

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or Section 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 20, 2021

VECTOR ACQUISITION CORPORATION
(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

001-39560
(Commission
File Number)

98-1550340
(IRS Employer
Identification Number)

One Market Street
Steuart Tower, 23rd Floor
San Francisco, CA 94105
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (415) 293-5000

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one Class A Ordinary Share, \$0.0001 par value, and one-third of one redeemable warrant	VACQU	The Nasdaq Stock Market LLC
Class A Ordinary Shares included as part of the units	VACQ	The Nasdaq Stock Market LLC
Redeemable warrants included as part of the units, each whole warrant exercisable for one Class A Ordinary Share at an exercise price of \$11.50	VACQW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders

On August 20, 2021, Vector Acquisition Corporation (“*Vector*”) held an annual general meeting of its shareholders (the “*General Meeting*”), at which holders of 23,613,609 ordinary shares (consisting of 15,613,609 Class A ordinary shares and 8,000,000 Class B ordinary shares) were present in person or by proxy, representing 59.03% of the voting power of Vector’s ordinary shares as of the date of the General Meeting, and constituting a quorum for the transaction of business. The proposals listed below are described in more detail in the definitive proxy statement/prospectus of Vector, which was filed with the Securities and Exchange Commission (the “*SEC*”) on July 21, 2021 (the “*Proxy Statement/Prospectus*”). A summary of the voting results at the General Meeting is set forth below:

The shareholders approved the Business Combination Proposal, the Domestication Proposal, the Governing Documents Proposals, the Nasdaq Proposal, the Equity Incentive Plan Proposal, the Employee Stock Purchase Plan Proposal and the Director Proposal (each as defined in the Proxy Statement/Prospectus).

The voting results for each proposal are provided below. There were no broker non-votes for any of the proposals.

The Business Combination Proposal:

For	Against	Abstain
22,806,594	575,588	231,427

The Domestication Proposal:

For	Against	Abstain
22,802,826	573,891	236,892

Governing Documents Proposal A:

For	Against	Abstain
22,524,318	744,014	345,277

Governing Documents Proposal B:

For	Against	Abstain
22,556,821	733,281	323,507

Governing Documents Proposal C:

For	Against	Abstain
22,716,225	629,365	268,019

The Nasdaq Proposal:

For	Against	Abstain
22,726,108	629,635	257,866

The Equity Incentive Plan Proposal:

For	Against	Abstain
22,523,170	759,922	330,517

The Employee Stock Purchase Plan Proposal:

For	Against	Abstain
22,643,958	656,069	313,582

The Director Proposal:

For	Against	Abstain
8,000,000	N/A	N/A

Pursuant to the Director Proposal, Vector elected David Kennedy as director to serve until the earlier of (i) the consummation of the Business Combination (as defined below) or (ii) the 2024 annual general meeting and, in each case, until his successor is appointed and qualified. As there were sufficient votes to approve the above proposal, the “Adjournment Proposal” described in the Proxy Statement/Prospectus was not presented to shareholders.

Based on the results of the General Meeting, and subject to the satisfaction or waiver of certain other closing conditions as described in the Proxy Statement/Prospectus, the transactions contemplated by that certain Agreement and Plan of Merger, dated as of March 1, 2021, by and among Vector, Prestige USA Merger Sub, Inc. and Rocket Lab USA, Inc. (the “*Business Combination*”) are expected to be consummated on August 25, 2021. Following the consummation of the Business Combination, the common stock and warrants of Rocket Lab USA, Inc. are expected to begin trading on the Nasdaq Capital Market under the symbols “RKLB” and “RKLBW,” respectively, on August 25, 2021.

Attached as Exhibit 99.1 hereto and incorporated by reference herein is the press release that was released on August 20, 2021 announcing the voting results at the General Meeting.

Item 8.01. Other Events.

In connection with the Business Combination, holders of 968,617 Class A ordinary shares exercised their right to redeem their shares for cash at a redemption price of approximately \$10.00 per share, for an aggregate redemption amount of \$9,686,170.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated August 20, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 20, 2021

VECTOR ACQUISITION CORPORATION

By: /s/ David Baylor

Name: David Baylor

Title: Chief Financial Officer

Vector Acquisition Corporation Shareholders Approve Proposed Merger With Rocket Lab*Transaction to Close on August 25, 2021**Combined Company to be Renamed “Rocket Lab USA, Inc.”**Common Stock and Warrants to Commence Trading on Nasdaq as “RKLB” and “RKLBW”, on August 25, 2021**Gross proceeds to Rocket Lab of \$777 million expected, combining funds held in Vector’s trust account and concurrent PIPE financing*

