

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

**PRE-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-1
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)

4522
(Primary Standard Industrial
Classification Code Number)

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

Rocket Lab USA, Inc.
3881 McGowen Street
Long Beach, CA 90808
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

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 of all communications, including communications sent to agent for service, should be sent to:

Craig Schmitz
W. Stuart Ogg
Goodwin Procter LLP
The New York Times Building
601 Marshall Street
Redwood City, CA 94063
(650) 752-3100

Adam Spice
Chief Financial Officer
Rocket Lab USA, Inc.
3881 McGowen Street
Long Beach, CA 90808
(714) 465-5737

Approximate date of commencement of proposed sale of the securities to the public: From time to time after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 (the "Securities Act") check the following box: ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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. ☐

Rule 429 Statement

Pursuant to Rule 429 under the Securities Act, the prospectus relating to the securities registered under this Registration Statement also relates to the registrant's Registration Statement on Form S-4, as amended, (File No. 333-257440) that was originally declared effective by the Securities and Exchange Commission on July 21, 2021 (the "Prior Registration Statement"). Accordingly, this Registration Statement also constitutes Post-Effective Amendment No. 1 on Form S-1 to the Prior Registration Statement. Such Post-Effective Amendment will become effective concurrently with the effectiveness of this Registration Statement in accordance with Section 8(c) of the Securities Act.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this registration statement shall become effective on such date as the SEC, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

Rocket Lab USA, Inc. is filing this Amendment No. 1 to the Registration Statement on Form S-1 (the “Registration Statement”) (File No. 333-259797) solely for the purpose of filing exhibits 5.1, and 23.3. No changes have been made to the preliminary prospectus constituting Part I of the Registration Statement and, therefore, it has been omitted, or to Part II of the Registration Statement (other than to reflect in the Exhibit Index the filing of the aforementioned exhibits).

PART II: INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

The financial statements filed as part of this Registration Statement are listed in the index to the financial statements immediately preceding such financial statements, which index to the financial statements is incorporated herein by reference.

Exhibit No.	Description
2.1+	<u>Agreement and Plan of Merger, dated as of March 1, 2021, by and among Vector Acquisition Corporation, Rocket Lab USA, Inc. and Prestige Merger Sub, Inc., as amended by Amendment No. 1 thereto, dated May 7, 2021, and Amendment No. 2 thereto, dated June 25, 2021 (incorporated by reference to Annex A to the proxy statement/prospectus filed by Vector Acquisition Corporation on July 21, 2021).</u>
3.1	<u>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).</u>
3.2	<u>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).</u>
4.1	<u>Warrant Agreement between Vector Acquisition Corporation and Continental Stock Transfer & Trust Company, dated September 24, 2020 (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by Vector Acquisition Corporation on September 30, 2020).</u>
4.2	<u>Amendment to Warrant Agreement, dated as of August 25, 2021 between Rocket Lab USA, Inc., Continental Stock Transfer & Trust Company and American Stock Transfer & Trust Company, LLC (incorporated by reference to Exhibit 4.2 to the Form 8-K filed by Rocket Lab USA, Inc. on August 31, 2021).</u>
4.3	<u>Specimen Warrant Certificate (incorporated by reference to Exhibit 4.3 to Amendment No. 1 to the Registration Statement on Form S-1 filed by Vector Acquisition Corporation on September 18, 2020).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
10.1	<u>Form of Indemnification Agreement (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021).</u>
10.2	<u>Second Amended and Restated Registration Rights Agreement, dated as of August 25, 2021, by and among Rocket Lab USA, Inc. (formerly known as Vector Acquisition Delaware Corporation), Vector Acquisition Partners, L.P. and certain other parties thereto (incorporated by reference to Exhibit 10.2 to the Form 8-K filed by Rocket Lab USA, Inc. on August 31, 2021).</u>
10.3	<u>Letter Agreement, dated as of September 24, 2020, among Vector Acquisition Corporation, Vector Acquisition Partners, L.P. and the company's officers and directors (incorporated by reference to Exhibit 10.4 to the Form 8-K filed by Vector Acquisition Corporation on September 30, 2020).</u>
10.4	<u>Rocket Lab USA, Inc. 2021 Stock Option and Incentive Plan (incorporated by reference to Annex H to the proxy statement/prospectus filed by Vector Acquisition Corporation on July 21, 2021).</u>
10.5	<u>Rocket Lab USA, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Annex I to the proxy statement/prospectus filed by Vector Acquisition Corporation on July 21, 2021).</u>
10.6	<u>Sponsor Letter Agreement, dated as of March 1, 2021, between Vector Acquisition Corporation and Vector Acquisition Partners, L.P. (incorporated by referenced to Exhibit 10.2 to the Current Report on Form 8-K filed by Vector Acquisition Corporation on March 1, 2021).</u>

