

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>KHOSLA VENTURES SEED B, L.P.</u>  (Last) (First) (Middle) <u>2128 SAND HILL ROAD</u>  (Street) <u>MENLO PARK CA 94025</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rocket Lab USA, Inc. [ RCLB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/09/2024</u>	
	4. 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
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/09/2024		J <sup>(1)</sup>		10,752,561	D	\$0.00	13,440,703	I	See footnote <sup>(2)(5)</sup>
Common Stock	05/09/2024		J <sup>(3)</sup>		610,362	D	\$0.00	762,953	I	See footnote <sup>(4)(5)</sup>
Common Stock								37,823,617	I	See footnote <sup>(6)</sup>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>KHOSLA VENTURES SEED B, L.P.</u>  (Last) (First) (Middle) <u>2128 SAND HILL ROAD</u>  (Street) <u>MENLO PARK CA 94025</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>KHOSLA VENTURES SEED B (CF), L.P.</u>  (Last) (First) (Middle) <u>2128 SAND HILL ROAD</u>  (Street) <u>MENLO PARK CA 94025</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person*

(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

<u>Khosla Ventures V, L.P.</u>		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

<u>Khosla Ventures Associates V, LLC</u>		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

<u>VK Services, LLC</u>		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

<u>KHOSLA VINOD</u>		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

On May 9, 2024, 10,752,561 shares of Common Stock held by Khosla Ventures Seed B, L.P. ("KV Seed B") were distributed to the limited partners and general partners of KV Seed B in a pro rata distribution for no consideration. Of such distributed shares, 5,250,280 shares of Common Stock were received by Khosla Ventures Seed Associates B, LLC ("KVA Seed B").

2. Consists of securities held of record by KV Seed B, of which KVA Seed B is the general partner. Vinod Khosla is the managing member of VK Services, LLC ("VK Services"), which is the sole manager of KVA Seed B. Each of KVA Seed B, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV Seed B, and each of KVA Seed B, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV Seed B. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its respective pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

3. On May 9, 2024, 610,362 shares of Common Stock held by Khosla Ventures Seed B (CF), L.P. ("KV Seed B (CF)") were distributed to the limited partners and general partners of KV Seed B (CF) in a pro rata distributions for no consideration. Of such distributed shares, 209,255 shares of Common Stock were received by KVA Seed B.

4. Consists of securities held of record by KV Seed B (CF), of which KVA Seed B is the general partner. Vinod Khosla is the managing member of VK Services, which is the sole manager of KVA Seed B. Each of KVA Seed B, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV Seed B (CF), and each of KVA Seed B, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV Seed B (CF). Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its respective pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

5. Of the shares distributed by each of KV Seed B and KV Seed B (CF) to KVA Seed B, all of such shares were subsequently distributed by KVA Seed B to the underlying members of KVA Seed B. Of such distributed shares, 4,067,811 shares of Common Stock were received by VK Services. As a result of such distributions, VK Services is now the record owner of 8,050,876 shares of Common Stock distributed by KVA Seed B in such distributions, and KVA Seed B is the record owner of no shares of Common Stock.

6. Consists of securities held of record by Khosla Ventures V, L.P. ("KV V"), of which Khosla Ventures Associates V, LLC ("KVA V") is the general partner. Vinod Khosla is the managing member of VK Services, which is the sole manager of KVA V. Each of KVA V, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV V, and each of KVA V, VK Services, and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV V. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

<u>/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Seed Associates B, LLC, in its capacity as general partner of Khosla Ventures Seed B, L.P.</u>	<u>05/13/2024</u>
<u>/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Seed Associates B, LLC, in its capacity as general partner of Khosla Ventures Seed B (CF), L.P.</u>	<u>05/13/2024</u>
<u>/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Seed Associates B, LLC</u>	<u>05/13/2024</u>
<u>/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates V, LLC, in its capacity as general partner of Khosla Ventures V, L.P.</u>	<u>05/13/2024</u>
<u>/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates V, LLC</u>	<u>05/13/2024</u>
<u>/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC</u>	<u>05/13/2024</u>
<u>/s/ John J. Demeter, as attorney in fact for Vinod Khosla</u>	<u>05/13/2024</u>

\*\* 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 4 (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.**