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DELTA REPORT

10-Q

ROCKET LAB USA, INC.

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	1057
CHANGES	263
DELETIONS	446
ADDITIONS	348

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, March 31, 2023 2024

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from_to

Commission File Number: 001-39560

ROCKET LAB USA, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**98-1550340**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
3881 McGowen Street Long Beach, California	**90808**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (714) 465-5737

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered

Common Stock, par value $0.0001 per share	RKLB	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of November 3, 2023 May 2, 2024, the registrant had 485,886,993 492,779,716 shares of common stock, $0.0001 par value per share, outstanding.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Quarterly Report on Form 10-Q may constitute "forward-looking statements" for purposes of the federal securities laws. The information included in this Quarterly Report on Form 10-Q has been provided by us and our management, and such forward-looking statements include statements relating to the expectations, hopes, beliefs, intentions or strategies regarding the future of Rocket Lab USA, Inc. (the "Company") and its management team. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words “anticipate,” “believe,” “could,” “expect,” “intends,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “should,” “will,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. The forward-looking statements contained in this Quarterly Report on Form 10-Q are based on current expectations and beliefs concerning future developments and their potential effects on Rocket Lab. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described below and under the heading “Risk Factors.”

- Our ability to effectively manage future growth and achieve operational efficiencies;
- any inability of us to operate our Electron Launch Vehicle (“Electron”) at its anticipated launch rate, including due t any government action related to launch failure and our ability to operate, could adversely impact our business, financial condition and results of operations;
- our inability to develop our Neutron Launch Vehicle (“Neutron”) or significant delays in developing Neutron could adversely impact our business, financial condition and results of operations;
- our inability to utilize our launch pads at our private launch complex in Mahia, New Zealand or at NASA’s Wallops Flight Facility, at Wallops Island, Virginia with sufficient frequency to support our launch cadence and future relatec revenue growth expectations;
- significant delays in the production or manufacturing of our spacecraft, space systems or space system componer or our spacecraft, space systems or space system components failing to operate as intended could have a materia adverse effect on our business, financial condition and results of operations;
- changes in the competitive and highly regulated industries in which we operate, variations in operating performanc across competitors, changes in laws and regulations affecting our business and changes in our capital structure;
- changes in governmental policies, priorities, regulations, mandates or funding for programs in which we or our customers participate, which could negatively impact our business;
- loss of, or default by, one or more of our key customers or inability of customers to fund contractual commitments, which could result in a decline in future revenues, cancellation of contracted launches or space systems orders or termination or default of existing agreements;
- the inability to comply with, and costs associated with complying, any applicable regulations, and specifically, U.S. government contract regulations, which could result in loss of contract opportunities, contract modifications or termination, assessment of penalties and fines, and suspension or debarment from U.S. government contracting c subcontracting;
- success in retaining or recruiting, or changes required in, officers, key employees or directors, and our ability to att and retain key personnel, including Peter Beck, our President, Chief Executive Officer and Chairman;
- defects in or failure of our products to operate in the expected manner, including any launch failure, which could re in a loss of revenue, impact our business, prospects and profitability, increase our insurance rates and damage ou reputation and ability to obtain future customers;
- inability or failure to protect intellectual property;
- disruptions in the supply of key raw materials or components used to produce our products or increases in prices c

raw materials;

- increasing global inflation and rising interest rates;
- impacts of the war in Ukraine or Israel;
- fluctuations in foreign exchange rates;

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- the ability to implement our business plans, forecasts and other expectations, including the integration of recently acquired businesses, and to identify and realize additional opportunities;

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- the risk of downturns in government and commercial launch services and spacecraft industries;
- our ability to anticipate changes in the markets for rocket launch services, mission services, spacecraft and spacec components;
- macroeconomic conditions resulting from the global pandemic related to the novel coronavirus;
- the inability to maintain effective internal controls;
- the inability or failure to comply with contractual requirements or covenants;
- the diversion of management's attention and consumption of resources as a result of acquisitions of other compan and success in integrating and otherwise achieving the benefits of recent and potential acquisitions;
- our inability to effectively integrate or benefit from recently purchased assets or businesses;
- failure to maintain adequate operational and financial resources or raise additional capital or generate sufficient ca flows;
- any significant disruption in or unauthorized access to our computer systems or those of third parties that we utiliz our operations, including those relating to cybersecurity or arising from cyber-attacks;
- the effect of a pandemic on the foregoing, including potential delays in the timing of launches due to government l downs, including travel restrictions or other factors impacting travel; and
- other factors detailed under the section of this Quarterly Report on Form 10-Q entitled "Risk Factors."

Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. Some of these risks and uncertainties may in the future be amplified by a global crises and/or any response to such a crisis and there may be additional risks that we consider immaterial or which are unknown. It is not possible to predict or identify all such risks. We do not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

You should read this Quarterly Report on Form 10-Q and the documents that we reference in this Quarterly Report on Form 10-Q and have filed with the Securities and Exchange Commission (the "SEC") as exhibits to this Quarterly Report on Form 10-Q with the understanding that our actual future results, levels of activity, performance and events and circumstances may be materially different from what we expect. All forward-looking statements are qualified in their entirety by this cautionary statement.

You should also note that we may announce material business and financial information to our investors using our website (including at https://investors.rocketlabusa.com), filings with the SEC, webcasts, press releases, and conference calls. We use these mediums, as well as our official corporate accounts on social media outlets such as Twitter, Facebook, LinkedIn and YouTube, to broadcast our launches and other significant events, and to communicate with the public about our company, our products, and other matters. It is possible that the information that we make available may be deemed to be material information. We therefore encourage investors and others interested in our company to review the information that we make available on our website and through our other official social media channels. The information contained on, or that can be accessed through, our website or our social media channels is not a part of this Quarterly Report on Form 10-Q.

Unless the context requires otherwise, references in this Quarterly Report to "Rocket Lab," "Company," "we," "us" and "our" refer to Rocket Lab USA, Inc. and our subsidiaries.

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ROCKET LAB U.S.A., INC. AND SUBSIDIARIES

FORM 10-Q

September 30, 2023 March 31, 2024

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PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

ROCKET LAB U.S.A., INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

AS OF SEPTEMBER 30, 2023 MARCH 31, 2024 AND DECEMBER 31, 2022 2023

(in thousands, except share and per share values)

	September 30, 2023	March 31, 2024

	(unaudited)	December 31, 2022	(unaudited)	December 31, 2023
Assets				
Current assets:				
Cash and cash equivalents	$ 140,904	$ 242,515	$ 365,929	$ 162,518
Marketable securities, current	147,513	229,276	126,593	82,255
Accounts receivable, net	22,787	36,572	31,167	35,176
Contract assets	13,042	9,451	14,895	12,951
Inventories	102,394	92,279	99,901	107,857
Prepaids and other current assets	68,341	52,201	78,606	66,949
Assets held for sale	11,259	—	8,532	9,016
Total current assets	506,240	662,294	725,623	476,722
Non-current assets:				
Property, plant and equipment, net	135,988	101,514	148,087	145,409
Intangible assets, net	70,404	79,692	66,845	68,094
Goodwill	71,020	71,020	71,020	71,020
Right-of-use assets - operating leases	44,900	35,239	56,870	59,401
Right-of-use assets - finance leases	15,145	15,614	14,827	14,987
Marketable securities, non-current	81,951	9,193	68,566	79,247
Restricted cash	3,588	3,356	3,849	3,916

Deferred income tax assets, net	3,282	3,898	3,353	3,501
Other non-current assets	17,97 5	7,303	22,884	18,914
Total assets	950,4 $ 93	989,1 $ 23	$ 1,181,924	$ 941,211
Liabilities and Stockholders' Equity				
Current liabilities:				
Trade payables	24,98 $ 0	12,08 $ 4	$ 25,995	$ 29,303
Accrued expenses	5,998	8,723	9,091	5,590
Employee benefits payable	14,97 9	8,634	13,934	16,342
Contract liabilities	133,7 93	108,3 44	150,535	139,338
Current installments of long-term borrowings	105,1 16	2,906	10,996	17,764
Other current liabilities	18,88 5	22,24 9	21,911	15,036
Total current liabilities	303,7 51	162,9 40	232,462	223,373
Non-current liabilities:				
Long-term borrowings, excluding current installments	—	100,0 43		
Convertible senior notes, net			343,829	—
Long-term borrowings, net, excluding current installments			52,717	87,587
Non-current operating lease liabilities	41,69 5	34,26 6	54,101	56,099
Non-current finance lease liabilities	15,29 9	15,56 8	15,177	15,238
Deferred tax liabilities	308	95	530	426
Other non-current liabilities	3,638	3,005	4,162	3,944
Total liabilities	364,6 91	315,9 17	702,978	386,667
COMMITMENTS AND CONTINGENCIES (Note 16)				
COMMITMENTS AND CONTINGENCIES (Note 15)				