Exhibit No.	Description
10.7	<u>Employment Agreement, dated August 12, 2014, between Rocket Lab Limited and Peter Beck (incorporated by reference to Exhibit 10.8 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021).</u>
10.8	<u>Employee Offer Letter, dated March 8, 2018, between Rocket Lab USA, Inc. and Adam Spice (incorporated by reference to Exhibit 10.9 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021).</u>
10.9	<u>Employment Agreement, dated September 9, 2013, between Rocket Lab Limited and Shaun O'Donnell, as updated on August 21, 2014 (incorporated by reference to Exhibit 10.10 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021).</u>
10.10	<u>Second Amended and Restated 2013 Stock Option and Grant Plan (incorporated by reference to Exhibit 10.10 to the Form 8-K filed by Rocket Lab USA, Inc. on August 31, 2021).</u>
10.11	<u>Deed of Lease between Rocket Lab Limited and Kawatiri Properties Ltd., dated March 8, 2018, for the premises located at 25 Levene Place, Mount Wellington, Auckland 1060, New Zealand (incorporated by reference to Exhibit 10.12 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021).</u>
10.12	<u>Standard Industrial Lease between Rocket Lab USA, Inc. and Douglas Park Associates III, LLC, dated October 4, 2019, for the premises located at 3881 McGowen Street, Long Beach, CA 90808 (incorporated by reference to Exhibit 10.13 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021).</u>
10.13	<u>Amended and Restated Deed of Lease of Rural Land between Rocket Lab Limited and the Proprietors of Tawapata South, dated November 15, 2019, for the premises located at Onenui Station, Mahia 4198, New Zealand (incorporated by reference to Exhibit 10.14 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021).</u>
10.14††	<u>Launch Site Access and Operations Support Agreement for LC-2 between Rocket Lab USA, Inc. and the Virginia Commercial Space Flight Authority, dated September 28, 2018, for the premises located at Mid-Atlantic Regional Spaceport, NASA Wallops Flight Facility, Wallops Island, VA (incorporated by reference to Exhibit 10.15 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021).</u>
10.15	<u>Deed of Lease between Rocket Lab Limited and Class One Services Ltd., dated November 15, 2019, for the premises located at 387 Coalfields Road, Kopuku 2471, New Zealand (incorporated by reference to Exhibit 10.16 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021).</u>
10.16	<u>Loan and Security Agreement, dated as of June 10, 2021, by and among Rocket Lab USA, Inc., Rocket Lab Global Services, LLC, and Hercules Capital, Inc. (incorporated by reference to Exhibit 10.18 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021).</u>
10.17	<u>Management Redemption Agreement, dated as of June 17, 2021 by and between Rocket Lab USA, Inc., Peter Beck, Adam Spice, and Shaun O'Donnell (incorporated by reference to Annex L to the proxy statement/prospectus filed by Vector Acquisition Corporation on July 21, 2021).</u>
10.18	<u>Form of Subscription Agreement (incorporated by referenced to Annex E to the proxy statement/prospectus filed by Vector Acquisition Corporation on July 21, 2021).</u>
23.1**	<u>Consent of Deloitte Touche LLP.</u>
23.2**	<u>Consent of WithumSmith+Brown, PC.</u>

Exhibit No.	Description
23.3*	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
24**	Power of Attorney (included on signature page of the Registration Statement).
101.SCH**	Inline XBRL Taxonomy Extension Schema Document.
101.LAB**	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE**	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF**	Inline XBRL Taxonomy Extension Definition Linkbase Document.
104**	Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibit 101).

* Filed herewith.

** Previously filed.

+ Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Registrant agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.

†† Certain confidential portions (indicated by brackets and asterisks) have been omitted from this exhibit pursuant to Item 601(b)(10)(iv).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Long Beach, State of California, on October 1, 2021.

ROCKET LAB USA, INC.

By: /s/ Adam Spice

Name: Adam Spice

Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on October 1, 2021.

