

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): August 12, 2025

ROCKET LAB CORPORATION
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39560
(Commission File Number)

39-2182599
(IRS Employer
Identification No.)

3881 McGowen Street
Long Beach, California
(Address of Principal Executive Offices)

90808
(Zip Code)

Registrant's Telephone Number, Including Area Code: 714 465-5737

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 of 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
Common Stock, par value \$0.0001 per share	RKLB	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 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 7.01 Regulation FD Disclosure.

On August 12, 2025, Rocket Lab Corporation (the “Company”) issued a press release announcing the closing of the previously announced acquisition (the “Acquisition”) of the parent holding company of GEOST LLC (“GEOST”). A copy of the press release is attached hereto and furnished herewith as Exhibit 99.1.

The information set forth under this Item 7.01 and in Exhibit 99.1 is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and is not to be incorporated by reference into any filing of the registrant under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in any such filing, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

On August 12, 2025, the Company’s wholly-owned subsidiary Rocket Lab USA, Inc. completed the previously announced Acquisition of GEOST, paying closing consideration of \$125 million in cash and issuing 3,057,588 shares of the Company’s common stock, \$0.0001 par value (“Common Stock”). The agreement (the “Purchase Agreement”) related to the Acquisition provides for an additional potential earnout of up to \$50 million of cash payments to the seller tied to future revenue targets of GEOST’s business.

On August 12, 2025, the Company filed with the Securities and Exchange Commission (the “SEC”) a prospectus supplement to the prospectus included in the Company’s registration statement on Form S-3ASR filed with the SEC on March 11, 2025 (File No. 333-285707), as amended by the Post-Effective Amendment No. 1 filed with the SEC on May 27, 2025 (the “Registration Statement”), covering the resale by a certain selling stockholder of up to 3,057,588 shares of the Company’s Common Stock issued in a private placement in connection with the Acquisition. The prospectus supplement was filed in accordance with the Purchase Agreement. A copy of the legal opinion of Goodwin Procter LLP relating to the shares covered by the prospectus supplement is filed herewith as Exhibit 5.1, and is filed with reference to, and is hereby incorporated by reference in, the Registration Statement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
99.1	Press Release of Rocket Lab Corporation, dated August 12, 2025, announcing the closing of the GEOST acquisition
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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.

ROCKET LAB CORPORATION

Date: August 12, 2025

By: /s/ Adam Spice
Adam Spice
Chief Financial Officer



Goodwin Procter LLP
601 Marshall St.
Redwood City, CA 94063

goodwinlaw.com

+1 650 752 3100

August 12, 2025

Rocket Lab Corporation
3881 McGowen Street
Long Beach, California 90808

Re: Securities Registered under Registration Statement on Form S-3

We have acted as counsel to you in connection with the Registration Statement on Form S-3ASR (File No. 333-285707) filed on March 11, 2025 by Rocket Lab USA, Inc. and Post-Effective Amendment No. 1 to such Registration Statement on Form S-3ASR filed on May 27, 2025 (as amended or supplemented, the "Registration Statement") by Rocket Lab Corporation, a Delaware corporation (the "Company") with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "Securities Act"), which became effective upon its filing. You have asked us to deliver this opinion in connection with the registration of the offering of up to 3,057,588 shares (the "Shares") of common stock of the Company, par value \$0.0001 per share, pursuant to the Registration Statement, with all of such Shares to be sold by the selling stockholder listed under "Selling Stockholder" in the prospectus supplement to the Registration Statement filed by the Company pursuant to Rule 424(b)(7) of the Securities Act on August 12, 2025.

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and validly issued and are fully paid and non-assessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in 74 *Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm under the caption “Legal Matters” in the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

Rocket Lab Closes Acquisition of Geost, Expanding Its National Security Capabilities with Launch, Spacecraft, and Now Payloads

The acquisition expands Rocket Lab's end-to-end mission solutions with advanced electro-optical and infrared payloads for missile warning, tracking, and space domain awareness.

Long Beach, California – August 12, 2025 – Rocket Lab Corporation (Nasdaq: RKLB) (“Rocket Lab” or the “Company”), a global leader in launch services and space systems, today announced it has completed the acquisition of the parent holding company of Geost, LLC (“Geost”), a leading developer of electro-optical and infrared (EO/IR) sensor systems for national security space missions, from Lightridge Solutions, a portfolio company of ATL Partners. The acquisition, first announced on May 27, 2025, was completed for \$275 million before closing adjustments, comprising approximately \$125 million in cash and 3,057,588 shares of Rocket Lab common stock, with an additional potential earnout of up to \$50 million tied to future revenue targets of Geost’s business.

With the closing of the transaction, Rocket Lab secures its status as a disruptive prime contractor for next-generation defense initiatives like the Golden Dome for America concept, and the Space Development Agency’s Proliferated Warfighter Space Architecture, adding Optical Systems to its portfolio of capabilities as a provider of complete, mission-ready spacecraft for U.S. national security programs.

