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.

OMB APPROVAL
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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

1. Name and Address of Reporting Person *				2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer							
			D.	امما	lzat I ah	TICA	A T	na I	DIZI	D 1			(Check all app	olicable)			
				Kocket Lab USA, Inc. [KKLB]								X Director		X 10	% Owner		
(Last) (First) (Middle)				3. Date of Earliest Transaction (MM/DD/YYYY)							7)		re title belov			halow)	
C/O ROCKET LAB USA, INC., 3881					1/7/2025								resident, er				
(Stree	et)		4.	If A	Amendme	nt, Da	ite O)rigina	l Filed	(MM/D	D/YY	YYY)	6. Individual o	or Joint/G	roup Filing	(Check Appl	licable Line)
CH, CA 9	0808												Form filed by	One Reporti	ng Person		
		<i>)</i>													Person		
11y) (State	(Zip	·)											L				
		Table I -	- Non-Dei	riva	ative Sec	urities	s Ac	auired	l. Disn	osed o	of, or	· Ber	neficially Owne	d			
									, 1		,				ally Owned	6.	7. Nature
1.Title of Security (Instr. 3) 2. Trans.				Execution		(Instr. 8)		or Disposed of (D)				Following Reported				of Indirect	
				Da	ite, ii any			(1	(Instr. 3, 4 and 5)			- [instr. 3 and 4)			Direct (D)	Beneficial Ownership
										(A)	or					or Indirect	(Instr. 4)
						Cod	le	V	Amount			Price				4)	
Common Stock 1/7/20:			1/7/2025			D		5	0,951,25	50 D)	<u>(1)</u>			0	I	By Trust (2)
															789,373	D	
Tab	le II - Der	ivative S	Securities	Be	neficially	Own	ed (<i>e.g.</i> , p	uts, ca	lls, wa	arraı	nts, (options, conver	tible secu	rities)		
2.	3. Trans.	3A.	4. Trans.	Derivative Acquired Disposed		re Securities (A) or of (D)				Securities Unde Derivative Secu						11. Nature of Indirect	
or Exercise		Execution						Derivativ				Security		y Securities 5) Beneficially	Form of Benerative Owner	Beneficial	
Price of		Date, if an	y								r. 3 an	d 4)	(Instr. 5)			Ownership (Instr. 4)	
											1		Τ.	<u> </u>	Following	Direct (D)	(Ilisti. 4)
								Date			Title		Amount or Number of				
			Code	V	(A)		(D)	Exercis	sable Da	te			Shares		(Instr. 4)	4)	
1		1															
(3)(4)	1/7/2025		A		50,95	1 250		(3)(4	4)	(3)(4)	Con	nmon	50,951,250	(1)	50,951,250	I	By
	(First) ET LAB (STREE (Streen Streen Stree	(First) (Minimal Content of the cont	(First) (Middle) ET LAB USA, INC., 388 I STREET (Street) CH, CA 90808 ity) (State) (Zip) Table I - Derivative S 2. Conversion or Exercise Of Price of Derivative S 2. Conversion or Exercise Date of Date, if an Date, if an Date of Date of Date, if an Date of Date, if an Date of Date of Date, if an Date of	(First) (Middle) 3. CT LAB USA, INC., 3881 I STREET (Street) 4. CH, CA 90808 ity) (State) (Zip) Table I - Non-Determination of Exercise Price of Derivative Security Security 3. Trans. Date Deemed Execution Date, if any Code (Instr. 8)	(First) (Middle) 3. Date (Instr. 8) Roc (First) (Middle) 3. Date (Instr. 8) Roc (First) (Middle) 3. Date (Instr. 8) Roc (First) (Middle) 3. Date (Instr. 8)	Rocket Lab (First) (Middle) 3. Date of Earl ET LAB USA, INC., 3881 I STREET (Street) 4. If Amendme CH, CA 90808 ity) (State) (Zip) Table I - Non-Derivative Sec 2. Trans. Date Execution Date, if any 1/7/2025 Table II - Derivative Securities Beneficially 1/7/2025 Table II - Derivative Securities Derivative Security 2. Conversion or Exercise Price of Derivative Security Acquired Line (Instr. 8) 5. Number Code Execution Date, if any [Instr. 8] 5. Number Code (Instr. 8) 4. Trans. Code Derivative Security Security Security Security Security Security Security	Rocket Lab USA (First) (Middle) 3. Date of Earliest Tr (Street) 4. If Amendment, Date of Earliest Tr (Street) 4. If Amendment, Date of Earliest Tr (Street) 5. Table I - Non-Derivative Securities 2. Trans. Date 2A. Deemed Execution Date, if any 3. Trans. 