Stockholders' equity:				
Common stock, $0.0001 par value; authorized shares: 2,500,000,000; issued and outstanding shares: 485,857,768 and 475,356,517 at September 30, 2023 and December 31, 2022, respectively	49	48		
Common stock, $0.0001 par value; authorized shares: 2,500,000,000; issued and outstanding shares: 492,670,716 and 488,923,055 at March 31, 2024 and December 31, 2023, respectively			49	49
Additional paid-in capital	1,161,165	1,112,977	1,148,484	1,176,484
Accumulated deficit	(573,029)	(440,955)	(667,786)	(623,526)
Accumulated other comprehensive (loss) income	(2,383)	1,136		
Accumulated other comprehensive income (loss)			(1,801)	1,537
Total stockholders' equity	585,802	673,206	478,946	554,544
Total liabilities and stockholders' equity	$ 950,493	$ 989,123	$ 1,181,924	$ 941,211

The accompanying notes are an integral part of these condensed consolidated financial statements.

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ROCKET LAB U.S.A., INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, MARCH 31, 2024 AND 2023 AND 2022

(unaudited; in thousands, except share and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023

Revenues	$ 67,661	$ 63,057	$ 184,601	$ 159,234	$ 92,767	$ 54,895
Cost of revenues	52,694	54,590	148,684	142,074	68,593	48,538
Gross profit	14,967	8,467	35,917	17,160	24,174	6,357
Operating expenses:						
Research and development, net	26,626	17,508	81,566	50,150	38,504	23,905
Selling, general and administrative	27,200	22,961	84,386	64,991	28,749	28,469
Total operating expenses	53,826	40,469	165,952	115,141	67,253	52,374
Operating loss	(38,859)	(32,002)	(130,035)	(97,981)	(43,079)	(46,017)
Other income (expense):						
Interest income (expense), net	(1,413)	(1,486)	(2,843)	(6,907)		
Loss on foreign exchange	(120)	(51)	(76)	(3,947)		
Change in fair value of liability classified warrants	—	—	—	13,482		
Other income, net	1,176	622	3,519	625		
Interest expense, net					(898)	(685)
Gain on foreign exchange					311	134
Other (expense) income, net					(589)	1,477
Total other (expense) income, net	(357)	(915)	600	3,253	(1,176)	926
Loss before income taxes	(39,216)	(32,917)	(129,435)	(94,728)	(44,255)	(45,091)
Provision for income taxes	(1,352)	(1,693)	(2,639)	(4,008)	(5)	(526)

Net loss	$ (40,568)	$ (34,610)	$ (132,074)	$ (98,736)	$ (44,260)	$ (45,617)
Other comprehensive loss, net of tax:						
Foreign currency translation loss	(736)	(4,655)	(3,190)	(4,809)	(3,075)	(938)
Unrealized gain (loss) on available-for-sale marketable securities	117	(855)	(329)	(855)	(263)	368
Comprehensive loss	$ (41,187)	$ (40,120)	$ (135,593)	$ (104,400)	$ (47,598)	$ (46,187)
Net loss per share attributable to Rocket Lab USA, Inc.:						
Basic and diluted	$ (0.08)	$ (0.07)	$ (0.28)	$ (0.21)	$ (0.09)	$ (0.10)
Weighted-average common shares outstanding:						
Basic and diluted	484,034,071	469,768,797	480,018,578	463,709,955	489,994,709	476,199,710

The accompanying notes are an integral part of these condensed consolidated financial statements.

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ROCKET LAB U.S.A., INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, MARCH 31, 2024 AND 2023 AND 2022

(unaudited; in thousands, except share and per share data)

	Common Stock	Additional Paid-In	Accumulated	Other Comprehensi

	Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Other Comprehensive Income (Loss)	Total
December 31, 2022	475,356,517	$ 48	$ 1,112,977	$ (440,955)	$ 1,136	$ 673,206
Net loss	—	—	—	(45,617)	—	(45,617)
Issuance of common stock under equity plans	2,672,625	—	771	—	—	771
Stock-based compensation	—	—	12,228	—	—	12,228
Issuance of common stock for acquisition	123,933	—	—	—	—	—
Other comprehensive loss	—	—	—	—	(570)	(570)
March 31, 2023	478,153,075	48	1,125,976	(486,572)	566	640,018
Net loss	—	—	—	(45,889)	—	(45,889)
Issuance of common stock under equity plans	4,326,466	—	3,561	—	—	3,561
Stock-based compensation	—	—	15,688	—	—	15,688
Issuance of common stock for acquisition	123,933	—	—	—	—	—
Other comprehensive loss	—	—	—	—	(2,330)	(2,330)
June 30, 2023	482,603,474	48	1,145,225	(532,461)	(1,764)	611,048
Net loss	—	—	—	(40,568)	—	(40,568)
Issuance of common stock under equity plans	2,816,037	1	485	—	—	486
Stock-based compensation	—	—	13,368	—	—	13,368
Issuance of common stock for acquisition	438,257	—	2,087	—	—	2,087
Other comprehensive loss	—	—	—	—	(619)	(619)
September 30, 2023	485,857,768	$ 49	$ 1,161,165	$ (573,029)	$ (2,383)	$ 585,802

	Common Stock		Additional Paid-In	Accumulated	Other Comprehensive Income	
	Shares	Amount	Capital	Deficit	(Loss)	Total
December 31, 2021	450,180,479	$ 45	$ 1,002,106	$ (305,011)	$ 1,308	$ 698,448
Net loss	—	—	—	(26,709)	—	(26,709)
Issuance of common stock under equity plans	7,883,569	1	1,019	—	—	1,020

Stock-based compensation	—	—	14,116	—	—	14,116
Common stock issued upon exercise of Public and Private Warrants	4,554,830	—	44,844	—	—	44,844
Issuance of common stock for acquisition	123,934	—	—	—	—	—
Other comprehensive income	—	—	—	—	876	876
March 31, 2022	462,742,812	46	1,062,085	(331,720)	2,184	732,595
Net loss	—	—	—	(37,417)	—	(37,417)
Issuance of common stock under equity plans	3,594,963	1	3,725	—	—	3,726
Stock-based compensation	—	—	15,580	—	—	15,580
Issuance of common stock for acquisitions	2,039,290	—	—	—	—	—
Other comprehensive loss	—	—	—	—	(1,030)	(1,030)
June 30, 2022	468,377,065	47	1,081,390	(369,137)	1,154	713,454
Net loss	—	—	—	(34,610)	—	(34,610)
Issuance of common stock under equity plans	4,245,851	—	666	—	—	666
Stock-based compensation	—	—	16,836	—	—	16,836
Issuance of common stock for acquisition	123,934	—	—	—	—	—
Other comprehensive loss	—	—	—	—	(5,510)	(5,510)
September 30, 2022	472,746,850	$ 47	$ 1,098,892	$ (403,747)	$ (4,356)	$ 690,836

	Common Stock		**Additional Paid-In**	**Accumulated**	**Other Comprehensive Income (Loss)**	
	Shares	**Amount**	**Capital**	**Deficit**		**Total**
December 31, 2023	488,923,055	$ 49	$ 1,176,484	$ (623,526)	$ 1,537	$ 554,544
Net loss	—	—	—	(44,260)	—	(44,260)
Issuance of common stock under equity plans	3,747,661	—	943	—	—	943
Stock-based compensation	—	—	14,225	—	—	14,225
Purchase of capped calls	—	—	(43,168)	—	—	(43,168)
Other comprehensive loss	—	—	—	—	(3,338)	(3,338)

March 31, 2024	492,670,716	$ 49	$ 1,148,484	$ (667,786)	$ (1,801)	$ 478,946

	Common Stock		Additional Paid-In	Accumulated	Other Comprehensive Income (Loss)	
	Shares	**Amount**	**Capital**	**Deficit**		**Total**
December 31, 2022	475,356,517	$ 48	$ 1,112,977	$ (440,955)	$ 1,136	$ 673,206
Net loss	—	—	—	(45,617)	—	(45,617)
Issuance of common stock under equity plans	2,672,625	—	771	—	—	771
Stock-based compensation	—	—	12,228	—	—	12,228
Issuance of common stock for acquisition	123,933	—	—	—	—	—
Other comprehensive loss	—	—	—	—	(570)	(570)
March 31, 2023	478,153,075	$ 48	$ 1,125,976	$ (486,572)	$ 566	$ 640,018

The accompanying notes are an integral part of these condensed consolidated financial statements.

