

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.

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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 (Check all applicable)		
Beck Peter			Rocket Lab USA, Inc. [RKL B]			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)			<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
C/O ROCKET LAB USA, INC., 3881 MCGOWEN STREET			9/11/2023			President, CEO and Chairman		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
LONG BEACH, CA 90808						<input type="checkbox"/> Form filed by One Reporting Person		
(City) (State) (Zip)						<input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

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	9/11/2023		S		3,600,000	D	\$5.62	50,951,250	I	By Equatorial Trust (1)

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) Held directly by the Equatorial Trust (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 the reported securities. Each reporting owner disclaims his, her or its beneficial ownership of the reported securities except to the extent of his, her or its pecuniary interest.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beck Peter C/O ROCKET LAB USA, INC. 3881 MCGOWEN STREET LONG BEACH, CA 90808	X	X	President, CEO and Chairman	
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

<u>/s/ Adam Spice as Attorney-in-Fact for Peter Beck</u>	<u>9/13/2023</u>
--Signature of Reporting Person	Date
<u>/s/ Adam Spice, as Attorney-in-Fact for Kerry Beck</u>	<u>9/13/2023</u>
--Signature of Reporting Person	Date
<u>/s/ Adam Spice, as Attorney-in-Fact for Warren Butler</u>	<u>9/13/2023</u>
--Signature of Reporting Person	Date
<u>/s/ Adam Spice, as Attorney-in-Fact for Equatorial Trust</u>	<u>9/13/2023</u>
--Signature of Reporting Person	Date
<u>/s/ Adam Spice, as Attorney-in-Fact for Peek Street Equatorial Trustee Limited</u>	<u>9/13/2023</u>
--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.