)	4,510,480 <sup>(4)</sup>	\$6.86 <sup>(3)</sup>	\$30,941,892.80	0.0000927	\$2,868.31
Total Offering Amounts					\$185,651,356.80		\$17,209.88
Total Fees Previously Paid							—
Total Fee Offsets <sup>(5)</sup>							—
Net Fee Due							\$17,209.88

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) also covers such additional and indeterminate number of securities as may become issuable pursuant to the provisions of the Rocket Lab USA, Inc. (the “Registrant”) 2021 Stock Option and Incentive Plan (the “Equity Incentive Plan”) and the Rocket Lab USA, Inc. 2021 Employee Stock Purchase Plan (the “ESPP”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of outstanding shares of Registrant’s common stock, par value \$0.0001 per share (the “Common Stock”).
- (2) The Equity Incentive Plan provides that an additional number of shares of Common Stock will automatically be added to the shares authorized for issuance under the Equity Incentive Plan on January 1 of each year (beginning January 1, 2022). The number of shares added each year will be equal to the lesser of: (i) 5% of the outstanding shares on the immediately preceding December 31 or (ii) such amount as determined by the Compensation Committee of the Registrant’s Board of Directors (the “Compensation Committee”). The 22,552,400 shares of Common Stock registered hereunder were authorized as of January 1, 2022 pursuant to the annual increase provisions described above. Shares available for issuance under the Equity Incentive Plan were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on November 1, 2021 (File No. 333-260671).
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) of the Securities Act, and based on \$6.86, the average of the high and low sale prices of the Common Stock as reported on The Nasdaq Capital Market on May 4, 2022 (such date being within five business days of the date that this Registration Statement was filed with the U.S. Securities and Exchange Commission).
- (4) The ESPP provides that an additional number of shares of Common Stock will automatically be added to the shares authorized for issuance under the ESPP on January 1 of each year (beginning on January 1, 2022). The number of shares added each year will be equal to the lesser of: (i) 1% of the outstanding shares on the immediately preceding December 31, (ii) 9,980,000 shares of common stock, or (iii) such amount as determined by the Compensation Committee. The 4,510,480 shares of common stock registered hereunder were authorized as of January 1, 2022 pursuant to the annual increase provisions described above. Shares available for issuance under the ESPP were previously registered on a registration statement on Form S-8 filed with the Commission on November 1, 2021 (File No. 333-260671).
- (5) The Registrant does not have any fee offsets.