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ROCKET LAB U.S.A., INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE NINE THREE MONTHS ENDED SEPTEMBER 30, MARCH 31, 2024 AND 2023 AND 2022

(unaudited; in thousands)

	For the Nine Months Ended September 30,		For the Three Months Ended March 31,	
	2023	**2022**	**2024**	**2023**
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net loss	$ (132,074)	$ (98,736)	$ (44,260)	$ (45,617)

Adjustments to reconcile net loss to net cash used in operating activities:				
Depreciation and amortization	21,577	21,590	8,313	7,033
Stock-based compensation expense	43,398	43,312	13,093	14,036
Loss on disposal of assets	240	32	3	5
Loss on extinguishment of long-term debt			1,330	—
Amortization of debt issuance costs and discount	2,166	2,107	639	709
Noncash lease expense	4,062	2,312	1,491	988
Noncash income associated with liability-classified warrants	—	(13,482)		
Change in the fair value of contingent consideration	1,138	200	(271)	300
Accretion of marketable securities purchased at a discount	(3,399)	(421)	(842)	(1,147)
Deferred income taxes	644	1,167	78	420
Changes in operating assets and liabilities:				
Accounts receivable, net	13,798	(30,752)	3,939	(14,116)
Contract assets	(3,592)	(6,960)	(1,944)	(3,109)
Inventories	(10,933)	(17,635)	7,509	(6,712)
Prepaids and other current assets	(15,819)	(17,173)	(5,303)	(10,035)
Other non-current assets	(10,712)	3,281	(4,266)	103
Trade payables	12,026	(1,625)	(1,673)	11,305
Accrued expenses	(2,187)	(3,530)	3,200	403
Employee benefits payables	5,285	2,519	(622)	1,294
Contract liabilities	25,450	26,404	11,205	17,292
Other current liabilities	(4,632)	2,310	6,729	2,305
Non-current lease liabilities	(3,316)	(2,551)	(1,425)	(891)
Other non-current liabilities	230	39	489	49
Net cash used in operating activities	(56,650)	(87,592)	(2,588)	(25,385)
CASH FLOWS FROM INVESTING ACTIVITIES:				
Purchases of property, equipment and software	(44,293)	(27,419)	(19,177)	(12,674)
Cash paid for business combinations and asset acquisitions, net of acquired cash and restricted cash	(16,934)	(65,824)		
Purchases of marketable securities	(207,266)	(179,853)	(79,359)	(76,394)
Maturities of marketable securities	219,340	240	46,280	78,099
Net cash used in investing activities	(49,153)	(272,856)	(52,256)	(10,969)
CASH FLOWS FROM FINANCING ACTIVITIES:				

Proceeds from the exercise of stock options and public warrants	2,293	4,278	943	771
Proceeds from Employee Stock Purchase Plan	3,780	3,149	507	1,202
Proceeds from sale of employees restricted stock units to cover taxes	12,390	28,587	5,119	3,078
Minimum tax withholding paid on behalf of employees for restricted stock units	(12,352)	(28,308)	(5,163)	(1,915)
Tax payment for net settled option shares	—	(444)		
Payment of contingent consideration	(1,000)	(5,500)	—	(1,000)
Purchase of capped calls related to issuance of convertible senior notes			(43,168)	—
Proceeds from issuance of convertible senior notes			355,000	—
Repayments on Trinity Loan Agreement			(43,215)	—
Payment of debt issuance costs			(11,226)	—
Finance lease principal payments	(248)	(193)	(90)	(78)
Net cash provided by financing activities	4,863	1,569	258,707	2,058
Effect of exchange rate changes on cash and cash equivalents	(439)	3,091	(519)	127
Net decrease in cash and cash equivalents and restricted cash	(101,379)	(355,788)		
Net increase (decrease) in cash and cash equivalents and restricted cash			203,344	(34,169)
Cash and cash equivalents, and restricted cash, beginning of period	245,871	692,075	166,434	245,871
Cash and cash equivalents, and restricted cash, end of period	$ 144,492	$ 336,287	$ 369,778	$ 211,702
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:				
Cash paid for interest	$ 10,741	$ 7,594	$ 2,270	$ 3,417
Cash paid for income taxes	574	2,518	26	315
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES:				
Unpaid purchases of property, equipment and software	2,207	2,476	1,580	924
Right-of-use assets obtained in exchange for new operating lease liabilities	979	6,343	—	908
Common stocks issued in acquisition, at fair value	2,087	—		
Net exercise of public and private warrants into common stock	—	44,739		
Accrued debt issuance costs			979	—
Issuance of common stock for payment of accrued bonus	—	1,441	1,795	—

The accompanying notes are an integral part of these condensed consolidated financial statements.

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ROCKET LAB USA, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AS OF SEPTEMBER 30, 2023 MARCH 31, 2024 AND DECEMBER 31, 2022 2023 AND FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, MARCH 31, 2024 AND 2023 AND 2022

(unaudited; in thousands, except share and per share data)

1. DESCRIPTION OF THE BUSINESS

Rocket Lab USA, Inc. ("Rocket Lab" and, together with its consolidated subsidiaries, the "Company," "we," "us" or "our") is an end-to-end space company with an established track record of mission success headquartered in Long Beach, California and is the parent company for several wholly owned operating subsidiaries located in the United States, New Zealand, Canada and Australia. We deliver reliable launch services, spacecraft design services, spacecraft components, spacecraft manufacturing and other spacecraft and on-orbit management solutions that make it faster, easier and more affordable to access space. We operate one of the only private orbital launch ranges in the world, located in Mahia, New Zealand, enabling a unique degree of operational flexibility and control of customer launch manifests and mission assurance. While our business has historically been centered on the development of small-class launch vehicles and related sale of launch services, we are currently innovating in the areas of medium-class launch vehicles and launch services, space systems design and manufacturing, on-orbit management solutions, and space data applications.

2. SIGNIFICANT ACCOUNTING POLICIES

Principals of Consolidation and Basis of Presentation

The accompanying unaudited condensed consolidated financial statements are presented in conformity with accounting standards generally accepted in the United States of America ("U.S. GAAP") and the requirements of the U.S. Securities and Exchange Commission ("SEC") SEC for interim financial information and include the accounts of Rocket Lab USA, Inc. and its wholly owned subsidiaries after elimination of intercompany accounts and transactions. As permitted under those rules, certain footnotes or other financial information that are normally required by U.S. GAAP can be condensed or omitted. These condensed consolidated financial statements have been prepared on the same basis as the annual consolidated financial statements and, in the opinion of management, reflect all adjustments, consisting only of normal recurring adjustments, which are necessary for the fair statement of the Company's financial information. These interim results are not necessarily indicative of the results to be expected for the fiscal year ending December 31, 2023 December 31, 2024, or for any other interim period or for any other future year.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period.

On an ongoing basis, our management evaluates estimates and assumptions including those related to revenue recognition, contract costs, loss reserves, valuation of warrants and stock-based compensation and deferred tax valuation allowances. We based our estimates on historical data and experience, as well as various other factors that our management believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities. Actual results could differ from these estimates and assumptions.

Other Significant Accounting Policies

There have been no significant changes to the Company's significant accounting policies during the nine three months ended September 30, 2023 March 31, 2024, except for the addition of an accounting policy policies with respect to assets held for sale convertible senior notes and customer financing capped call transactions below. Refer to *Note 2 - Significant Accounting Policies* disclosed in the "*Notes to Consolidated Financial Statements"* in the Company's Form 10-K for the year ended December 31, 2022 December 31, 2023, as filed with the SEC on March 7, 2023 February 28, 2024.