Geost’s EO/IR technologies support missile warning and tracking, tactical intelligence, surveillance, reconnaissance, Earth observation, and space domain awareness, core capabilities critical to U.S. space assets operating in increasingly contested environments. Founded in 2004, Geost brings a proven record of performance across classified and unclassified missions, supplying resilient payloads that enhance national security and space situational awareness. In combining with Rocket Lab, Geost will tap into the Company’s resources and manufacturing expertise to boost high-volume production, making EO/IR technologies available at scale.

Rocket Lab founder and CEO, Sir Peter Beck, says: “Being able to quickly build and deploy entire satellite systems is the cornerstone of future U.S. defense strategy, and with this acquisition, we’re accelerating the delivery of mission critical payloads that support U.S. national security projects. This acquisition strengthens our role in building the resilient, responsive space architecture envisioned under Golden Dome, combining Geost’s proven sensing technologies with Rocket Lab’s ability to scale fast, secure, and integrated space solutions.”

Bill Gattle, CEO of Lightridge Solutions, adds: “This is a pivotal next step for Geost. Becoming part of Rocket Lab enables Geost to take its sensing technologies further, faster—joining forces with a company that’s redefining space system delivery. Geost is excited to partner with a team that shares a commitment to speed, innovation, and national purpose. Together, Geost and Rocket Lab can scale production, accelerate delivery, and strengthen the critical space capabilities our nation depends on.”

Geost will continue to operate in Arizona and Virginia, expanding Rocket Lab’s footprint across North America. In acquiring Geost, Rocket Lab will gain the company’s extensive product assets and manufacturing facilities and laboratories, intellectual property, and product inventory.

###

Rocket Lab Media Contact

Lindsay McLaurin
media@rocketlabusa.com

+ About Rocket Lab

Founded in 2006, Rocket Lab is an end-to-end space company with an established track record of mission success. We deliver reliable launch services, satellite manufacture, spacecraft components, and on-orbit management solutions that make it faster, easier, and more affordable to access space. Headquartered in Long Beach, California, Rocket Lab designs and manufactures the Electron small orbital launch vehicle, the HASTE suborbital launch vehicle for hypersonic tests, a family of flight proven spacecraft, and the larger Neutron launch vehicle for constellation deployment. 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. Rocket Lab has deployed 200+ payloads from its launch sites in the United States and New Zealand for private and public sector organizations, enabling operations in national security, scientific research, space debris mitigation, Earth observation, climate monitoring, and communications. Rocket Lab’s family of spacecraft have been selected to support NASA missions to the Moon and Mars, as well as the first private commercial mission to Venus. Rocket Lab has three launch pads at two launch sites, including two launch pads at a private orbital launch site located in New Zealand and a third launch pad in Virginia. To learn more, visit www.rocketlabusa.com.

+ About Geost

Founded in 2004, Geost, LLC, a LightRidge Solutions Company and portfolio company of ATL Partners, is a rapidly growing producer of affordable high-performance optical systems for critical national security space missions. The company has served its core National Security Space customer base since its founding and employs over 100 high performing professionals. For more information on Geost visit: <https://www.geost.com>.

+ About ATL Partners:

Founded in 2014, ATL Partners is a premier sector-focused private equity firm that invests in commercial aerospace, national security, and transportation & logistics companies. ATL brings deep sector expertise to its investment approach with experienced investment professionals and strong operating executives who have decades of combined experience in each of ATL's core sectors. For more information about ATL Partners, visit <https://www.atlpartners.com>.

+ Forward Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We intend such forward-looking statements to be covered by the safe harbor provisions for forward looking statements contained in Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements contained in this press release other than statements of historical fact, including, without limitation, statements regarding the financial and business impact of the transaction and the anticipated benefits of the transaction, our ability to integrate the acquired business with our product and service offerings, our launch and space systems operations, launch schedule and window, safe and repeatable access to space, Neutron development, operational expansion and business strategy are forward-looking statements. The words "believe," "may," "will," "estimate," "potential," "continue," "anticipate," "intend," "expect," "strategy," "future," "could," "would," "project," "plan," "target," and similar expressions are intended to identify forward-looking statements, though not all forward-looking statements use these words or expressions. These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including but not limited to risks related to the integration of proposed acquisitions, including our ability to achieve the anticipated benefits of the proposed transaction and successfully integrate Geost's technologies, product offerings and operations, as well as the factors, risks and uncertainties included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, as such factors may be updated from time to time in our other filings with the Securities and Exchange Commission (the "SEC"), accessible on the SEC's website at www.sec.gov and the Investor Relations section of our website at www.rocketlabusa.com, which could cause our actual results to differ materially from those indicated by the forward-looking statements made in this press release. Any such forward-looking statements represent management's estimates as of the date of this press release. While we may elect to update such forward-looking statements at some point in the future, we disclaim any obligation to do so, even if subsequent events cause our views to change.
