

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Bessemer Venture Partners VIII L.P.</u> (Last) (First) (Middle) <u>C/O BESSEMER VENTURE PARTNERS</u> <u>1865 PALMER AVENUE, SUITE 104</u> (Street) <u>LARCHMONT NY 10538</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rocket Lab USA, Inc. [RCLB]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>08/24/2022</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/24/2022		J ⁽¹⁾⁽²⁾		4,071,241 ⁽¹⁾⁽²⁾	D	⁽¹⁾⁽²⁾	65,165,990 ⁽⁴⁾	I	See footnotes ⁽³⁾⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Bessemer Venture Partners VIII L.P.</u> (Last) (First) (Middle) <u>C/O BESSEMER VENTURE PARTNERS</u> <u>1865 PALMER AVENUE, SUITE 104</u> (Street) <u>LARCHMONT NY 10538</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Bessemer Venture Partners VIII Institutional L.P.</u> (Last) (First) (Middle) <u>C/O BESSEMER VENTURE PARTNERS</u> <u>1865 PALMER AVE., SUITE 104</u> (Street) <u>LARCHMONT NY 10538</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Deer VIII & Co. L.P.</u> (Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS		
1865 PALMER AVE., SUITE 104		
<hr/>		
(Street)		
LARCHMONT	NY	10538
<hr/>		
(City)	(State)	(Zip)
<hr/>		
1. Name and Address of Reporting Person*		
<u>Deer VIII & Co. Ltd.</u>		
<hr/>		
(Last)	(First)	(Middle)
C/O BESSEMER VENTURE PARTNERS		
1865 PALMER AVE., SUITE 104		
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(Street)		
LARCHMONT	NY	10538
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. On August 24, 2022 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 referred to collectively, the "Funds") distributed, for no consideration shares 2,222,898 and 1,848,343 shares, respectively (collectively, the "Shares"), of Common Stock to their limited partners and to Deer VIII & Co. L.P. ("Deer L.P."), representing each such partner's pro rata interest in such Shares. On the same date, one or more of such limited partner(s) distributed, for no consideration, the 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 Shares. Finally, on the same date, Deer L.P. distributed, for no consideration, the Shares it received from the distributions to its partners in an amount equal to each such partner's pro rata interest in the Shares.

2. (Continued from footnote 1) All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.

3. Deer VIII & Co. Ltd. ("Deer Ltd.") is the general partner of Deer L.P. which is the general partner of each of the Funds. Deer Ltd. and Deer L.P. disclaim beneficial ownership of the securities held by the Funds, and this report shall not be deemed an admission that Deer Ltd. and Deer L.P. are the beneficial owners of such securities, except to the extent of their pecuniary interest therein, if any, by virtue of their direct and indirect general partner interests in the Funds.

4. As of the date hereof, BVP VIII Inst and BVP VIII own 35,580,633 shares of Common Stock and 29,585,357 shares of Common Stock, respectively.

Remarks:

<u>/s/ Scott Ring, General Counsel, Deer VIII & Co. Ltd., the General Partner of Deer VIII & Co. L.P., the General Partner of Bessemer Venture Partners VIII L.P.</u>	<u>08/25/2022</u>
<u>/s/ Scott Ring, General Counsel, Deer VIII & Co. Ltd., the General Partner of Deer VIII & Co. L.P., the General Partner of Bessemer Venture Partners VIII Institutional L.P.</u>	<u>08/25/2022</u>
<u>/s/ Scott Ring, General Counsel, Deer VIII & Co. Ltd., the General Partner of Deer VIII & Co. L.P.</u>	<u>08/25/2022</u>
<u>/s/ Scott Ring, General Counsel, Deer VIII & Co. Ltd.</u>	<u>08/25/2022</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.