Assets Held For Sale Convertible Senior Notes

The Company generally considers assets to be held accounts for sale when convertible senior notes under Accounting Standards Codification ("ASC") ASC 470-20 - D*ebt with Conversion and Other Options and Derivatives and Hedging—Contracts in Entity's Own Equity* ("ASU 2020-06"). The Company records the following criteria are met: (i) management commits to convertible senior notes as a plan to sell the property, (ii) the property is available for sale immediately, (iii) the property is actively being marketed for sale long-term liability at a price that is reasonable in relation to its current fair face value (iv) the sale net of debt issuance costs. If any of the property conditions to the convertibility of the convertible senior notes is satisfied, or the convertible senior notes become due within one year, is considered probable and (v) significant changes then the Company may be required under applicable accounting standards to reclassify the carrying value of the convertible senior notes as a current, rather than a long-term liability.

Debt issuance costs related to the plan convertible senior notes were capitalized and recorded as a contra-liability and are presented net against the convertible senior notes balance on the condensed consolidated balance sheets. Debt issuance costs consist of underwriting, legal and other direct costs related to sell the issuance of the convertible senior notes and are not expected. Property classified as held for sale is no longer depreciated and is reported at amortized to interest expense over the lower term of its carrying value or its estimated fair value less estimated costs to sell. the convertible senior notes using the effective interest method.

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Customer Financing Capped Call Transactions

Capped call transactions cover the aggregate number of shares of the Company's common stock that will initially underlie the convertible senior notes. The Company determined that the freestanding capped call option contracts qualify as equity under the accounting guidance on indexation and equity classification, and recognized the contract by recording an entry to "Additional paid-in capital" ("APIC") in stockholders' equity in its condensed consolidated balance sheets. The Company also determined that the capped call option contracts meet the definition of a derivative under ASC Topic 815, "*Derivatives and Hedging*" ("ASC 815"), but are not required to be accounted for as a derivative as they meet the scope exception outlined in ASC 815. The capped call options are recorded in APIC and not remeasured.

Recent Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") No. 2023-07, Segment Reporting (Topic 280): *Improvements to Reportable Segment Disclosures* ("ASU 280"), which requires a public entity to disclose significant segment expenses and other segment items on an annual and interim basis and provide in interim periods all disclosures about a reportable segment's profit or loss and assets that are currently required annually. ASU 280 requires a public entity to disclose the title and position of the Chief Operating Decision Maker. ASU 280 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. A public entity should apply the amendments in ASU 280 retrospectively to all prior periods presented in the financial statements. The Company records customer financing receivables is assessing the potential impact of adopting ASU 280 on its financial statements.

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): *Improvements to Income Tax Disclosures* ("ASU 740"), which focuses on the rate reconciliation and income taxes paid. ASU 740 requires a public business entity ("PBE") to disclose, on an annual basis, a tabular rate reconciliation using both percentages and currency amounts, broken out into specified categories with certain reconciling items further broken out by nature and jurisdiction to the extent those items exceed a specified threshold. In addition, all entities are required to disclose income taxes paid, net of any unamortized discounts refunds received disaggregated by federal, state/local, and deferred incremental direct costs. Interest foreign and by jurisdiction if the amount is at least 5% of total income tax payments, net of refunds received. For PBEs, the new standard is effective for annual periods beginning after December 15, 2024, with early adoption permitted. An entity may apply the amendments in ASU 740 prospectively by providing the revised disclosures for the period ending December 31, 2025 and amortization continuing to provide the pre-ASU 740 disclosures for the prior periods, or may apply the amendments retrospectively by providing the revised disclosures for all period presented. The Company is assessing the potential impact of any discounts are recorded ratably over adopting ASU 740 on its financial statements.

In March 2024, the related term SEC adopted final rules requiring public entities to provide certain climate-related information in their registration statements and annual reports. As part of the disclosures, entities will be required to quantify certain effects of severe weather events and other natural conditions in a note to interest income their audited financial statements. The rules will be effective for large accelerated filers in annual periods beginning in calendar-year

2025. On April 4, 2024, the condensed consolidated statements SEC voluntarily stayed implementation of operations and comprehensive loss.

Interest income recognition is generally suspended for customer financing receivables that are uncollectible. the final rule to facilitate the orderly judicial resolution of pending legal challenges to the rule. The Company measures and records expected credit losses related to its customer financing in accordance with is assessing the current expected credit losses (“CECL”) standard. The CECL standard requires an entity to consider historical loss experience, current conditions, and a reasonable and supportable forecast effect of the economic environment. new rules on our consolidated financial statements and related disclosures.

3. REVENUES

The following table provides information about revenue by recognition model during the three and nine months ended September 30, 2023 March 31, 2024 and 2022: 2023:

Revenues by recognition model	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023
Point-in-time	$ 30,226	$ 31,312	$ 94,558	$ 96,656	$ 44,109	$ 28,662
Over-time	37,435	31,745	90,043	62,578	48,658	26,233
Total revenue by recognition model	$ 67,661	$ 63,057	$ 184,601	$ 159,234	$ 92,767	$ 54,895

The timing of revenue recognition, billings, and cash collections results in billed accounts receivable, unbilled receivables (presented within contract assets) and customer advances and deposits (presented within contract liabilities) on the condensed consolidated balance sheets, where applicable. Amounts are generally billed as work progresses in accordance with agreed-upon milestones. These individual contract assets and liabilities are reported in a net position on a contract-by-contract basis on the condensed consolidated balance sheets at the end of each reporting period.

The following table presents the balances related to enforceable contracts as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023:

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
Contract balances				
Accounts receivable, net	$ 22,787	$ 36,572	$ 31,167	$ 35,176
Contract assets	13,042	9,451	14,895	12,951
Contract liabilities	(133,793)	(108,344)	(150,535)	(139,338)

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Changes in contract liabilities for the three months ended September 30, 2023 March 31, 2024 were as follows:

Contract liabilities, at June 30, 2023	$	134,574
Customer advances received or billed		40,128
Recognition of unearned revenue		(40,909)
Contract liabilities, at September 30, 2023	$	133,793

Changes in contract liabilities for the nine months ended September 30, 2023 were as follows:

Contract liabilities, at December 31, 2022	$	108,344		
Contract liabilities, at December 31, 2023			$	139,338
Customer advances received or billed		108,711		68,370
Recognition of unearned revenue		(83,262)		(57,173)
Contract liabilities, at September 30, 2023	$	133,793		
Contract liabilities, at March 31, 2024			$	150,535

The revenue recognized from the contract liabilities consisted of the Company satisfying performance obligations during the normal course of business.

The amount of revenue recognized from changes in the transaction price associated with performance obligations satisfied in prior years during the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023 was not material.

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Backlog

The Company's backlog represents the total dollar value of estimated transaction prices on performance obligations to the Company's customers for which work remains to be performed on contracts awarded and in progress. performed. The amount of backlog increases with new contracts or additions to existing contracts and decreases as revenue is recognized on existing contracts. Contracts are included in the amount of backlog when an enforceable agreement has been reached. Remaining backlog totaled $582,442 1,015,339 as of September 30, 2023 March 31, 2024, of which approximately 57% 42% is expected to be recognized within 12 months, with the remaining 43% 58% to be recognized beyond 12 months months..

Concentration of Credit Risk and Significant Customers

As of September 30, 2023 March 31, 2024, the Company's customers that accounted for 10% or more of the total accounts receivable, net, were:

	September 30, 2023 March 31, 2024
Dynetics, Inc. Lockheed Martin Corporation	19 17 %
National Aeronautics and Space Administration MDA Corporation	13 14 %

For the nine months ended September 30, 2023, the Company's customers that accounted for 10% or more of the total revenue, were as follows:

	Nine Months Ended September 30, 2023
Northrop Grumman Corporation	13 %

For the three months ended March 31, 2024, the Company's customers that accounted for 10% or more of the total revenue, were as follows:

Capella Space Corp.	Three Months Ended March 31, 2024
MDA Corporation	25 %
U.S. government customer	12 %

Customer Financing

In connection with the signing of a two separate multi-launch agreement agreements with a commercial customer, customers, the Company entered into a subordinated loan and security agreement. agreements. The commercial customer customers may choose to have certain milestone payments financed under the terms of the subordinated loan and security agreement. agreements. The receivable receivables will bear no interest until the initial launch dates passes, after which interest will accrue at a fixed rate of 10.8%. or 12.6%, respectively based on the commercial customer. Principal and interest payments will be made over 12 quarterly payments from the launch date.

