

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

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

Check this box to indicate that a  
transaction was made pursuant to a  
contract, instruction or written plan  
for the purchase or sale of equity  
securities of the issuer that is  
intended to satisfy the affirmative  
defense conditions of Rule 10b5-  
1(c). See Instruction 10.

|   |         |          |   |  |  |  |  |  |
|---|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Ocko Matthew</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>Rocket Lab USA, Inc. [ RKLB ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/14/2024</u>               |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person    |  |  |
| <u>C/O ROCKET LAB USA, INC.</u>                                 |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                            |  |  |  |  |  |
| <u>3881 MCGOWEN STREET</u>                                      |         |          |   |  |  |  |  |  |
| (Street)<br><u>LONG BEACH CA</u> <u>90808</u>                   |         |          |   |  |  |  |  |  |
| (City) (State) (Zip)  |         |          |   |  |  |  |  |  |

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                    | 11/14/2024                           |  | S                              |   | 578,215   | D          | \$17.7262 <sup>(1)</sup> | 2,351,135   | I  | See footnote <sup>(2)</sup>                           |
| Common Stock                    | 11/14/2024                           |  | S                              |   | 1,421,785   | D          | \$17.7262 <sup>(1)</sup> | 5,781,250   | I  | See footnote <sup>(3)</sup>                           |
| Common Stock                    | 11/15/2024                           |  | S                              |   | 973,192   | D          | \$18.2143 <sup>(4)</sup> | 1,377,943   | I  | See footnote <sup>(2)</sup>                           |
| Common Stock                    | 11/15/2024                           |  | S                              |   | 2,393,001   | D          | \$18.2143 <sup>(4)</sup> | 3,388,249   | I  | See footnote <sup>(3)</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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date |   |  |  |   |  |
|  |  |                                      |  | Code                           | V  | (A)  | (D)             | Title   | Amount or Number of Shares                 |  |   |  |

Explanation of Responses:

1. The price reported in column 4 is a weighted average price of the aggregate number of shares sold. These shares were sold in multiple transactions with 1,782,427 shares sold at prices ranging from \$17.2800 to \$18.2700, 197,712 shares sold at prices ranging from \$18.2800 to \$19.2500 and 19,861 shares sold at prices ranging from \$19.3000 to \$19.6600, inclusive. The Reporting Person undertakes to provide to Rocket Lab USA, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

2. Represents securities held of record by Data Collective IV, L.P. ("DCVC IV"). Data Collective IV GP, LLC ("DCVC IV GP") is the general partner of DCVC IV and has sole voting and dispositive power with regard to the securities held by DCVC IV. The Reporting Person is a managing member of DCVC IV GP and shares voting and dispositive power with respect to the securities held by DCVC IV. The Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of such securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities, except to the extent of his indirect pecuniary interest therein, if any.

3. Represents securities held of record by DCVC Opportunity Fund II, L.P. ("DCVC Opportunity Fund II"). DCVC Opportunity Fund II GP, LLC ("DCVC Opportunity Fund II GP") is the general partner of DCVC Opportunity Fund II and has sole voting and dispositive power with regard to the securities held by DCVC Opportunity Fund II. The Reporting Person is a managing member of DCVC Opportunity Fund II GP and shares voting and dispositive power with respect to the securities held by DCVC Opportunity Fund II. The Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of such securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities, except to the extent of his indirect pecuniary interest therein, if any.

4. The price reported in column 4 is a weighted average price of the aggregate number of shares sold. These shares were sold in multiple transactions with 1,067,717 shares sold at prices ranging from \$16.8800 to \$17.8750, 1,893,911 shares sold at prices ranging from \$17.8800 to \$18.8750 and 404,565 shares sold at prices ranging from \$19.0000 to \$19.4750, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

/s/ Adam Spice, as Attorney-in-Fact for Matthew Ocko  
11/18/2024

\*\* 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.**

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