

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIESFiled 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 *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol	
Bessemer Venture Partners VIII L.P.			8/25/2021		Rocket Lab USA, Inc. [RKLBI]	
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVE., SUITE 104			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
(Street)			5. If Amendment, Date Original Filed(MM/DD/YYYY)		6. Individual or Joint/Group Filing(Check Applicable Line)	
LARCHMONT, NY 10538					<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)						

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	81450954 (1)	I	See footnotes (1)(2)(3)

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Earnout Rights (Common Stock)	(4)	(4)	Common Stock	6581983 (4)(5)	(4)	I	See footnotes (2)(3)(4)(5)

Explanation of Responses:

- (1) As of the date hereof, 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") own 44,472,226 shares of Common Stock and 36,978,728 shares of Common Stock, respectively.
- (2) Deer VIII & Co. Ltd. ("Deer Ltd.") is the general partner of Deer VIII & Co. L.P. ("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.
- (3) David Cowan is a director of Deer Ltd. and was elected as a member of the board of directors of the Issuer effective immediately following the Second Effective Time as defined in that Agreement and Plan of Merger, dated March 1, 2021, and amended by Amendment No. 1 thereto, dated May 7, 2021 and Amendment No. 2 thereto, dated June 25, 2021, by and among the Issuer, Rocket Lab USA, Inc. and Prestige USA Merger Sub, Inc. The shares of Issuer Common Stock and earnouts rights described in footnotes (1) and (5), respectively, were acquired by the Funds prior to Mr. Cowan joining the board of directors of the Issuer.
- (4) Each earnout right represents a contingent right to receive one share of the Issuer's Common Stock. The earnout rights vest upon the Issuer's Common Stock achieving a closing price per share equal to or greater than \$20.00 for a period of at least 20 trading days out of 30 consecutive trading days during the period commencing on the 90th day following August 25, 2021 and ending on the 180th day following August 25, 2021. If the target closing stock price is not achieved during such period, the earnout rights will be forfeited.
- (5) As of the date hereof, BVP VIII Inst and BVP VIII hold the right to acquire 3,593,763 and 2,988,220 shares, respectively, of the Issuer's Common Stock upon the satisfaction of the earnout right vesting conditions described in footnote (4) above.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bessemer Venture Partners VIII L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538		X		
Bessemer Venture Partners VIII Institutional L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538		X		
Deer VIII & Co. L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538		X		
Deer VIII & Co. Ltd. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538		X		

Signatures

/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.	9/7/2021
Signature of Reporting Person	Date
/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.	9/7/2021
Signature of Reporting Person	Date
/s/ Scott Ring, General Counsel, Deer VIII & Co. Ltd., the General Partner of Deer VIII & Co. L.P.	9/7/2021
Signature of Reporting Person	Date
/s/ Scott Ring, General Counsel, Deer VIII & Co. Ltd.	9/7/2021
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 5(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.

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