

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ROCKET LAB USA, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

98-1550340
(I.R.S. Employer Identification Number)

**3881 McGowen Street
Long Beach, California 90808
(714) 465-5737**
(Address of Registrant's Principal Executive Offices)

**Rocket Lab USA, Inc. 2021 Stock Option and Incentive Plan
Rocket Lab USA, Inc. 2021 Employee Stock Purchase Plan
(Full title of the plans)**

**Peter Beck
Rocket Lab USA, Inc.
President, Chief Executive Officer and Chairman
3881 McGowen Street
Long Beach, CA 90808
(714) 465-5737**
(Name, address and telephone number of agent for service)

With a copy to:

**W. Stuart Ogg
Goodwin Procter LLP
601 Marshall Street
Redwood City, California 94063
Tel: (650) 752-3100**

**Arjun Kampani
Senior Vice President, General Counsel and Corporate Secretary
Rocket Lab USA, Inc.
3881 McGowen Street
Long Beach, CA 90808
(714) 465-5737**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act. ☐

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Rocket Lab USA, Inc. (the “Registrant”) to register (i) 23,774,554 additional shares of common stock, par value \$0.0001 per share (“Common Stock”) reserved for issuance under the Rocket Lab USA, Inc. 2021 Stock Option and Incentive Plan (the “2021 Plan”) and (ii) 4,754,910 additional shares of Common Stock reserved for issuance under the Rocket Lab USA, Inc. 2021 Employee Stock Purchase Plan (the “ESPP”), pursuant to an “evergreen” provision in the 2021 Plan and ESPP, respectively. The Registrant previously registered shares of its Common Stock for issuance under the 2021 Plan and ESPP under the following registration statements: a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on November 1, 2021 (Registration No. [333-260671](#)); and a Registration Statement on Form S-8 filed with the SEC on May 9, 2022, as amended by post-effective amendment no. 1 filed with the SEC on May 12, 2022 (Registration No. [333-264780](#)). Pursuant to Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above with respect to the shares of Common Stock registered under the 2021 Plan and ESPP, except to the extent supplemented or amended or superseded by the information set forth or incorporated herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit Number	Exhibit Title	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.1	Certificate of Incorporation.	8-K	001-39560	3.1	August 30, 2021
4.2	Bylaws.	8-K	001-39560	3.2	August 30, 2021
5.1	Opinion of Goodwin Procter LLP.	Filed herewith			
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.	Filed herewith			
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1).				
24.1	Power of Attorney (contained on signature page hereto).				
99.1	Rocket Lab USA, Inc. 2021 Stock Option and Incentive Plan	Proxy (S-4)	333-257440	Annex H	July 21, 2021
99.2	Rocket Lab USA, Inc. 2021 Employee Stock Purchase Plan	Proxy (S-4)	333-257440	Annex I	July 21, 2021
107	Filing Fee Table.	Filed herewith			

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Long Beach, California, on March 24, 2023.

ROCKET LAB USA, INC.

By: /s/ Adam Spice
Adam Spice
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Peter Beck and Adam Spice, and each of them, as his or her true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Position	Date
<u>/s/ Peter Beck</u> Peter Beck	President, Chief Executive Officer and Chairman (Principal Executive Officer)	March 24, 2023
<u>/s/ Adam Spice</u> Adam Spice	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 24, 2023
<u>/s/ Edward Frank</u> Edward Frank	Director	March 24, 2023
<u>/s/ Michael Griffin</u> Michael Griffin	Director	March 24, 2023
<u>/s/ Matthew Ocko</u> Matthew Ocko	Director	March 24, 2023
<u>/s/ Jon Olson</u> Jon Olson	Director	March 24, 2023
<u>/s/ Merline Saintil</u> Merline Saintil	Director	March 24, 2023
<u>/s/ Alex Slusky</u> Alex Slusky	Director	March 24, 2023
<u>/s/ Sven Strohband</u>	Director	March 24, 2023



Goodwin Procter LLP
601 Marshall St.
Redwood City, CA 94063
goodwinlaw.com
+1 650 752 3100

March 24, 2023

Rocket Lab USA, Inc.
3881 McGowen Street
Long Beach, CA 90808

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 28,529,464 shares (the "Shares") of common stock, \$0.0001 par value per share ("Common Stock"), of Rocket Lab USA, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2021 Stock Option and Incentive Plan and the Company's 2021 Employee Stock Purchase Plan (collectively, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in 74 *Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 7, 2023, relating to the financial statements of Rocket Lab USA, Inc and the effectiveness of Rocket Lab USA, Inc.'s internal control over financial reporting appearing in the Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

Los Angeles, CA

March 24, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Rocket Lab USA, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.0001 per share	Other ⁽²⁾	28,529,464 ⁽³⁾	\$3.88 ⁽²⁾	\$110,694,320.32	0.00011020	\$12,198.51
Total Offering Amounts					\$110,694,320.32		\$12,198.51
Total Fees Previously Paid							—
Total Fee Offsets⁽⁴⁾							—
Net Fee Due							\$12,198.51

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) shall also cover any additional shares of Common Stock, par value \$0.0001 per share (“Common Stock”) of Rocket Lab USA, Inc. (the “Registrant”) that become issuable under the Registrant’s 2021 Stock Option and Incentive Plan (the “2021 Plan”) and the 2021 Employee Stock Purchase Plan (the “ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.

(2) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$3.88 per share, which is the average of the high and low prices of Common Stock on March 20, 2023, as reported on the Nasdaq Global Select Market.

(3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2021 Plan on January 1, 2023 pursuant to “evergreen” provisions contained in the 2021 Plan and the ESPP. Pursuant to such provision, the number of shares reserved for issuance automatically increases on January 1 for (a) the 2021 Plan in an amount equal to the lesser of (i) five percent (5%) of outstanding shares issued and outstanding on the immediately preceding December 31 or (ii) such lesser number of shares as approved by the Administrator and (b) the ESPP in an amount equal to the lesser of (i) 9,980,000 shares of Common Stock, (ii) one percent (1%) of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31, or (iii) such lesser number of shares of Common Stock as determined by the Administrator.

(4) The Registrant does not have any fee offsets.