As of September 30, 2023 March 31, 2024, the Company had $3,733 customer financing in prepaid and other currents assets and $14,467 16,200 customer financing receivable in other non-current assets on the condensed consolidated balance sheets. Customer financing interest income for the three and nine months ended September 30, 2023 March 31, 2024 was $87 252.

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4. BUSINESS COMBINATION AND ASSET ACQUISITION

SolAero

On January 18, 2022, the Company closed on the acquisition (the “SolAero Acquisition”) of SolAero Holdings, Inc. (“SolAero”) pursuant to an Agreement and Plan of Merger (the “SolAero Merger Agreement”), dated as of December 10, 2021, by and among the Company, Supernova Acquisition Corp. (“SolAero Merger Sub”), SolAero, and Fortis Advisors LLC as stockholder representative, which provides for, among other things, the merger of SolAero Merger Sub with and into SolAero, with SolAero being the surviving corporation of the merger and a direct, wholly owned subsidiary of the Company. Pursuant to the terms of the SolAero Merger Agreement, all of the issued and outstanding shares of SolAero were cancelled in exchange for aggregate consideration of $80,000 in cash, subject to customary adjustments at closing for cash, working capital, transaction expenses and indebtedness, and amounts held back by the Company (the “SolAero Merger Consideration”). In addition, $3,600 of the SolAero Merger Consideration was placed into escrow by the Company in order to secure recovery of any Adjustment Amount (as defined in the SolAero Merger Agreement) and as security against indemnity claims. In connection with the SolAero Acquisition, the Company entered into customary employment or consulting agreements with certain key employees of SolAero.

Acquisition Consideration

The acquisition-date consideration transferred consisted of cash of $76,181. The following table presents estimates of the fair value of the assets acquired and the liabilities assumed by the Company in the acquisition:

Description	Amount
Cash and cash equivalents	$ 7,815
Accounts receivable	12,322
Inventories	17,765
Prepaids and other current assets	3,536
Property, plant and equipment	24,689
Intangible assets	33,600
Right-of-use assets - operating leases (1)	1,128
Right-of-use assets - finance leases (1)	16,174
Restricted cash	3,293
Trade payables	(9,795)
Accrued expenses	(6,883)
Contract liabilities (2)	(26,014)
Other current liabilities	(10,145)
Non-current operating lease liabilities (1)	(1,128)
Non-current finance lease liabilities (1)	(15,874)
Other assets and liabilities, net	(204)
Identifiable net assets acquired	50,279
Goodwill	25,902

Total purchase price	$	76,181

(1) SolAero, as a private company, had not adopted ASC 842 prior to the acquisition. Upon acquisition, SolAero adopted ASC 842 to align accounting policies with the Company.

(2) Contract liabilities was recorded under ASC 606 in accordance with ASU No. 2021-08; therefore a reduction in contract liabilities related to the estimated fair values of the acquired contract liabilities was not required.

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The following is a summary of identifiable intangible assets acquired and the related expected lives for the finite-lived intangible assets:

Type	Estimated Life in Years		Fair Value
Developed technology	13	$	10,700
In-process technology	N/A		800
Capitalized software	3		5,400
Customer relationships	12		9,000
Trademark and tradenames	12		4,700
Backlog	2		3,000
Total identifiable intangible assets acquired		$	33,600

Goodwill of $25,902 was recorded for the SolAero Acquisition, representing the excess of the purchase price over the fair value of the identifiable net assets. Goodwill recognized primarily represents the future revenue and earnings potential and certain other assets which were acquired, but that do not meet the recognition criteria, such as assembled workforce. The goodwill is expected to be deductible for income tax purposes as, prior to the merger, SolAero held tax deductible goodwill in excess of the amount recorded.

Asset Purchase Agreement

On June 2, 2023, Company closed on the purchase of certain assets pursuant to an Asset Purchase Agreement (the “Virgin APA”) with Virgin Orbit Holdings, Inc. to acquire certain assets, including a real property lease for a property located in Long Beach, California and certain production assets, machinery and equipment.

The acquisition was accounted for as an asset acquisition and the total purchase price consideration of $16,934 (which includes $815 of transaction costs) was allocated to the assets acquired on a relative fair value basis. The following table presents estimates of the relative fair value of the assets acquired and the liabilities assumed by the Company in the acquisition:

Description		Amount
Property, plant and equipment	$	15,658
Right-of-use assets - operating leases		13,939
Other non-current assets		189
Other current liabilities		(1,125)
Non-current operating lease liabilities		(10,375)
Other non-current liabilities		(1,352)
Total purchase price	$	16,934

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5. CASH AND CASH EQUIVALENTS AND MARKETABLE SECURITIES

Cash and cash equivalents and marketable securities consisted of the following as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023:

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
Cash and cash equivalents	$ 140,904	$ 242,515	$ 365,929	$ 162,518
Marketable securities, current	147,513	229,276	126,593	82,255
Marketable securities, non-current	81,951	9,193	68,566	79,247
Total cash and cash equivalents and marketable securities	$ 370,368	$ 480,984	$ 561,088	$ 324,020

As of September 30, 2023 March 31, 2024, cash equivalents and marketable securities consisted of the following:

Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash Equivalents	Marketable Securities	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash Equivalents	Marketable Securities

Money market accounts	$ 87,416	$ —	$ —	$ 87,416	$ 87,416	$ —	$ 329,079	$ —	$ —	$ 329,079	$ 329,079	$ —
Certificates of deposit	31,332	4	(16)	31,320	—	31,320	27,541	8	(1)	27,548	—	27,548
Commercial paper	50,550	1	(20)	50,531	1,793	48,738	16,067	—	(10)	16,057	—	16,057
Corporate debt securities	63,567	13	(181)	63,399	—	63,399	68,010	44	(136)	67,918	—	67,918
Yankee bonds	3,865	—	(3)	3,862	—	3,862	4,888	3	(6)	4,885	—	4,885
U.S. Treasury securities	64,204	1	(865)	63,340	—	63,340	57,963	—	(459)	57,504	—	57,504

U.S. government agency bonds	3,000	—	(3)	2,997	—	2,997						
Mortgage- and asset-backed securities	15,840	2	(34)	15,808	—	15,808	21,230	24	(7)	21,247	—	21,247
Total	$ 319,774	$ 21	$ (1,122)	$ 318,673	$ 89,209	$ 229,464	$ 524,778	$ 79	$ (619)	$ 524,238	$ 329,079	$ 195,159

The following table presents the Company's cash equivalents and marketable securities with unrealized losses by investment category and the length of time the cash equivalents and marketable securities have been in a continuous loss position as of September 30, 2023 March 31, 2024:

	In Loss Position for Less than 12 Months		In Loss Position for Greater than 12 Months		Total		In Loss Position for Less than 12 Months		In Loss Position for Greater than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Certificates of deposit	$ 19,111	$ (16)	$ —	$ —	$ 19,111	$ (16)	$ 12,659	$ (1)	$ —	$ —	$ 12,659	$ (1)

Commercial paper	42,321	(20)	—	—	42,321	(20)	14,373	(10)	—	—	14,373	(10)
Corporate debt securities	51,346	(161)	1,230	(20)	52,576	(181)	48,488	(130)	1,244	(6)	49,732	(136)
Yankee bonds	2,633	(2)	1,229	(1)	3,862	(3)	2,178	(6)	—	—	2,178	(6)
U.S. Treasury securities	56,854	(865)	—	—	56,854	(865)	57,504	(459)	—	—	57,504	(459)
U.S. government agency bonds	2,997	(3)	—	—	2,997	(3)						
Mortgage- and asset-backed securities	9,522	(16)	3,448	(18)	12,970	(34)	6,764	(6)	472	(1)	7,236	(7)
Total	$ 184,790	$ (1,083)	$ 5,907	$ (39)	$ 190,697	$ (1,122)	$ 141,966	$ (612)	$ 1,716	$ (7)	$ 143,682	$ (619)

The Company has not observed a significant deterioration in credit quality of these securities, which are highly rated with moderate to low credit risk. Declines in value are largely attributable to current global economic conditions. The securities continue to make timely principal and interest payments, and the fair values are expected to recover as they approach maturity. The Company does not intend to sell the securities, and it is not more likely than not that the Company will be required to sell the securities, before the respective recoveries of their amortized cost bases, which may be maturity. As of September 30, 2023 March 31, 2024, the Company had not recognized an allowance for credit losses on any marketable securities in an unrealized loss position.

