

☐ 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>05/17/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	05/17/2022		J <sup>(1)</sup>		13,440,701	D	\$0.00	34,945,825	I	See footnote <sup>(2)(5)</sup>
Common Stock	05/17/2022		J <sup>(3)</sup>		762,952	D	\$0.00	1,983,677	I	See footnote <sup>(4)(5)</sup>
Common Stock	05/17/2022		J <sup>(6)</sup>		14,547,545	D	\$0.00	37,823,617	I	See footnote <sup>(7)(8)</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\*  
KHOSLA VENTURES SEED B, L.P.

(Last) (First) (Middle)  
2128 SAND HILL ROAD

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
KHOSLA VENTURES SEED B (CF), L.P.

(Last) (First) (Middle)  
2128 SAND HILL ROAD

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Khosla Ventures Seed Associates B, LLC

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

1. Name and Address of Reporting Person\*

[Khosla Ventures V, L.P.](#)

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

1. Name and Address of Reporting Person\*

[Khosla Ventures Associates V, LLC](#)

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

1. Name and Address of Reporting Person\*

[VK Services, LLC](#)

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

1. Name and Address of Reporting Person\*

[KHOSLA VINOD](#)

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

Explanation of Responses:

1. On May 17, 2022, 13,440,701 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, 6,562,855 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 17, 2022, 762,952 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 pro rata distributions for no consideration. Of such distributed shares, 261,572 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, 5,544,940 shares of Common Stock were received by VK Services.
6. On May 17, 2022, 14,547,545 shares of Common Stock held by Khosla Ventures V, L.P. ("KV V") were distributed to the limited partners and general partners of KV V in a pro rata distribution for no consideration. Of such distributed shares, 5,438,597 shares of Common Stock were received by Khosla Ventures Associates V, LLC ("KVA V").
7. Consists of securities held of record by KV V, of which 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.
8. Of the shares distributed by KV V to KVA V, all of such shares were subsequently distributed by KVA V to the underlying members of KVA V. Of such distributed shares, 3,576,629 shares of Common Stock were received by VK Services. As a result of such distributions, and those distributions made by KVA Seed B to VK Services, VK Services is now the record owner of 9,121,569 shares of Common Stock distributed by KVA Seed B and KVA V in such distributions, and each of KVA Seed B and KVA V is the record owner of 0 shares of Common Stock.

Remarks:

/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 05/19/2022  
Ventures Seed Associates B,  
LLC, in its capacity as general  
partner of Khosla Ventures  
Seed B, L.P.

/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 05/19/2022  
Ventures Seed Associates B,  
LLC, in its capacity as general  
partner of Khosla Ventures  
Seed B (CF), L.P.

/s/ John J. Demeter, as  
attorney in fact for Vinod  
Khosla, as Managing Member  
of VK Services, LLC, in its 05/19/2022  
capacity as Manager of Khosla  
Ventures Seed Associates B,  
LLC

/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 05/19/2022  
Ventures Associates V, LLC,  
in its capacity as general  
partner of Khosla Ventures V,  
L.P.

/s/ John J. Demeter, as  
attorney in fact for Vinod  
Khosla, as Managing Member 05/19/2022  
of VK Services, LLC, in its  
capacity as Manager of Khosla  
Ventures Associates V, LLC

/s/ John J. Demeter, as  
attorney in fact for Vinod 05/19/2022  
Khosla, as Managing Member  
of VK Services, LLC

/s/ John J. Demeter, as  
attorney in fact for Vinod 05/19/2022  
Khosla

\*\* 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.