3.	Rocket Lab USA, I (First) (Middle) 3. Date of Earliest Transc ET LAB USA, INC., 3881 I STREET (Street) 4. If Amendment, Date C CH, CA 90808 ity) (State) (Zip) Table I - Non-Derivative Securities Ac 2. Trans. Date Execution Date, if any Code 1/7/2025 D Table II - Derivative Securities Beneficially Owned (Instr. 8) Conversion or Exercise Price of Derivative Security 3. Trans. Date Deemed Execution Date, if any 4. Trans. Code Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Rocket Lab USA, Inc. [(First) (Middle) 3. Date of Earliest Transaction 1/7/202 STREET (Street) 4. If Amendment, Date Origina CH, CA 90808 ity) (State) (Zip) Table I - Non-Derivative Securities Acquired 2. Trans. Date Execution Date, if any 1/7/2025 D Table II - Derivative Securities Beneficially Owned (e.g., p. 1/2) 2. Conversion or Exercise Price of Derivative Securities Execution Date, if any Table II - Derivative Securities Beneficially Owned (e.g., p. 1/2) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Execution Date, if any Date Execution Date Execution Date Execution Date, if any	Rocket Lab USA, Inc. [RKL (First) (Middle) 3. Date of Earliest Transaction (MM/DI STREET (Street) 4. 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Date 2A. Deemed 2. A. Deemed 3. Trans. Code 4. Securities Acquired, Disposed of (Doctor) [3. Trans. Date 2. Deemed 3. Trans. Code 4. Securities Acquired, Disposed of (Doctor) [4. If Amendment, Date Original Filed (MM/DCH) [5. Number of 5. Number o	Rocket Lab USA, Inc. [RKLB] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) ET LAB USA, INC., 3881 1/7/2025 (Street) 4. If Amendment, Date Original Filed (MM/DD/YY CH, CA 90808 (ity) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Disposed of (Instr. 8) 2. Trans. Date Execution Date, if any 1/7/2025 D 50,951,250 D Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warra 2. Conversion or Exercise Price of Date Execution Date, if any 2. Code V Amount (A) or Disposed of (D) (Instr. 8) Code V Amount (D) I Securities Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Execution Date, if any Deemed Code Execution Date, if any Detrivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Exercisable Date Expiration Title Exercisable Date Exercisable Date Exercisable Date Exercisable Date Exercisable Date Exercisable Title	Rocket Lab USA, Inc. [RKLB] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) TLAB USA, INC., 3881 1/7/2025 (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) Table I - Non-Derivative Securities Acquired, Disposed of, or Bet Execution Date, if any Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, Date Deemed of Execution Date, if any Date Execution Date, if any Date Execution Date Derivative Security Date Exercisable Date Expiration Tittle	Rocket Lab USA, Inc. [RKLB] (Check all approximate of the president of	Rocket Lab USA, Inc. [RKLB] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) TABUSA, INC., 3881 1/7/2025 4. If Amendment, Date Original Filed (MM/DD/YYYY) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Zip) 6. Individual or Joint/Given Form filed by One Report No. 2 Form filed by One Report No. 2 Form filed by More than Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Trans. Date Execution Date, if any 1/7/2025 D S0.951,250 1/7/2025 D S0.951,250 D S1. Trans. Date Deemed Execution Date, if any 1/7/2025 D S0.951,250 D S0.951	Rocket Lab USA, Inc. [RKLB] Sample Check all applicable Check all applicable	Check all applicable X_Director X_Officer (give title below) Other (specify President, CEO and Chairman Check Apple Check Appl