The following table summarizes the contractual maturities of the Company's cash equivalents and marketable securities as of September 30, 2023 March 31, 2024:

	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due within one year	$ 236,911	$ 236,722	$ 456,006	$ 455,672
Due within one to three years	82,863	81,951		
Due within one to two years			68,772	68,566
Total	$ 319,774	$ 318,673	$ 524,778	$ 524,238

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6. 5. FAIR VALUE OF FINANCIAL INSTRUMENTS

As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 the following financial assets and liabilities are measured at fair value on a recurring basis and are categorized using the fair value hierarchy as follows:

	March 31, 2024			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash equivalents:				
Money market accounts	$ 329,079	$ —	$ —	$ 329,079
Marketable securities, current:				
Certificates of deposit	—	27,548	—	27,548
Commercial paper	—	16,057	—	16,057
Corporate debt securities	—	39,300	—	39,300
Yankee bonds	—	4,146	—	4,146
U.S. Treasury securities	39,451	—	—	39,451
Mortgage- and asset-backed securities	—	91	—	91

	Level 1	Level 2	Level 3	Total
Marketable securities, non-current				
Corporate debt securities	—	28,618	—	28,618
Yankee bonds	—	739	—	739
U.S. Treasury securities	18,053	—	—	18,053
Mortgage- and asset-backed securities	—	21,156	—	21,156
Total	$ 386,583	$ 137,655	$ —	$ 524,238
Liabilities:				
Other non-current liabilities:				
Contingent consideration	$ —	$ —	$ 785	$ 785
Total	$ —	$ —	$ 785	$ 785

	September 30, 2023			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash equivalents:				
Money market accounts	$ 87,416	$ —	$ —	$ 87,416
Commercial paper	—	1,793	—	1,793
Marketable securities, current:				
Certificates of deposit	—	31,320	—	31,320
Commercial paper	—	48,738	—	48,738
Corporate debt securities	—	51,180	—	51,180
Yankee bonds	—	3,862	—	3,862
U.S. Treasury securities	9,080	—	—	9,080
U.S. government agency bonds	2,997	—	—	2,997
Mortgage- and asset-backed securities	—	336	—	336
Marketable securities, non-current				
Corporate debt securities	—	12,219	—	12,219
U.S. Treasury securities	54,260	—	—	54,260
Mortgage- and asset-backed securities	—	15,472	—	15,472
Total	$ 153,753	$ 164,920	$ —	$ 318,673
Liabilities:				
Other non-current liabilities:				
Contingent consideration	$ —	$ —	$ 851	$ 851
Total	$ —	$ —	$ 851	$ 851

	December 31, 2022				December 31, 2023			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets:								
Cash equivalents:								
Money market accounts	$ 204,027	$ —	$ —	$ 204,027	$ 121,491	$ —	$ —	$ 121,491
Commercial paper	—	4,980	—	4,980				
Corporate debt securities	—	3,459	—	3,459				
Marketable securities, current:								
Certificates of deposit	—	52,713	—	52,713	—	24,590	—	24,590
Commercial paper	—	71,885	—	71,885	—	10,484	—	10,484
Corporate debt securities	—	62,316	—	62,316	—	41,871	—	41,871
Yankee bonds	—	4,768	—	4,768	—	2,676	—	2,676
U.S. Treasury securities	7,508	—	—	7,508	2,633	—	—	2,633
U.S. government agency bonds	30,086	—	—	30,086				
Marketable securities, non-current								
Corporate debt securities	—	1,231	—	1,231	—	10,968	—	10,968
U.S. Treasury securities					54,900	—	—	54,900
Mortgage- and asset-backed securities	—	7,962	—	7,962	—	13,380	—	13,380
Total	$ 241,621	$ 209,314	$ —	$ 450,935	$ 179,024	$ 103,969	$ —	$ 282,993
Liabilities:								

Other non-current liabilities:								
Contingent consideration	$ —	$ —	$ 1,800	$ 1,800	$ —	$ —	$ 1,056	$ 1,056
Total	$ —	$ —	$ 1,800	$ 1,800	$ —	$ —	$ 1,056	$ 1,056

The estimated fair value amounts shown above are not necessarily indicative of the amounts that the Company would realize upon disposition, nor do they indicate the Company's intent or ability to dispose of the financial instrument.

There were no transfers between fair value measurement levels during the nine three months ended September 30, 2023 March 31, 2024.

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7. 6. INVENTORIES

Inventories as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 consisted of the following:

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
Raw materials	$ 47,534	$ 33,376	$ 42,142	$ 45,062
Work in process	43,992	50,661	48,821	53,628
Finished goods	10,868	8,242	8,938	9,167
Total inventories	$ 102,394	$ 92,279	$ 99,901	$ 107,857

8. 7. PREPAIDS AND OTHER CURRENT ASSETS

Prepaids and other current assets as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 consisted of the following:

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
Prepaid expenses and deposits	$ 46,957	$ 43,126	$ 59,460	$ 48,031
Government grant receivables	12,626	1,443	9,631	9,940
Customer financing receivables	3,733	—	3,733	3,733

Other current assets	5,025	7,632	5,782	5,245
Total prepaids and other current assets	$ 68,341	$ 52,201	$ 78,606	$ 66,949

9. 8. ASSETS HELD FOR SALE

In the first quarter of 2023, the Company updated its Electron recovery strategy by completing a marine recovery, which we believe will be a more effective and financially viable type of recovery. As a result, the Company has ceased mid-air rocket booster recovery and has begun began the sale process of two helicopters. As of March 31, 2023, the Company's two helicopters met the held for sale criteria and the Company ceased depreciating these assets.

On October 18, 2023, the Company sold one of the Company's held for sale helicopters to a purchaser unaffiliated with the Company. As of September 30, 2023 March 31, 2024, the Company's two helicopters remaining helicopter continued to be assets classified as held for sale with a carrying amount of $11,259 8,532.

10. 9. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment, net, as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 consisted of the following:

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
Buildings and improvements	$ 49,643	$ 36,493	$ 62,825	$ 59,730
Machinery, equipment, vehicles and office furniture	57,100	54,300	91,436	82,973
Computer equipment, hardware and software	9,940	7,517	12,773	11,624
Launch site assets	13,515	12,822	13,856	14,193
Construction in process	49,868	26,771	19,607	25,999
Property, plant and equipment—gross	180,066	137,903	200,497	194,519
Less accumulated depreciation and amortization	(44,078)	(36,389)	(52,410)	(49,110)
Property, plant and equipment—net	$ 135,988	$ 101,514	$ 148,087	$ 145,409

Depreciation expense recorded in the condensed consolidated statements of operations and comprehensive loss during the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023 consisted of the following:

	Three Months Ended March 31,	
Depreciation expense	2024	2023
Cost of revenues	$ 2,749	$ 2,352
Research and development	1,392	818
Selling, general and administrative	624	388

Total depreciation expense	$ 4,765	$ 3,558

Depreciation expense	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
Cost of revenues	$ 2,084	$ 3,476	$ 6,374	$ 9,234
Research and development	1,166	615	3,010	1,396
Selling, general and administrative	832	156	1,613	874
Total depreciation expense	$ 4,082	$ 4,247	$ 10,997	$ 11,504

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11. 10.GOODWILL AND INTANGIBLE ASSETS, NET

Goodwill

The carrying amount of goodwill for the Space Systems reportable segment was $71,020 as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

Intangible Assets

The components of intangible assets consisted of the following as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023:

	September 30, 2023 Gross Carrying Amount	September 30, 2023 Accumulated Amortization	September 30, 2023 Net Carrying Amount	March 31, 2024 Gross Carrying Amount	March 31, 2024 Accumulated Amortization	March 31, 2024 Net Carrying Amount
Finite-Lived Intangible Assets						
Developed Technology	$ 56,065	$ (14,939)	$ 41,126	$ 56,065	$ (18,358)	$ 37,707
Capitalized software	10,589	(6,631)	3,958	13,287	(7,934)	5,353

Customer relationships	16,120	(2,897)	13,223	16,122	(3,542)	12,580
Trademarks and tradenames	10,103	(1,581)	8,522	10,104	(1,994)	8,110
Backlog	3,491	(2,991)	500	3,491	(3,491)	—
Other	1,155	(380)	775	1,252	(457)	795
Indefinite-Lived Intangible Assets						
In-process Technology	2,300	—	2,300	2,300	—	2,300
Total	$ 99,823	$ (29,419)	$ 70,404	$ 102,621	$ (35,776)	$ 66,845

