

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ROCKET LAB USA, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

98-1550340
(I.R.S. Employer
Identification Number)

3881 McGowen Street
Long Beach, California 90808
(714) 465-5737
(Address of Principal Executive Offices)

Rocket Lab USA, Inc. 2021 Stock Option and Incentive Plan
Rocket Lab USA, Inc. 2021 Employee Stock Purchase Plan
(Full Title of the Plans)

Peter Beck
Rocket Lab USA, Inc.
President, Chief Executive Officer and Chairman
3881 McGowen Street
Long Beach, CA 90808
(714) 465-5737
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

W. Stuart Ogg
Goodwin Procter LLP
601 Marshall Street
Redwood City, CA 94063
(650) 752-3100

Arjun Kampani
Senior Vice President, General
Counsel and Secretary
Rocket Lab USA, Inc.
3881 McGowen Street
Long Beach, CA 90808
(714) 465-5737

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐
Non-accelerated filer ☒

Accelerated filer ☐
Smaller reporting company ☒
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 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the “Amendment”) to the Registration Statement on [Form S-8](#), File No. 333-264780 (the “Registration Statement”), is filed by Rocket Lab USA, Inc. (the “Registrant”) solely for the purpose of correcting a clerical error in the consent of the Independent Registered Public Accounting firm (the “Consent”) filed as Exhibit 23.1 to the Registration Statement. The corrected Consent is filed as [Exhibit 23.1](#) to this Amendment.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit No.	Description
4.1	<u>Certificate of Incorporation of Rocket Lab USA, Inc. (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by Rocket Lab USA, Inc. on August 30, 2021).</u>
4.2	<u>Bylaws of Rocket Lab USA, Inc. (incorporated by reference to Exhibit 3.2 to the Form 8-K filed by Rocket Lab USA, Inc. on August 30, 2021).</u>
5.1	<u>Opinion of Goodwin Procter LLP (incorporated by reference to Exhibit 5.1 to the Form S-8 filed by Rocket Lab USA, Inc. on May 9, 2022).</u>
23.1*	<u>Consent of Deloitte & Touche, LLP.</u>
23.2	<u>Consent of Goodwin Procter LLP (included as part of Exhibit 5.1).</u>
24.1	<u>Power of Attorney (incorporated by reference to the signature page to the Form S-8 filed by Rocket Lab USA, Inc. on May 9, 2022).</u>
99.1#	<u>Rocket Lab USA, Inc. 2021 Stock Option and Incentive Plan (incorporated by reference to Annex H to the Proxy Statement/Prospectus filed July 21, 2021).</u>
99.2#	<u>Rocket Lab USA, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Annex I to the Proxy Statement/Prospectus filed July 21, 2021).</u>
107	<u>Filing Fee Table (incorporated by reference to Exhibit 107 to the Form S-8 filed by Rocket Lab USA, Inc. on May 9, 2022).</u>

* Filed herewith.

Includes a management contract or compensatory plan.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Long Beach, California, on May 11, 2022.

Rocket Lab USA, Inc.

By: /s/ Peter Beck

Name: Peter Beck

Title: President, Chief Executive Officer and Chairman

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Position	Date
<u>/s/ Peter Beck</u> Peter Beck	President, Chief Executive Officer and Chairman (Principal Executive Officer)	May 11, 2022
<u>*</u> Adam Spice	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 11, 2022
<u>*</u> David Cowan	Director	May 11, 2022
<u>*</u> Michael Griffin	Director	May 11, 2022
<u>*</u> Matthew Ocko	Director	May 11, 2022
<u>*</u> Jon Olson	Director	May 11, 2022
<u>*</u> Merline Saintil	Director	May 11, 2022
<u>*</u> Alex Slusky	Director	May 11, 2022
<u>*</u> Sven Strohband	Director	May 11, 2022
<u>* /s/ Peter Beck</u> Peter Beck As Attorney-in-Fact		

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement No. 333-264780 on Form S-8 of our report dated March 23, 2022, relating to the financial statements of Rocket Lab USA, Inc., appearing in the Annual Report on Form 10-K of Rocket Lab USA, Inc. for the year ended December 31, 2021.

/s/ Deloitte & Touche, LLP

Los Angeles, CA

May 11, 2022