
United States
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 4)*

Rocket Lab USA, Inc.

(Name of Issuer)

Common Stock
(Class of Securities)

773122106
(CUSIP Number)

Bessemer Venture Partners
1865 Palmer Avenue, Suite 104
Larchmont, NY 10528
(914) 833-5300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 26, 2023
(Date of Event Which Requires Filing of Statement on Schedule 13D)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), checking the following box. ☐

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | | | |
|---|--|--|--|
| (1) | Name of Reporting Persons: Bessemer Venture Partners VIII Institutional L.P. | | |
| (2) | Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | | |
| (3) | SEC Use Only: | | |
| (4) | Source of Funds (See Instructions): WC | | |
| (5) | Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): <input type="checkbox"/> | | |
| (6) | Citizenship or Place of Organization: Cayman Islands | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (7) | Sole Voting Power 22,243,247 (1) | |
| | (8) | Shared Voting Power 0 | |
| | (9) | Sole Dispositive Power 22,243,247 (1) | |
| | (10) | Shared Dispositive Power 0 | |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person: 22,243,247 (1) | | |
| (12) | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/> | | |
| (13) | Percent of Class Represented by Amount in Row (11): 4.6% (1) (2) | | |
| (14) | Type of Reporting Person (See Instructions): PN | | |

- (1) Excludes 3,593,763 and 2,988,220 Company Earnout Shares (as defined in the Merger Agreement) that may be issued to Bessemer Venture Partners VIII Institutional L.P. (“**BVP VIII Inst**”) and Bessemer Venture Partners VIII, L.P. (“**BVP VIII**” and together with BVP VIII Inst, the “**BVP VIII Funds**”), respectively, pursuant to the Agreement and Plan of Merger by and among Vector Acquisition Corporation, Rocket Lab USA, Inc. and Prestige USA Merger Sub, Inc., dated as of March 1, 2021 and attached as Annex A attached to the Prospectus for the Issuer’s predecessor in interest and previously known as Vector Acquisition Corporation filed with the Securities and Exchange Commission on June 25, 2021 (as amended, the “**Merger Agreement**”).
- (2) The percent of class was calculated based on 485,886,993 shares of common stock, par value \$0.0001 per share (“**Common Stock**”) issued and outstanding as of November 3, 2023 as disclosed in the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission by Rocket Lab USA, Inc. on November 8, 2023.

| | | | |
|---|--|--|--|
| (1) | Name of Reporting Persons: Bessemer Venture Partners VIII L.P. | | |
| (2) | Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | | |
| (3) | SEC Use Only: | | |
| (4) | Source of Funds (See Instructions): WC | | |
| (5) | Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): <input type="checkbox"/> | | |
| (6) | Citizenship or Place of Organization: Cayman Islands | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (7) | Sole Voting Power 18,495,297 (1) | |
| | (8) | Shared Voting Power 0 | |
| | (9) | Sole Dispositive Power 18,495,297 (1) | |
| | (10) | Shared Dispositive Power 0 | |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person: 18,495,297 (1) | | |
| (12) | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/> | | |
| (13) | Percent of Class Represented by Amount in Row (11): 3.8% (1)(2) | | |
| (14) | Type of Reporting Person (See Instructions): PN | | |

| | | | |
|---|--|--|--|
| (1) | Name of Reporting Persons: Deer VIII & Co. L.P. | | |
| (2) | Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | | |
| (3) | SEC Use Only: | | |
| (4) | Source of Funds (See Instructions): AF | | |
| (5) | Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): <input type="checkbox"/> | | |
| (6) | Citizenship or Place of Organization: Cayman Islands | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (7) | Sole Voting Power 40,738,544 (1) | |
| | (8) | Shared Voting Power 0 | |
| | (9) | Sole Dispositive Power 40,738,544 (1) | |
| | (10) | Shared Dispositive Power 0 | |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person: 40,738,544 (1) | | |
| (12) | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/> | | |
| (13) | Percent of Class Represented by Amount in Row (11): 8.4% (1) (2) | | |
| (14) | Type of Reporting Person (See Instructions): PN | | |

| | | | |
|---|--|--|--|
| (1) | Name of Reporting Persons: Deer VIII & Co. Ltd. | | |
| (2) | Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | | |
| (3) | SEC Use Only: | | |
| (4) | Source of Funds (See Instructions): AF | | |
| (5) | Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): <input type="checkbox"/> | | |
| (6) | Citizenship or Place of Organization: Cayman Islands | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (7) | Sole Voting Power 40,738,544 (1) | |
| | (8) | Shared Voting Power 0 | |
| | (9) | Sole Dispositive Power 40,738,544 (1) | |
| | (10) | Shared Dispositive Power 0 | |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person: 40,738,544 (1) | | |
| (12) | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/> | | |
| (13) | Percent of Class Represented by Amount in Row (11): 8.4% (1) (2) | | |
| (14) | Type of Reporting Person (See Instructions): CO | | |

