

# FORM 4

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

### 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

OMB APPROVAL  
OMB Number: 3235-0287  
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1. Name and Address of Reporting Person * <b>Ocko Matthew</b>  (Last) (First) (Middle) <b>C/O ROCKET LAB USA, INC., 3881 MCGOWEN STREET</b>  (Street) <b>LONG BEACH, CA 90808</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Rocket Lab USA, Inc. [ RCLB ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <b>11/14/2024</b>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	11/14/2024		S		578,215	D	\$17.7262 <sup>(1)</sup>	2,351,135	I	See footnote <sup>(2)</sup>
Common Stock	11/14/2024		S		1,421,785	D	\$17.7262 <sup>(1)</sup>	5,781,250	I	See footnote <sup>(2)</sup>
Common Stock	11/15/2024		S		973,192	D	\$18.2143 <sup>(4)</sup>	1,377,943	I	See footnote <sup>(2)</sup>
Common Stock	11/15/2024		S		2,393,001	D	\$18.2143 <sup>(4)</sup>	3,388,249	I	See footnote <sup>(2)</sup>

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

#### Explanation of Responses:

- The price reported in column 4 is a weighted average price of the aggregate number of shares sold. These shares were sold in multiple transactions with 1,782,427 shares sold at prices ranging from \$17.2800 to \$18.2700, 197,712 shares sold at prices ranging from \$18.2800 to \$19.2500 and 19,861 shares sold at prices ranging from \$19.3000 to \$19.6600, inclusive. The Reporting Person undertakes to provide to Rocket Lab USA, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- Represents securities held of record by Data Collective IV, L.P. ("DCVC IV"). Data Collective IV GP, LLC ("DCVC IV GP") is the general partner of DCVC IV and has sole voting and dispositive power with regard to the securities held by DCVC IV. The Reporting Person is a managing member of DCVC IV GP and shares voting and dispositive power with respect to the securities held by DCVC IV. The Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of such securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities, except to the extent of his indirect pecuniary interest therein, if any.
- Represents securities held of record by DCVC Opportunity Fund II, L.P. ("DCVC Opportunity Fund II"). DCVC Opportunity Fund II GP, LLC ("DCVC Opportunity Fund II GP") is the general partner of DCVC Opportunity Fund II and has sole voting and dispositive power with regard to the securities held by

DCVC Opportunity Fund II. The Reporting Person is a managing member of DCVC Opportunity Fund II GP and shares voting and dispositive power with respect to the securities held by DCVC Opportunity Fund II. The Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of such securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities, except to the extent of his indirect pecuniary interest therein, if any.

- (4) The price reported in column 4 is a weighted average price of the aggregate number of shares sold. These shares were sold in multiple transactions with 1,067,717 shares sold at prices ranging from \$16.8800 to \$17.8750, 1,893,911 shares sold at prices ranging from \$17.8800 to \$18.8750 and 404,565 shares sold at prices ranging from \$19.0000 to \$19.4750, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ocko Matthew C/O ROCKET LAB USA, INC. 3881 MCGOWEN STREET LONG BEACH, CA 90808	X			

Signatures

/s/ Adam Spice, as Attorney-in-Fact for Matthew Ocko

11/18/2024

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 control number.