Signature	Title
*	President, Chief Executive Officer and Chairman (Principal Executive Officer)
Peter Beck	
/s/ Adam Spice	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
Adam Spice	
*	Director
David Cowan	
*	Director
Michael Griffin	
*	Director
Matthew Ocko	
*	Director
Jon Olson	
*	Director
Merline Saintil	
*	Director
Alex Slusky	
*	Director
Sven Strohbank	

* By: /s/ Adam Spice
Adam Spice
Attorney-in-Fact

[GOODWIN PROCTER LLP LETTERHEAD]

October 1, 2021

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

Re: Securities Registered under Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-1 (as amended or supplemented, the “Registration Statement”) on September 30, 2021 with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the “Securities Act”), relating to the registration by Rocket Lab USA, Inc., a Delaware corporation (the “Company”), of (a) the issuance by the Company of up to 5,600,000 shares (the “Resale Warrant Shares”) of the Company’s Common Stock, \$0.0001 par value per share (“Common Stock”) upon exercise of warrants to purchase Common Stock (the “Resale Warrants”); (b) the issuance by the Company of up to 10,666,666 shares of Common Stock (together with the Resale Warrant Shares, the “Warrant Shares”) issuable upon the exercise of certain other warrants (together with the Resale Warrants, the “Warrants”); (c) the offer and sale from time to time by selling securityholders listed in the Registration Statement under “Selling Securityholders” (the “Selling Securityholders”) of the Resale Warrants; (d) the offer and resale from time to time by the Selling Securityholders of the Resale Warrant Shares; (e) the offer and sale from time to time by the Selling Securityholders of up to 376,200,418 outstanding shares of Common Stock (the “Outstanding Resale Shares”); (f) the offer and resale from time to time by the Selling Securityholders of up to 8,903,322 shares of Common Stock issuable upon the exercise of outstanding stock options and settlement of outstanding restricted stock units (the “Option/RSU Resale Shares”); and (g) the offer and resale from time to time by the Selling Securityholders of up to 26,700,653 shares of Common Stock reserved for issuance pursuant to contractual earn-out obligations of the Company pursuant to the terms of that certain Agreement and Plan of Merger, dated March 1, 2021, as amended by Amendment No. 1 thereto, dated May 7, 2021 and Amendment No. 2 dated thereto, dated June 25, 2021 (as it may be further amended, supplemented or otherwise modified from time to time, the “Merger Agreement”), by and among Vector, Rocket Lab USA, Inc., a Delaware corporation (“Rocket Lab”), and Prestige USA Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Rocket Lab (the “Earnout Resale Shares” and, together with the Warrant Resale Shares, the Option/RSU Resale Shares and the Outstanding Resale Shares, the “Selling Securityholder Resale Shares”).

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 opinions set forth below, on certificates of officers of the Company. For purposes of the opinions set forth in numbered paragraphs 1, 4 and 5, we have assumed that before the Warrant Shares, Option/RSU Resale Shares and Earnout Resale Shares are issued the Company does not issue shares of Common Stock or reduce the total number of shares of Common Stock that the Company is authorized to issue under its certificate of incorporation such that the number of unissued shares of Common Stock authorized under the Company's certificate of incorporation is less than the number of Warrant Shares, Option/RSU Resale Shares and Earnout Resale Shares.

The opinion set forth below is limited to the Delaware General Corporation Law and New York law (without regard to the possible application under New York choice-of-law rules of the substantive law of any other jurisdiction).

Based on the foregoing, we are of the opinion that:

1. The Warrant Shares have been duly authorized and, when and if issued upon exercise of the Warrants in accordance with the terms of the Warrants, will be validly issued, fully paid and nonassessable.
2. The Resale Warrants constitute valid and binding obligations of the Company.
3. The Outstanding Resale Shares have been duly authorized and validly issued and are fully paid and nonassessable.
4. The Option/RSU Resale Shares have been duly authorized and, upon issuance in accordance with the terms of the applicable award agreements, will be validly issued, fully paid and nonassessable.
5. The Earnout Resale Shares have been duly authorized and, when and if issued pursuant to the terms of the Merger Agreement, will be validly issued, fully paid and nonassessable.

Our opinions set forth above are subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and other similar laws of general application affecting the rights and remedies of creditors and to general principles of equity (regardless of whether considered in a proceeding in equity or at law). We note that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought.

This opinion letter and the opinions it contains shall be interpreted in accordance with the Core Opinion Principles as published in 74 Business Lawyer 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm under the caption “Legal Matters” in 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

GOODWIN PROCTER LLP