

**ROCKET LAB USA, INC.**  
3881 McGowen Street  
Long Beach, California 90808

October 5, 2021

**VIA EDGAR**

Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549

Re: **Rocket Lab USA, Inc.**

**Registration Statement on Form S-1**

**File No. 333-259797**

To whom it may concern:

Pursuant to Rule 461(a) under the Securities Act of 1933, as amended, Rocket Lab USA, Inc. (the “**Company**”) hereby respectfully requests that the effective date of the Company’s Registration Statement on Form S-1 (File No. 333-259797), as amended, be accelerated by the Securities and Exchange Commission to 4:00 p.m. Washington D.C. time on October 7, 2021 or as soon as practicable thereafter.

We request that we be notified of such effectiveness by a telephone call to W. Stuart Ogg of Goodwin Procter LLP at (650) 752-3295 and that such effectiveness also be confirmed in writing.

Very truly yours,

Rocket Lab USA, Inc.

By: /s/ Adam Spice

Name: Adam Spice

Title: Chief Financial Officer

cc: Peter Beck, *Rocket Lab USA, Inc.*

Bonnie Nugent, *Goodwin Procter LLP*

Sebastian Bacon, *Goodwin Procter LLP*