

FORM 3

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

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INITIAL STATEMENT OF 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 * KHOSLA VENTURES SEED B, L.P.	2. Date of Event Requiring Statement (MM/DD/YYYY) 8/25/2021	3. Issuer Name and Ticker or Trading Symbol Rocket Lab USA, Inc. [RKLBI]
(Last) (First) (Middle) 2128 SAND HILL ROAD	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) _____ Other (specify below) _____	
(Street) MENLO PARK, CA 94025	5. If Amendment, Date Original Filed(MM/DD/YYYY)	6. Individual or Joint/Group Filing(Check Applicable Line) ____ 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	53762806	I	See footnote (1)
Common Stock	3051809	I	See footnote (2)
Common Stock	58190180	I	See footnote (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	4344527	(4)	I	See footnote (1)
Earnout Rights (Common Stock)	(4)	(4)	Common Stock	246614	(4)	I	See footnote (2)
Earnout Rights (Common Stock)	(4)	(4)	Common Stock	4702300	(4)	I	See footnote (3)

Explanation of Responses:

- (1) Consists of securities held of record by Khosla Ventures Seed B, L.P. ("KV Seed B"), of which Khosla Ventures Seed Associates B, LLC ("KVA Seed B") is the general partner. Vinod Khosla is the managing member of VK Services, LLC ("VK Services"), which is the sole manager of KVA Seed B. Each of KVA Seed B, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV Seed B, and each of KVA Seed B, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV Seed B. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its respective pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (2) Consists of securities held of record by Khosla Ventures Seed B (CF), L.P. ("KV Seed B (CF)"), of which KVA Seed B is the general partner. Vinod Khosla is the managing member of VK Services, which is the sole manager of KVA Seed B. Each of KVA Seed B, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV Seed B (CF), and each of KVA Seed B, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV Seed B (CF). Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its respective pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an

admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (3) Consists of securities held of record by Khosla Ventures V, L.P. ("KV V"), of which Khosla Ventures Associates V, LLC ("KVA V") is the general partner. Vinod Khosla is the managing member of VK Services, which is the sole manager of KVA V. Each of KVA V, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV V, and each of KVA V, VK Services, and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV V. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (4) Each earnout right represents a contingent right (based on the Reporting Person's ownership of common stock) to receive one share of the Issuer's common stock. The earnout rights were issued in connection with a business combination of the Issuer (the "Business Combination"). 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 price of the common stock is not achieved during such period, the earnout rights will be forfeited. The Reporting Person's right to receive additional shares of common stock pursuant to this earnout right became fixed and irrevocable on August 25, 2021, the effective date of the Business Combination.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KHOSLA VENTURES SEED B, L.P. 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
KHOSLA VENTURES SEED B (CF), L.P. 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
Khosla Ventures Seed Associates B, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
Khosla Ventures V, L.P. 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
Khosla Ventures Associates V, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
VK Services, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
KHOSLA VINOD 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		

Signatures

/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Seed Associates B, LLC, in its capacity as general partner of Khosla Ventures Seed B, L.P.

9/3/2021

--Signature of Reporting Person

Date

/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Seed Associates B, LLC, in its capacity as general partner of Khosla Ventures Seed B (CF), L.P.

9/3/2021

--Signature of Reporting Person

Date

/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Seed Associates B, LLC

9/3/2021

--Signature of Reporting Person

Date

/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates V, LLC, in its capacity as general partner of Khosla Ventures V, L.P.

9/3/2021

--Signature of Reporting Person

Date

/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates V, LLC

9/3/2021

--Signature of Reporting Person

Date

/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC

9/3/2021

--Signature of Reporting Person

Date

/s/ John J. Demeter, as attorney in fact for Vinod Khosla

9/3/2021

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.

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.