

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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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>	2. Date of Event Requiring Statement (Month/Day/Year) 08/25/2021	3. Issuer Name and Ticker or Trading Symbol <u>Rocket Lab USA, Inc.</u> [RKL B]	
(Last) (First) (Middle) 2128 SAND HILL ROAD		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Street) MENLO PARK CA 94025			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
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	53,762,806	I	See footnote ⁽¹⁾
Common Stock	3,051,809	I	See footnote ⁽²⁾
Common Stock	58,190,180	I	See footnote ⁽³⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Earnout Rights (Common Stock)	(4)	(4)	Common Stock	4,344,527	(4)	I	See footnote ⁽¹⁾
Earnout Rights (Common Stock)	(4)	(4)	Common Stock	246,614	(4)	I	See footnote ⁽²⁾
Earnout Rights (Common Stock)	(4)	(4)	Common Stock	4,702,300	(4)	I	See footnote ⁽³⁾

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
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
Khosla Ventures Seed Associates B, LLC		
<hr/>		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
<hr/>		
(Street)		
MENLO PARK	CA	94025
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
Khosla Ventures V, L.P.		
<hr/>		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
<hr/>		
(Street)		
MENLO PARK	CA	94025
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
Khosla Ventures Associates V, LLC		
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(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
<hr/>		
(Street)		
MENLO PARK	CA	94025
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
VK Services, LLC		
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(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
<hr/>		
(Street)		
MENLO PARK	CA	94025
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
KHOSLA VINOD		
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(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
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(Street)		
MENLO PARK	CA	94025
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(City)	(State)	(Zip)

Explanation of Responses:

1. Consists of securities held of record by Khosla Ventures Seed B, L.P. ("KV Seed B"), of which Khosla Ventures Seed Associates B, LLC ("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.

2. Consists of securities held of record by Khosla Ventures Seed B (CF), L.P. ("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.

3. 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.

4. Each earnout right represents a contingent right (based on the Reporting Person's ownership of common stock) to receive one share of the Issuer's common stock. The earnout rights were issued in connection with a business combination of the Issuer (the "Business Combination"). The earnout rights vest upon the Issuer's common stock achieving a closing price per share equal to or greater than \$20.00 for a period of at least 20 trading days out of 30 consecutive trading days during the period commencing on the 90th day following August 25, 2021 and ending on the 180th day following August 25, 2021. If the target closing price of the common stock is not achieved during such period, the earnout rights will be forfeited. The Reporting Person's right to receive additional shares of common stock pursuant to this earnout right became fixed and irrevocable on August 25, 2021, the effective date of the Business Combination.

Remarks:

	<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>09/03/2021</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>09/03/2021</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>09/03/2021</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>09/03/2021</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>09/03/2021</u>
	<u>/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC</u>	<u>09/03/2021</u>

/s/ John J. Demeter, as 09/03/2021
attorney in fact for Vinod
Khosla

** Signature of Reporting Date
Person

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 5 (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.