Explanation of Responses:

- (1) On January 7, 2025, the Equatorial Trust (the "Trust"), a family trust settled by Peter Beck and Kerryn Beck, disposed of 50,951,250 shares of common stock, par value \$0.0001 per share ("Common Stock") to the Issuer in exchange for 50,951,250 shares of Series A Convertible Participating Preferred Stock, \$0.0001 par value per share ("Series A Preferred Stock"), pursuant to the terms of the Exchange Agreement, dated December 3, 2024, between the Issuer and the Trust, approved by the Issuer's Board of Directors.
- (2) These shares are held directly by the Trust, a family trust settled by Peter Beck and Kerryn Beck. Peek Street Equatorial Trustee Limited (the "Trustee") is the trustee of the Trust and each of Peter Beck, Kerryn Beck and Warren Butler serve as a director of the Trustee with shared voting and investment control of the shares and, as a result, the Trustee and each such individual is deemed to be an indirect beneficial owner of these securities. Each reporting person disclaims beneficial ownership of these securities, except to the extent, if any, of his, her or its pecuniary interest therein, and the filing of this Form 4 is not an admission that any reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (3) Each share of Series A Preferred Stock is convertible into one share of Common Stock at any time at the option of the holder, subject to certain adjustments such as in connection with stock dividends, distributions, stock splits and stock combinations.
- (4) Each share of Series A Preferred Stock held by the Trust will automatically convert into one share of Common Stock, upon the earliest to occur of (a) any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share of Series A Preferred Stock, except for certain permitted

transfers described in the Issuer's amended and restated certificate of incorporation, as amended; (b) the first date on which Peter Beck shall no longer serve as the Chief Executive Officer or such other executive officer position of the Issuer as approved by its Board of Directors; (c) the death or permanent disability of Peter Beck; or (d) the first date on which the outstanding shares of Series A Preferred Stock no longer represent at least 5% of the beneficial ownership of the Issuer's outstanding Common Stock.

Reporting Owners

Demonting Orymon Name / Address	Relationships							
Reporting Owner Name / Address	Director 10% Owner Officer							
Beck Peter C/O ROCKET LAB USA, INC. 3881 MCGOWEN STREET LONG BEACH, CA 90808	x	X	President, CEO and Chairman	L				
Beck Kerryn C/O ROCKET LAB USA, INC. 3881 MCGOWEN STREET LONG BEACH, CA 90808		X						
Butler Warren C/O ROCKET LAB USA, INC. 3881 MCGOWEN STREET LONG BEACH, CA 90808		X						
Equatorial Trust C/O ROCKET LAB USA, INC. 3881 MCGOWEN STREET LONG BEACH, CA 90808		X						
Peek Street Equatorial Trustee Ltd C/O ROCKET LAB USA, INC. 3881 MCGOWEN STREET LONG BEACH, CA 90808		X						

Signatures

/s/ Adam Spice, as Attorney-in-Fact for Peter Beck	1/10/2025	
**Signature of Reporting Person	Date	
/s/ Adam Spice, as Attorney-in-Fact for Kerryn Beck	1/10/2025	
**Signature of Reporting Person	Date	
/s/ Adam Spice, as Attorney-in-Fact for Warren Butler	1/10/2025	
**Signature of Reporting Person	Date	
/s/ Adam Spice, as Attorney-in-Fact for Equatorial Trust	1/10/2025	
**Signature of Reporting Person	Date	
/s/ Adam Spice, as Attorney-in-Fact for Peek Street Equatorial Trustee Limited	1/10/2025	
**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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