This Amendment No. 4 (this “Amendment”) to Schedule 13D (the “Schedule 13D”) is being filed by Bessemer Venture Partners VIII Institutional L.P. (“BVP VIII Inst”), Bessemer Venture Partners VIII L.P. (“BVP VIII”), and together with BVP VIII Inst, the “BVP VIII Funds”), Deer VIII & Co. L.P. (“Deer VIII LP”), and Deer VIII & Co. Ltd., (“Deer VIII Co,” and collectively with the BVP VIII Funds and Deer VIII LP, the “Reporting Persons”), which is the general partner of Deer VIII LP. Capitalized terms used but not otherwise defined in this Amendment shall have the meanings ascribed to them in the Schedule 13D. Except as otherwise specifically amended in this Amendment, items in the Schedule 13D remain unchanged.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As of December 31, 2023, BVP VIII Inst had sole voting and dispositive power with respect to 22,243,247 shares of Common Stock of the Issuer, constituting approximately 4.6% of the Issuer’s Common Stock.

As of December 31, 2023, BVP VIII had sole voting and dispositive power with respect to 18,495,297 shares of Common Stock of the Issuer, constituting approximately 3.8% of the Issuer’s Common Stock.

As of December 31, 2023, Deer VIII LP, as the general partner of each of the BVP VIII Funds may be deemed to have sole voting and dispositive power with respect to all 40,738,544 shares of Common Stock of the Issuer owned by the BVP VIII Funds, constituting approximately 8.4% of the Issuer’s Common Stock.

As of December 31, 2023, Deer VIII Co, as the general partner of Deer VIII LP may be deemed to have sole voting and dispositive power with respect to all 40,738,544 shares of Common Stock of the Issuer owned by the BVP VIII Funds, constituting approximately 8.4 % of the Issuer’s Common Stock.

The percent of class was calculated based on 485,886,993 shares of Common Stock issued and outstanding as of November 3, 2023 as disclosed in the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission by Rocket Lab USA, Inc. on November 8, 2023.

The shares of Issuer’s Common Stock reported in this Item 5 do not include the Earnout Shares described in Item 4 of the Schedule 13D.

(b)

Regarding the number of shares as to which such person has:

(i) sole power to vote or to direct the vote: See line 7 of cover sheets

(ii) shared power to vote or to direct the vote: See line 8 of cover sheets

(iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets.

(iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets

(c) On July 26, 2023, BVP VIII and BVP VIII Inst distributed, for no consideration, an aggregate of 8,142,482 shares (the “Distributed Shares”), of the Issuer’s Common Stock to their limited partners and to Deer VIII L.P., representing each such partner’s pro rata interest in such Distributed Shares. On the same date, one or more of such limited partner(s) distributed, for no consideration, the Distributed Shares to certain of its or their members in an amount equal to each such member’s or members’ respective pro rata interests in the Distributed Shares. Finally, on the same date, Deer VIII L.P. distributed, for no consideration, the Distributed Shares it received from the distributions to its partners in an amount equal to each such partner’s pro rata interest in the Distributed Shares.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, shares of the Issuer’s Common Stock beneficially owned by any of the Reporting Persons.

(e) Not applicable

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- | | |
|--------------|---|
| Exhibit 99.1 | Agreement regarding filing of joint Schedule 13D (incorporated by reference to Exhibit 99.1 to Schedule 13D filed by the Reporting Persons with the SEC on September 7, 2021). |
| Exhibit 99.2 | Second Amended and Restated Registration Rights Agreement, dated as of August 25, 2021, by and among Rocket Lab USA, Inc. (formerly known as Vector Acquisition Delaware Corporation), Vector Acquisition Partners, L.P. and certain other parties thereto (incorporated by reference to Exhibit 10.2 of the Current Report on Form 8-K filed by Issuer with the SEC on August 31, 2021). |

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: February 14, 2024

BESSEMER VENTURE PARTNERS VIII L.P.
BESSEMER VENTURE PARTNERS VIII
INSTITUTIONAL L.P.

By: Deer VIII & Co. L.P., their General Partner

By: Deer VIII & Co. Ltd., its General Partner

By: /s/ Scott Ring
Scott Ring, General Counsel

DEER VIII & CO. L.P.

By: Deer VIII & Co. Ltd., its General Partner

By: /s/ Scott Ring
Scott Ring, General Counsel

DEER VIII & CO. LTD.

By: /s/ Scott Ring
Scott Ring, General Counsel

Notice Address:

c/o Bessemer Venture Partners
1865 Palmer Avenue
Suite 104
Larchmont, NY 10538
Tel. 914-833-5300