LONG BEACH, California, August 20, 2021 – Vector Acquisition Corporation (Nasdaq: VACQ) (“Vector”), a publicly traded special purpose acquisition company backed by leading technology investor Vector Capital, today announced that Vector’s shareholders voted to approve its proposed merger with Rocket Lab USA, Inc. (“Rocket Lab” or the “Company”), a global leader in launch and space systems, at its annual general meeting of shareholders held on August 20, 2021. Vector also announced that holders of less than 3% of its Class A ordinary shares have properly exercised their right to redeem their shares in connection with the proposed merger. As a result, the gross amount of cash that the combined company will receive from Vector’s trust account and concurrent PIPE financing upon the closing of these transactions, before transaction expenses, will equal approximately \$777 million.

The merger is scheduled to close on August 25, 2021, and the common stock and warrants of the combined company, which will be renamed “Rocket Lab USA, Inc.”, are set to commence trading on the Nasdaq Capital Market on August 25, 2021, under the new ticker symbols, “RKLB” and “RKLBW”, respectively.

“Rocket Lab has created a sustainable, affordable and innovative path to space, a feat once considered nearly impossible. We look forward to further supporting the Company, which is poised to lead the fast-growing space launch, systems and applications markets,” said Alex Slusky, CEO of Vector and Founder & Chief Investment Officer of Vector Capital. “This is an important milestone for Vector and Rocket Lab, and we are grateful for our shareholders’ overwhelming support as Rocket Lab continues its journey to becoming a public company.”

“This significant milestone accelerates our ability to unlock the full potential of space through our launch and spacecraft platforms,” said Peter Beck, Founder and CEO of Rocket Lab. “With the support of public shareholders, I’m excited to build on our established track record of mission success as we continue to transform the way we use and access space.”

The formal results of the vote will be included in a Current Report on Form 8-K to be filed by Vector with the Securities and Exchange Commission.

About Rocket Lab

Rocket Lab is a global leader in space, building rockets and spacecraft that make it easier to get to orbit and to do amazing things there. Founded in 2006, Rocket Lab provides end-to-end mission services that provide frequent and reliable access to space for civil, defense, and commercial markets. Headquartered in Long Beach, California, Rocket Lab designs and manufactures the Electron launch vehicles and Photon satellite platform and is developing the Neutron launch vehicle. Since its first orbital launch in January 2018, Rocket Lab’s Electron launch vehicle has become the second most frequently launched U.S. rocket

annually and has delivered more than 100 satellites to orbit for private and public sector organizations, enabling operations in national security, scientific research, space debris mitigation, Earth observation, climate monitoring, and communications. Rocket Lab has two launch sites, including a private orbital launch site located in New Zealand, and a second launch site in Virginia, USA expected to be operational by the end of 2021. Rocket Lab's Photon spacecraft platform has been selected to support NASA missions to the Moon and Mars, as well as the first private commercial mission to Venus. To learn more, visit www.rocketlabusa.com.

About Vector

Vector (Nasdaq: VACQ) is a blank check company led by veteran technology investor Alex Slusky. In addition to serving as CEO of Vector, Mr. Slusky is Founder and Chief Investment Officer of Vector Capital, a private investment firm focused on the technology sector. He has more than 25 years of experience investing in and operating private and public technology companies as well a deep understanding of trends, market cycles, vertical expertise, and the proven ability to identify, diligence, structure, and transform technology businesses. The company leverages the full resources of Vector Capital to transform operations and accelerate growth of its target investments. For additional information, visit <https://www.vectorcapital.com>.

Forward-Looking Statements

This press release may contain certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended, including statements regarding Vector's, Rocket Lab's or their respective management teams' expectations, hopes, beliefs, intentions or strategies regarding the future. The words "anticipate", "believe", "continue", "could", "estimate", "expect", "intends", "may", "might", "plan", "possible", "potential", "predict", "project", "should", "would" and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. These forward-looking statements are based on Vector's and Rocket Lab's current expectations and beliefs concerning future developments and involve a number of risks, uncertainties (some of which are beyond Vector's or Rocket Lab's control) or other assumptions. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including but not limited to: (i) the failure to satisfy the conditions to the consummation of the merger or the PIPE financing or the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement governing the merger or subscription agreements governing the PIPE financing and (ii) potential delays in the certification of Rocket Lab's flight termination system software by NASA, which could delay the timing of when our second launch site becomes operational. There can be no assurance that the future developments affecting Vector, Rocket Lab or any successor entity of the merger will be those that we have anticipated. Except as required by law, Vector and Rocket Lab are not undertaking any obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

For downloadable assets, please visit: www.rocketlabusa.com/mediaimages.

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