

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
O'Donnell Shaun	Rocket Lab USA, Inc. [RKL B]	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
(Last) (First) (Middle) C/O ROCKET LAB USA, INC., 3881 MCGOWEN STREET	3. Date of Earliest Transaction (MM/DD/YYYY) 9/6/2022	EVP - Global Operations
(Street) LONG BEACH 90808	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	9/6/2022		M		724772 (1)	A	(2)
					905485 (3)	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(4)	9/6/2022		M			724772	(4)	(4)	Common Stock	724772	\$0.00	0	D	

Explanation of Responses:

- (1) Represents 241,590 shares of common stock issued on settlement of Restricted Stock Units ("RSUs") on September 6, 2022, and 483,182 RSUs subject to service-based vesting.
- (2) Each RSU represents a contingent right to receive one share of the issuer's common stock upon settlement.
- (3) Includes 241,590 shares of common stock issued on settlement of RSUs on September 6, 2022; 483,182 RSUs previously reported in Table II that remain subject to service-based vesting requirements described in note 4 below; and 180,713 shares of common stock.
- (4) The RSUs are subject to both a service-based vesting condition and liquidity-based vesting condition. The liquidity-based vesting condition was waived by the Board for these RSUs on September 6, 2022. One-third of the RSUs satisfied the service-based vesting condition on August 22, 2022 and were settled for 241,590 shares of common stock on September 6, 2022, and the remaining two-thirds of the RSUs vest in eight substantially equal quarterly installments on each November 22nd, March 1st, May 22nd and August 22nd thereafter. As a result of the waiver of the liquidity-based vesting condition, the reporting person has elected to report the remaining unvested RSUs on Table I.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Donnell Shaun C/O ROCKET LAB USA, INC. 3881 MCGOWEN STREET LONG BEACH 90808			EVP - Global Operations	

Signatures

/s/ Adam Spice, as Attorney-in-Fact for Shaun O'Donnell

9/8/2022

**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.

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