

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

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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

-	2. I	ssue	r Name	and Ticke	r or	Tradir	g Symbo	ol			rting Persor	(s) to Issu	ıer
	Ro	cke	t Lab	USA, Ir	ıc.	[RK	LB]			,,			
	3. I	Date	of Earli	est Transac	ction	1 (MM/	DD/YYYY))		e title below			pelow)
3881				6/23	3/20)22							
	4. I	f Am	nendmer	nt, Date Oi	rigin	al File	d (MM/DI	D/YYY	Y) 6. Individual of	or Joint/G	roup Filing	(Check Appl	icable Line)
												erson	
le I - No	n-Der	ivati	ve Secu	rities Acq	uire	ed, Dis	sposed of	f, or I	Beneficially Owne	ed			
1. Title of Security (Instr. 3)		2A. Deemed Execution Date, if any		3. Trans. Coo (Instr. 8)	le	or Disposed of (D)			Following Reported Transaction(s)			Beneficial Ownership	
				Code	V		nt (Ď)		e			or Indirect (I) (Instr. 4)	(Instr. 4)
6/23/	/2022			A		38090	(<u>1)</u> A	\$0.0)	38090		D	
				,					7				
3A. Deemed A. Trans. Code Execution Date, if any						and Expiration Date Secur Deriv			ties Underlying tive Security	Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Code	V	(A)	(D)									
	2. Tran	3. 1 3881 4. 1 le I - Non-Der 2. Trans. Date 6/23/2022 ve Securities Deemed 4. Trans. (Instr. 8)	Rocke 3. Date 3881 4. If Am de I - Non-Derivati 2. Trans. Date 2A. If Exect Date, 2A. I	Rocket Lab 3. Date of Earli 3881 4. If Amendmen 4. If Amendmen 2. Trans. Date Execution Date, if any 2. Trans. Date Execution Date, if any 2. Trans. Date Execution Date, if any 3. Deemed Execution Date, if any	Rocket Lab USA, In 3. Date of Earliest Transact 4. If Amendment, Date On 4. If Amendment, Date On 2. Trans. Date 2A. Deemed Execution Date, if any Code 6/23/2022 A Code Code	Rocket Lab USA, Inc. 3. Date of Earliest Transaction 6/23/20 4. If Amendment, Date Origin 2. Trans. Date 2A. Deemed Execution Date, if any 2A. Deemed Instr. 8) Code V Code Code V Code Code	Rocket Lab USA, Inc. [RK 3. Date of Earliest Transaction (MM/I 6/23/2022 4. If Amendment, Date Original File 2. Trans. Date 2A. Deemed Execution Date, if any 2A. Deemed 2A. Dee	Rocket Lab USA, Inc. [RKLB] 3. Date of Earliest Transaction (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DI 2. Trans. Date 2A. Deemed Execution Date, if any 2A. Deemed (Instr. 8) (Instr. 8) (Instr. 3, 4 and 5) 2. Trans. Date 2A. Deemed (Instr. 8) (Instr. 3, 4 and 5) Code V	Rocket Lab USA, Inc. [RKLB] 3. Date of Earliest Transaction (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 2. Trans. Date 2. Deemed Execution Date, if any 2. Trans. Code (Instr. 8) 2. Trans. Ode (Instr. 8) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Trans. Code (Instr. 8) 2. Trans. Code (Instr. 8) 4. Trans. Code (Instr. 8) 5. Trans. Code (Instr. 8) 6. Date Exercisable and Expiration Date (Instr. 8) 6. Date Exercisable (Instr. 8	Rocket Lab USA, Inc. [RKLB] 3. Date of Earliest Transaction (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 6. Individual of X_ Form filed by Securities Acquired, Disposed of, or Beneficially Owned (Instr. 8) 2. Trans. Date Execution Date, if any 2. Trans. Date Code V Amount (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V Amount (D) Price (Instr. 3 and 4) 2. Trans. Code (Instr. 8) Code V Amount (D) Price (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4)	Rocket Lab USA, Inc. [RKLB] 3. Date of Earliest Transaction (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. Individual or Joint/Good More than Cooding the Individual Or Joint/Good More tha	Rocket Lab USA, Inc. [RKLB] 3. Date of Earliest Transaction (MM/DD/YYYY) 6. Individual or Joint/Group Filing Officer (give title below) 7. Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by More tha	Rocket Lab USA, Inc. [RKLB] 3. Date of Earliest Transaction (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. Individual or Joint/Group Filing (Check Appl X_Form filed by One Reporting Person Form filed by More than One Reporting Person 6. Individual or Joint/Group Filing (Check Appl X_Form filed by One Reporting Person Form filed by More than One Reporting Person 6. Individual or Joint/Group Filing (Check Appl X_Form filed by One Reporting Person Form filed by More than One Reporting Person 6. Ownership Form: Direct (D) (Instr. 3, 4 and 5) 6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 6. Ownership Form: Direct (D) (Instr. 3 and 4) 7. Title and Amount of Securities Securities Application Date Code (Instr. 8) 8. Price of Pollowing Reported Transaction(s) (Instr. 3) 9. Number of Derivative Securities Application Date Securities Underlying Derivative Securities Convertible Security (Instr. 3) 10. Ownership Form: Direct (D) (Instr. 3) 10. Ownership Form: Dir

Explanation of Responses:

(1) Represents restricted stock units ("RSUs") granted to Michael D. Griffin under the Rocket Lab USA, Inc. Amended and Restated Non-Employee Director Compensation Policy. Such RSUs will vest in full on the earlier of (i) the one-year anniversary of the grant date or (ii) the next Annual Meeting of Stockholders. The RSUs were granted on June 23, 2022.

Reporting Owners

Reporting Owners							
Paparting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
GRIFFIN MICHAEL D C/O ROCKET LAB USA, INC. 3881 MCGOWEN STREET							
LONG BEACH, CA 90808							

Signatures

/s/ Adam Spice, as Attorney-in-Fact for Michael D. Griffin

6/27/2022

**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.

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.