

ROCKET LAB USA, INC.
3881 McGowen Street
Long Beach, California 90808

May 25, 2022

VIA EDGAR

Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549

Re: Rocket Lab USA, Inc.

Registration Statement on Form S-1

File No. 333-264781

To whom it may concern:

Pursuant to Rule 461(a) under the Securities Act of 1933, as amended, Rocket Lab USA, Inc. (the “**Company**”) hereby respectfully requests that the effective date of the Company’s Registration Statement on Form S-1 (File No. 333-264781), as amended, be accelerated by the Securities and Exchange Commission to 4:30 p.m. Washington D.C. time on May 27, 2022 or as soon as practicable thereafter.

We request that we be notified of such effectiveness by a telephone call to W. Stuart Ogg of Goodwin Procter LLP at (650) 752-3295 and that such effectiveness also be confirmed in writing.

Very truly yours,

Rocket Lab USA, Inc.

By: /s/ Arjun Kampani

Name: Arjun Kampani

Title: Senior Vice President, General Counsel
and Secretary

cc: Peter Beck, *Rocket Lab USA, Inc.*
Sebastian Bacon, *Goodwin Procter LLP*
Andrianna Frinzi, *Goodwin Procter LLP*