

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): October 30, 2023

ROCKET LAB USA, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39560
(Commission File Number)

98-1550340
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On October 30, 2023, Rocket Lab USA, Inc. (the “Company”) increased the size of its Board of Directors (the “Board”) in accordance with the Company’s Amended and Restated Bylaws from eight to nine directors, creating one vacancy on the Board. On October 30, 2023, the Board appointed Lt. Gen. Nina M. Armagno (Ret.) as a Class III director to fill a newly created vacancy on the Board, with an initial term expiring at the Company’s 2024 annual meeting of stockholders. The Company determined that Lt. Gen. Armagno (Ret.) qualifies as an “independent director” for purposes of The Nasdaq Stock Market listing standards. Lt. Gen. Armagno (Ret.) is expected to be appointed to serve on the Board’s Government Security Committee.

Lt Gen. Armagno (Ret.) has served as the Director of Staff, Headquarters for U.S. Space Force since August 2020. From June 2018 to August 2020, she served as the Director, Plans and Policy, U.S. Strategic Command. Prior to her role with the U.S. Strategic Command, Lt. Gen. Armagno (Ret.) directed the development and procurement of space programs for the Air Force and crafted program strategies for representing Air Force positions to Headquarters U.S. Air Force, the office of the Secretary of Defense, Congress, and the White House. She is also a member of The Council on Foreign Relations. Lt. Gen. Armagno (Ret.) holds a Bachelor of Science in Biology from the U.S. Air Force Academy, a Master of Arts in Education Administration and Management from Chapman University, and a Master of Science in National Security Studies from National War College. We believe Lt. Gen. Armagno (Ret.) is qualified to serve on our Board due to her demonstrated leadership and experience in the U.S. Air Force and U.S. Space Force.

Lt. Gen. Armagno (Ret.) will receive cash compensation pursuant to the Company’s standard non-employee director compensation as described in the Company’s Amended and Restated Non-Employee Director Compensation Policy (“Policy”) filed as Exhibit 10.27 to the Company’s most recent Annual Report on Form 10-K (the “Annual Report”), which was filed with the Securities and Exchange Commission (the “SEC”) on March 7, 2023. Her annual cash retainer will be prorated for 2023 to reflect her expected term. In addition, pursuant to the Policy, on the date of her election or appointment, Lt. Gen. Armagno (Ret.) will receive a one-time grant of restricted stock units with a value of \$360,000, referred to as the initial grant, that will vest in three equal annual installments over three years, subject to Lt. Gen. Armagno (Ret.)’s continued service through each applicable vesting date. On the date of each annual meeting of stockholders of our Company, Lt. Gen. Armagno (Ret.) will receive a grant of restricted stock units with a value of \$180,000, referred to as the annual grant, that will vest in full on the earlier of (i) the one year anniversary of the grant date, or (ii) the next annual meeting of our stockholders, subject to Lt. Gen. Armagno (Ret.)’s continued service through the applicable vesting date; provided, that notwithstanding the foregoing, at the next annual meeting of stockholders of our Company, in lieu of the annual grant, Lt. Gen. Armagno (Ret.) will receive a pro-rata portion of the annual grant based on the time between her appointment and such next annual meeting of stockholders. The equity awards granted under the Policy are subject to full acceleration of vesting upon the sale of the Company.

In connection with Lt. Gen. Armagno (Ret.)’s appointment to the Board, the Company will enter into an indemnification agreement with Lt. Gen. Armagno (Ret.) in accordance with the Company’s standard practice and pursuant to the form previously approved by the Board, which form was filed as Exhibit 10.1 to the Annual Report.

There have not been any transactions since the beginning of the Company’s last fiscal year, nor are there any proposed transactions, in which the Company was or is to be a participant involving amounts exceeding \$120,000 and in which Lt. Gen. Armagno (Ret.) had or will have a direct or indirect material interest. There are no arrangements or understandings between Lt. Gen. Armagno (Ret.) and the Company or any other persons pursuant to which Lt. Gen. Armagno (Ret.) was appointed as a director of the Company.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
99.1	Press Release: Rocket Lab USA, Inc. Announces the Appointment of Lt. Gen. Nina M. Armagno (Ret.) as a Director.
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 thereunto duly authorized.

ROCKET LAB USA, INC.

Date: November 1, 2023

By: /s/ Arjun Kampani
Arjun Kampani
Senior Vice President, General Counsel, and Corporate Secretary

Rocket Lab Welcomes Lt. Gen. Nina Armagno to Board of Directors

Long Beach, California. November 1, 2023 – Rocket Lab USA, Inc. (Nasdaq: RKLB) (“Rocket Lab” or “the Company”), a global leader in launch services and space systems, today announced that retired U.S. Space Force Lt. Gen. Nina Armagno has been appointed to the Company’s Board of Directors.

Lt. Gen. Armagno joins the Rocket Lab Board after serving more than 35 years in leadership positions for the U.S. Air Force and U.S. Space Force. During her service in the U.S. Armed Forces, she served as the Director of Plans & Policy for the U.S. Strategic Command and as the Director for Space Programs at the Office of the Assistant Secretary for Acquisition for the Air Force. She was the first lieutenant general officer appointed to, and Director of Staff for, the Space Force where she established the first new military branch in 72 years, before retiring from active duty in July 2023. She had previously commanded the 30th and 45th Space Wings, the 21st Operations Group, and the 6th Space Warning Squadron.

“Nina has an accomplished background in space operations and national defense as part of her distinguished military career and we’re thrilled to have her bring this wealth of knowledge to Rocket Lab,” said Rocket Lab founder and CEO Peter Beck. “Our board is comprised of world class leaders and carefully selected subject-matter experts. Nina further strengthens this line-up as we continue to scale our launch and space systems businesses.”

Since 2021, Lt. Gen. Armagno has served as a member of the Council on Foreign Relations, a non-profit organization specializing in U.S. foreign policy and international relations. She holds a B.S. from the U.S. Air Force Academy, an M.A. from Chapman University, and an M.S. in National Security Studies from the National War College. She has received numerous awards including a Defense Distinguished Service Medal, two Air Force Distinguished Service Medals, two Defense Superior Service Medals, and three Legions of Merit.

+ Rocket Lab Media Contact
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MEDIA RELEASE

+ 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 Photon satellite platform, and the Company is developing the large 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 and has delivered 171 satellites to orbit 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 Photon spacecraft platform has 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.

+ 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 our launch and space systems operation, launch schedule and window, safe and repeatable access to space, Neutron development, operational expansion, business strategy, and expectations relating to our financial condition, results of operations, plans, objectives and future performance 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 the factors, risks and uncertainties included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, 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.

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