

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>01/07/2025</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) Form filed by One Reporting Person <input checked="" 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	01/07/2025		D		50,951,250	D	(1)	0	I	By Trust ⁽²⁾
Common Stock								789,373	D	

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	Title	Amount or Number of Shares				
Series A Convertible Participating Preferred Stock	(3)(4)	01/07/2025		A		50,951,250	(3)(4)	(3)(4)	Common Stock	50,951,250	(1)	50,951,250	I	By Trust ⁽²⁾

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> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Butler Warren</u> (Last) (First) (Middle) <u>C/O ROCKET LAB USA, INC.</u>

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. On January 7, 2025, the Equatorial Trust (the "Trust"), a family trust settled by Peter Beck and Kerryln Beck, disposed of 50,951,250 shares of common stock, par value \$0.0001 per share ("Common Stock") to the Issuer in exchange for 50,951,250 shares of Series A Convertible Participating Preferred Stock, \$0.0001 par value per share ("Series A Preferred Stock"), pursuant to the terms of the Exchange Agreement, dated December 3, 2024, between the Issuer and the Trust, approved by the Issuer's Board of Directors.
2. These shares are held directly by the Trust, a family trust settled by Peter Beck and Kerryln Beck. Peek Street Equatorial Trustee Limited (the "Trustee") is the trustee of the Trust and each of Peter Beck, Kerryln 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.
3. Each share of Series A Preferred Stock is convertible into one share of Common Stock at any time at the option of the holder, subject to certain adjustments such as in connection with stock dividends, distributions, stock splits and stock combinations.
4. Each share of Series A Preferred Stock held by the Trust will automatically convert into one share of Common Stock, upon the earliest to occur of (a) any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share of Series A Preferred Stock, except for certain permitted transfers described in the Issuer's amended and restated certificate of incorporation, as amended; (b) the first date on which Peter Beck shall no longer serve as the Chief Executive Officer or such other executive officer position of the Issuer as approved by its Board of Directors; (c) the death or permanent disability of Peter Beck; or (d) the first date on which the outstanding shares of Series A Preferred Stock no longer represent at least 5% of the beneficial ownership of the Issuer's outstanding Common Stock.

/s/ Adam Spice, as Attorney-in-Fact for Peter Beck	01/10/2025
/s/ Adam Spice, as Attorney-in-Fact for Kerryln Beck	01/10/2025
/s/ Adam Spice, as Attorney-in-Fact for Warren Butler	01/10/2025
/s/ Adam Spice, as Attorney-in-Fact for Equatorial Trust	01/10/2025
/s/ Adam Spice, as Attorney-in-Fact for Peek Street Equatorial Trustee Limited	01/10/2025

** 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.