	December 31, 2022			December 31, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Finite-Lived Intangible Assets						
Developed Technology	$ 55,765	$ (9,809)	$ 45,956	$ 56,065	$ (16,649)	$ 39,416
Capitalized software	10,502	(5,023)	5,479	11,690	(7,454)	4,236
Customer relationships	16,122	(1,866)	14,256	16,135	(3,234)	12,901
Trademarks and tradenames	10,104	(947)	9,157	10,106	(1,789)	8,317
Backlog	3,491	(1,866)	1,625	3,491	(3,366)	125
Other	898	(279)	619	1,222	(423)	799
Indefinite-Lived Intangible Assets						
In-process Technology	2,600	—	2,600	2,300	—	2,300

Total	$ 99,482	$ (19,790)	$ 79,692	$ 101,009	$ (32,915)	$ 68,094

Amortization expense recorded in the condensed consolidated statements of operations and comprehensive loss during the three and nine months ended September 30, 2023 March 31, 2024 and 2022, 2023, respectively consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Cost of revenues	$ 1,775	$ 1,856	$ 5,335	$ 3,269
Research and development	13	29	79	3,394
Selling, general and administrative	1,462	1,568	4,395	3,016
Total amortization expense	$ 3,250	$ 3,453	$ 9,809	$ 9,679

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	Three Months Ended March 31,	
	2024	2023
Cost of revenues	$ 1,773	$ 1,782
Research and development	11	48
Selling, general and administrative	1,300	1,490
Total amortization expense	$ 3,084	$ 3,320

The following table outlines the estimated future amortization expense related to intangible assets held as of September 30, 2023 March 31, 2024:

2023 (for the remaining period)	$ 3,456	
2024	11,315	
2024 (for the remaining period)		$ 9,623
2025	9,379	9,812
2026	9,221	9,640
2027	8,249	8,661
2028		7,672
Thereafter	26,484	19,137

Total	$	68,104	$	64,545

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12. 11.LOAN AGREEMENT AGREEMENTS

Hercules Capital Secured Term Loan Indenture and Notes

On June 10, 2021 February 6, 2024, the Company issued $355,000 aggregate principal amount of its 4.250% Convertible Senior Notes due 2029 (the “Notes”). The Notes were issued pursuant to, and are governed by, an indenture (the “Indenture”), dated as of February 6, 2024, between the Company and U.S. Bank Trust Company, National Association, as trustee (the “Trustee”).

The Notes are the Company’s senior, unsecured obligations and are (i) equal in right of payment with the Company’s existing and future senior, unsecured indebtedness; (ii) senior in right of payment to the Company’s future indebtedness that is expressly subordinated to the Notes in right of payment; (iii) effectively subordinated to the Company’s existing and future secured indebtedness, including borrowings under its equipment financing agreement, to the extent of the value of the collateral securing that indebtedness; and (iv) structurally subordinated to all existing and future indebtedness and other liabilities, including trade payables, and (to the extent the Company is not a holder thereof) preferred equity, if any, of the Company’s subsidiaries.

The Notes accrue interest at a rate of 4.250% per annum, payable semi-annually in arrears on February 1 and August 1 of each year, beginning on August 1, 2024. The Notes mature on February 1, 2029, unless earlier converted, redeemed or repurchased. Before November 1, 2028, noteholders have the right to convert their Notes only upon the occurrence of certain events. From and after November 1, 2028, noteholders may convert their Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date. The Company will settle conversions by paying or delivering, as applicable, cash, shares of its common stock or a combination of cash and shares of its common stock, at the Company’s election. The initial conversion rate is 195.1029 shares of common stock per $1 principal amount of Notes, which represents an initial conversion price of approximately $5.13 per share of common stock. The conversion rate and conversion price are subject to customary adjustments upon the occurrence of certain events. In addition, if certain corporate events that constitute a “Make-Whole Fundamental Change” (as defined in the Indenture) occur, then the conversion rate will, in certain circumstances, be increased for a specified period of time. As of March 31, 2024, the Notes were not convertible at the option of the holder.

As of March 31, 2024, there was $355,000 outstanding under the Notes, before unamortized discount and debt issuance costs of $11,171. As of March 31, 2024, the effective interest rate under the Notes was 5.0%.

Capped Call Transactions

In connection with the pricing of the Notes, on February 1, 2024 and February 2, 2024, the Company entered into a privately negotiated capped call transactions (the "Capped Call Transactions") with certain financial institutions. Collectively, the Capped Call Transactions cover, subject to customary adjustments, the number of shares of common stock initially underlying the Notes. The cost of the Capped Call Transactions was $100,000 43,168 secured term loan agreement with Hercules Capital, Inc. (the "Hercules Capital Secured Term Loan") and borrowed . The Capped Call Transactions are expected generally to reduce or offset the full potential dilution to the Company's common stock upon exercise of the Notes and/or the Company's election to offset the cash payments the Company is required to make in excess of the principal amount under of the secured term loan agreement. The term loan has a maturity date Notes upon conversion of June 1, 2024the Notes in the event that the market price per share of the Company's common stock is greater than the strike price of the Capped Call Transactions (which initially corresponds to the initial conversion price of the Notes and is secured by substantially all of the assets of the Company. Payments due for the term loan are interest-only until the maturity date with interest payable monthly in arrears. The outstanding principal bears (i) cash interest at the greater of (a) 8.15% or (b) 8.15% plus the prime rate minus 3.25% and (ii) payment-in-kind interest of 1.25% which is accrued and added to the outstanding principal balance. Prepayment of the outstanding principal is permitted under the loan agreement and subject to certain prepayment fees. adjustments under the terms of the Capped Call Transactions), with such reduction and/or offset subject to a cap based on the cap price of the Capped Call Transactions. The Capped Call Transactions have an initial cap price of $8.04 per share of the Company's common stock ,which represents a premium of 100% over the last reported sale price of the Company's common stock on February 1, 2024.

The Capped Call Transactions do not meet the criteria for separate accounting as a derivative as they are indexed to the Company's stock. The premiums paid for the Capped Call Transactions have been included as a net reduction to additional paid-in capital within shareholders' equity.

Trinity Master Equipment Financing Agreement

On December 29, 2023 (the "Effective Date"), the Company and certain of its subsidiaries (the "Subsidiaries", together with the Company, the "Borrowers"), entered into a Master Equipment Financing Agreement (the "Trinity Loan Agreement") with Trinity Capital, Inc., a Maryland corporation (the "Lender") to provide financing for certain equipment and other property (the "Equipment"). The Trinity Loan Agreement provides that the Lender shall provide equipment financing in the aggregate of up to $120,000 (the "Conditional Commitment"), with advances ("Draws") to be made as follows: (i) $70,000 on the Effective Date (the "Effective Date Draw"); and (ii) $40,000 to be drawn on the Effective Date (the "Blanket Lien Draw"), with each of the Effective Date Draw and Blanket Lien Draw payable over sixty (60) months beginning January 2024, with the final payments due in January 2029. After the Blanket Lien Draw is repaid in full, Borrowers may make Draws as follows: (x) $30,000 to be drawn in not more than three advances of at least $10,000 each at the Borrowers' option no later than the date that is 18 months after the Effective Date; and (y) $20,000 to be drawn at Borrower's option between January 1, 2025 and June 30, 2025 (such date, the "Termination Date"), subject to customary conditions.

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The Company repaid an existing term loan with the proceeds from the Trinity Loan Agreement and Blanket Lien Draw. The monthly payment factors under the Trinity Loan Agreement and Blanket Lien Draw have a term of sixty (60) months and a rate factor of 0.022266. In connection with the secured term loan, Trinity Loan Agreement, the Company issued warrants to Lender to acquire 728,835 shares of the Company's common stock at an exercise price of $4.87 per share (see Note 12).

On February 8, 2024, the Company paid an initial facility charge off all obligations under the Blanket Lien Draw in the amount of $1,000 38,778, which includes principal, unpaid interest and legal fees, resulting in a loss on extinguishment of debt of $1,330 for the three months ended March 31, 2024.

