

May 17, 2022

Arjun Kampani
Senior Vice President, General Counsel and Secretary
Rocket Lab USA, Inc.
3881 McGowen Street
Long Beach, CA 90808

Inc.

Statement on Form S-1

Re: Rocket Lab USA,

Registration

Filed May 9, 2022
File No. 333-264781

Dear Mr. Kampani:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Gregory Herbers at 202-551-8028 with any questions.

Sincerely,

Division of Corporation Finance

Office of Manufacturing

cc:

Stuart Ogg