

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.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL
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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. (Last) (First) (Middle) 2128 SAND HILL ROAD (Street) MENLO PARK, CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Rocket Lab USA, Inc. [RKLB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) ____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) 5/9/2024		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	5/9/2024		J ⁽¹⁾		10,752,561	D	\$0	13,440,703	I	See footnote ⁽²⁾
Common Stock	5/9/2024		J ⁽²⁾		610,362	D	\$0	762,953	I	See footnote ⁽⁴⁾
Common Stock								37,823,617	I	See footnote ⁽⁶⁾

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) On May 9, 2024, 10,752,561 shares of Common Stock held by Khosla Ventures Seed B, L.P. ("KV Seed B") were distributed to the limited partners and general partners of KV Seed B in a pro rata distribution for no consideration. Of such distributed shares, 5,250,280 shares of Common Stock were received by Khosla Ventures Seed Associates B, LLC ("KVA Seed B").
- (2) Consists of securities held of record by KV Seed B, of which 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.
- (3) On May 9, 2024, 610,362 shares of Common Stock held by Khosla Ventures Seed B (CF), L.P. ("KV Seed B (CF)") were distributed to the limited partners and general partners of KV Seed B (CF) in pro rata distributions for no consideration. Of such distributed shares, 209,255 shares of Common Stock were received by KVA Seed B.
- (4) Consists of securities held of record by 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.

- (5) Of the shares distributed by each of KV Seed B and KV Seed B (CF) to KVA Seed B, all of such shares were subsequently distributed by KVA Seed B to the underlying members of KVA Seed B. Of such distributed shares, 4,067,811 shares of Common Stock were received by VK Services. As a result of such distributions, VK Services is now the record owner of 8,050,876 shares of Common Stock distributed by KVA Seed B in such distributions, and KVA Seed B is the record owner of no shares of Common Stock.
- (6) 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.

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.	5/13/2024
--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.	5/13/2024
--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	5/13/2024
--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.	5/13/2024
--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	5/13/2024
--Signature of Reporting Person	Date
/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC	5/13/2024
--Signature of Reporting Person	Date
/s/ John J. Demeter, as attorney in fact for Vinod Khosla	5/13/2024
--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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