



DIVISION OF  
CORPORATION FINANCE

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

May 17, 2022

Arjun Kampani  
Senior Vice President, General Counsel and Secretary  
Rocket Lab USA, Inc.  
3881 McGowen Street  
Long Beach, CA 90808

**Re: Rocket Lab USA, Inc.**  
**Registration Statement on Form S-1**  
**Filed May 9, 2022**  
**File No. 333-264781**

Dear Mr. Kampani:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Gregory Herbers at 202-551-8028 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Manufacturing

cc: Stuart Ogg