

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* <u>Beck Peter</u> (Last) (First) (Middle) <u>C/O ROCKET LAB USA, INC.</u> <u>3881 MCGOWEN STREET</u> (Street) <u>LONG BEACH CA 90808</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rocket Lab USA, Inc. [RCLB]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/03/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, CEO and Chairman</u> 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
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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	12/03/2024		A		631,498 ⁽¹⁾	A	\$0	631,498	D	
Common Stock	12/03/2024		A		157,875 ⁽²⁾	A	\$0	789,373	D	
Common Stock								50,951,250	I	By Trust ⁽³⁾

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>Beck Peter</u> (Last) (First) (Middle) <u>C/O ROCKET LAB USA, INC.</u> <u>3881 MCGOWEN STREET</u> (Street) <u>LONG BEACH CA 90808</u> (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>Beck Kerry</u> (Last) (First) (Middle) <u>C/O ROCKET LAB USA, INC.</u> <u>3881 MCGOWEN STREET</u> (Street) <u>LONG BEACH CA 90808</u>
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Butler Warren		
(Last)	(First)	(Middle)
C/O ROCKET LAB USA, INC.		
3881 MCGOWEN STREET		
(Street)		
LONG BEACH	CA	90808
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Equatorial Trust		
(Last)	(First)	(Middle)
C/O ROCKET LAB USA, INC.		
3881 MCGOWEN STREET		
(Street)		
LONG BEACH	CA	90808
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Peek Street Equatorial Trustee Ltd		
(Last)	(First)	(Middle)
C/O ROCKET LAB USA, INC.		
3881 MCGOWEN STREET		
(Street)		
LONG BEACH	CA	90808
(City)	(State)	(Zip)

Explanation of Responses:

1. Represents restricted stock units ("RSUs") granted to Peter Beck under the Rocket Lab USA, Inc. 2021 Stock Option and Incentive Plan (the "2021 Plan"). Such RSUs will vest as follows: 5/16 of the RSUs will vest on March 1, 2025 and 1/16 of the RSUs will vest on each May 22, August 22, November 22 and March 1 thereafter, in each case subject to Peter Beck's continuous service relationship through each applicable vesting date. The RSUs were granted on December 3, 2024.

2. Represents RSUs granted to Peter Beck under the 2021 Plan. Such RSUs will vest in full on March 1, 2025, subject to Peter Beck's continuous service relationship through such vesting date. The RSUs were granted on December 3, 2024.

3. These shares are held directly by the Equatorial Trust (the "Trust"), a family trust settled by Peter Beck and Kerryn Beck. Peek Street Equatorial Trustee Limited (the "Trustee") is the trustee of the Trust and each of Peter Beck, Kerryn Beck and Warren Butler serve as a director of the Trustee with shared voting and investment control of the shares and, as a result, the Trustee and each such individual is deemed to be an indirect beneficial owner of these securities. Each reporting person disclaims beneficial ownership of these securities, except to the extent, if any, of his, her or its pecuniary interest therein, and the filing of this Form 4 is not an admission that any reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

/s/ Adam Spice, as Attorney-in-Fact for Peter Beck	12/05/2024
/s/ Adam Spice, as Attorney-in-Fact for Kerryn Beck	12/05/2024
/s/ Adam Spice, as Attorney-in-Fact for Warren Butler	12/05/2024
/s/ Adam Spice, as Attorney-in-Fact for Equatorial Trust	12/05/2024
/s/ Adam Spice, as Attorney-in-Fact for Peek Street Equatorial Trustee Limited	12/05/2024

** 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.

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.