

FORM 4

[] 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

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)
COWAN DAVID J/CA	Rocket Lab USA, Inc. [RKL B]	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVE, SUITE 104	6/23/2022	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
LARCHMONT, NY 10538		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input 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	6/23/2022		A		38090 (1)	A	\$0.00	294310 (2)	D	
Common Stock								199084	I	See footnote (3)
Common Stock								0 (4)	I	See footnotes (4) (5)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- Represents restricted stock units ("RSUs") granted to David Cowan 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. The Reporting Person has agreed to assign to Deer Management Co. LLC the right to any shares issuable pursuant to this grant or any proceeds from the sale thereof.
- Includes 256,220 shares received from in-kind partnership distributions for no consideration since the Reporting Person's last required report.
- Consists of 79,881 shares held by David Cowan Partners II and 119,203 shares held by Cowan Family trust received from in-kind partnership distributions for no consideration since the Reporting Person's last required report.
- As of the date hereof, Bessemer Venture Partners VIII Institutional L.P. ("BVP VIII Inst") and Bessemer Venture Partners VIII, L.P. ("BVP VIII", and together with BVP VIII Inst referred to collectively, the "Funds") own 37,803,531 shares of Common Stock and 31,433,700 shares of Common Stock, respectively.
- The Reporting Person is a director of Deer VIII & Co. Ltd. ("Deer Ltd."), which is the general partner of Deer VIII & Co. L.P. ("Deer L.P."), which is the general partner of each of the Funds. The Reporting Person disclaims beneficial ownership of the securities held by the Funds, except to the extent of his pecuniary interest, if any, in such securities by virtue of his interest in Deer Ltd. and Deer L.P. and his indirect limited partnership interest in the Funds. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COWAN DAVID J/CA				
C/O BESSEMER VENTURE PARTNERS	X			
1865 PALMER AVE, SUITE 104				

LARCHMONT, NY 10538				
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Signatures

/s/ Adam Spice, as Attorney-in-Fact for David Cowan

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.