As of March 31, 2024, there was $66,790 outstanding under the Trinity Loan Agreement, before unamortized discount and debt issuance costs of $3,077, of which $10,996 is classified as current installments of long-term borrowings in the Company's condensed consolidated balance sheets, with the remainder classified as long-term borrowings, net, excluding current installments. As of March 31, 2024, the effective interest rate under the Trinity Loan Agreement was 14.8%. The Company will be is required to pay an end of term charge of $3,250 700 upon repayment of the loan. Effective Date Draw.

The secured term loan agreement contains customary representations, warranties, non-financial covenants, and events of default. The Company is in compliance with all debt covenants related to its long-term borrowings future principal payments under the Trinity Loan Agreement as of September 30, 2023. As of September 30, 2023, there was $ March 31, 2024 were as follows:105,116

2024 (for the remaining period)	$	8,094
2025		12,071
2026		13,663
2027		15,464
2028		17,498
Total	$	66,790

outstanding under

12. WARRANTS

Equity Classified Common Stock Warrants

In connection with the Hercules Capital Secured Term Trinity Loan which is classified as current in the Company's condensed consolidated balance sheets. As of September 30, 2023, Agreement, the Company had no availability under the Hercules Capital Secured Term Loan.

13. PUBLIC AND PRIVATE WARRANTS

As part of the closing of the transactions contemplated by that certain Merger Agreement entered into with Vector Acquisition Corporation, also issued to Lender a warrant ("Warrant"), dated March 1, 2021 December 29, 2023, as amended by Amendment No. 1 thereto, dated May 7, 2021 and Amendment No. 2 thereto, dated June 25, 2021 (the "Business

Combination”), the Company assumed public warrants and private warrants to purchase up to 10,666,666 shares and 5,600,000 728,835 shares of common stock of the Company, respectively, which were exercisable at $11.50 per share.

Until settlement, public warrants could only be exercised for a whole number of shares. No fractional shares would be issued upon exercise of the public warrants. The public warrants became exercisable on September 29, 2021.

Warrant Redemption

On December 22, 2021, the Company announced the planned redemption of all of its public warrants and private warrants. On January 20, 2022, the Company extended the redemption date of its public warrants to January 31, 2022. In connection with the redemption, Public Warrants were to be exercised by holders prior to January 31, 2022 either (i) in cash, at an exercise price of $11.50 per share of the Company’s common stock or (ii) on a cashless basis, for 0.2843 shares of common stock per private warrant and public warrant.

During the nine months ended September 30, 2022, an aggregate of 10,383,077 public warrants were exercised on a cashless basis in exchange for the issuance of 2,951,781 shares and 10,969 public warrants were exercised for an aggregate of 10,969 shares of Company common stock, at an exercise price of $11.50 4.87 per share, for aggregate payable in cash proceeds to the Company of $126. At the conclusion of the redemption notice period on January 31, 2022, the remaining 270,470 public warrants issued and outstanding were redeemed at a price of $0.10 per warrant for aggregate cash payment from the Company of $27. On January 31, 2022, the public warrants were delisted from Nasdaq. In addition, during the nine months ended September 30, 2022, the 5,600,000 private warrants were exercised or on a cashless basis according to the formula set forth in the Warrant. The exercise price of the Warrant and the number of shares issuable upon exercise of the Warrant are subject to adjustments for stock splits, combinations, stock dividends or similar events. The Warrant is exercisable until December 29, 2027. The Warrant also provides for an aggregate automatic cashless exercise upon expiration if the value of 1,592,080 shares one share of the Company’s common stock. stock is greater than the exercise price of the warrant.

The public warrants and private warrants were remeasured classified as equity in accordance with ASC 480, *Distinguishing Liabilities from Equity*, as the agreements provide for the settlement of the instruments in shares of common stock. The proceeds from the Trinity Loan Agreement were allocated to the loan and warrants based on the relative fair value as of the exercise or redemption date, at inception, resulting in a gain reduction to the loan amount and amortized to interest expense over the term of $13,482 for nine months ended September 30, 2022. the loan. The warrants are recognized as additional paid-in capital, a component of equity in the consolidated balance sheets.

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14. 13.STOCK-BASED COMPENSATION

Equity Incentive Plans

The Company has a single active equity incentive plan, the Rocket Lab 2021 Stock Option and Incentive Plan (the "2021 Plan"), with the objective of attracting and retaining available employees and directors by providing stock-based and other performance-based compensation. The 2021 Plan provides for the grant of equity awards to officers, employees, directors and other key employees as well as service providers which include incentive stock options, non-qualified stock options, restricted stock awards, unrestricted stock awards, restricted stock units or any combination of the foregoing any of which may be performance based, as determined by the Company's Compensation Committee. An aggregate of 59,875,000 shares were initially reserved for the issuance of awards under the 2021 Plan. The number of shares reserved for issuance under the 2021 Plan automatically increases each January 1, beginning on January 1, 2022, by 5% of the outstanding number of shares of common stock on the immediately preceding December 31, or such lesser amount as determined by the plan administrator. The Company was authorized to issue up to 99,589,400 95,685,029 shares of common stock as equity awards to participants under the 2021 Plan as of September 30, 2023 March 31, 2024. There were 83,279,855 76,406,661 shares of common stock available for grant as of September 30, 2023 March 31, 2024.

Prior to the Business Combination, the Company maintained the The Rocket Lab 2013 Stock Option and Grant Plan (the "2013 Plan"). The 2013 Plan was terminated, in connection with the consummation of the Business Combination, and accordingly, no shares are available for future issuance under the 2013 Plan following the closing of the Business Combination. Company's business combination with Vector Acquisition Corporation in 2021. The 2013 Plan will continue to govern outstanding awards granted thereunder.

Total stock-based compensation recorded in the condensed consolidated statements of operations and comprehensive loss during the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023 consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
Stock-based compensation	**2023**	**2022**	**2023**	**2022**	**2024**	**2023**
Cost of revenues	$ 3,182	$ 4,964	$ 10,325	$ 14,091	$ 3,503	$ 3,813
Research and development	6,219	5,309	17,893	16,685	3,985	5,022
Selling, general and administrative	4,697	4,212	15,180	12,536	5,605	5,201
Total stock-based compensation expense	$ 14,098	$ 14,485	$ 43,398	$ 43,312	$ 13,093	$ 14,036

Options

Options issued to all optionees under the 2013 Plan vest over four years from the date of issuance (or earlier vesting start date, as determined by the board of directors) as follows: 25% on the first anniversary of date of grant and the remaining vest monthly over the remaining vesting term. All options had vested as of September 30, 2023 March 31, 2024.

Restricted Stock Units

During the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, the Company granted 10,196,987 7,221,561 and 14,464,435 3,361,528 restricted stock units, respectively, to certain key employees pursuant to the 2013 Plan and 2021 Plan. The time-based service vesting condition is generally satisfied over periods of approximately four years as the employees provide service.

As of September 30, 2023 March 31, 2024, the total unrecognized compensation expense related to unvested performance-based restricted stock units granted under the 2013 Plan and 2021 Plan was $8 $6,813 98,340 and will be recognized upon vesting.

2021 Employee Stock Purchase Plan

In August 2021, the 2021 Employee Stock Purchase Plan (the "2021 ESPP") was approved to reserve 9,980,000 shares of common stock for issuance for awards in accordance with the terms of the 2021 ESPP. In addition, the number of shares reserved for issuance will ultimately increase on January 1 of each year from 2022 to 2031 by the lesser of (i) 9,980,000 shares of common stock, (ii) 1% of the number of shares of common stock outstanding as of the close of business on the immediately preceding December 31 or (iii) the number of common stock shares as determined by the Company's board of directors. The purpose of the 2021 ESPP is to enable eligible employees to use payroll deductions to purchase shares of common stock and thereby acquire an interest in the Company. Eligible employees are offered shares through a 12-month offering period, which consists of two consecutive 6-month purchase periods. Employees may purchase a limited amount of shares of our stock at a discount of up to 15% of the lesser of the fair market value at the beginning of the offering period or the end of each 6-month purchase period.

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During the nine months ended September 30, 2023 and 2022, 681,018 No shares and 527,380 shares of common stock were issued under the 2021 ESPP respectively. during the three months ended March 31, 2024 and 2023. As of September 30, 2023 March 31, 2024, 17,457,414 16,768,828 shares remain available for issuance under the 2021 ESPP. Total ESPP stock-based compensation recorded in the condensed consolidated statements of operations and comprehensive loss for the three and nine months ended September 30, 2023 March 31, 2024 and 2023 was $423 939 and $1,819, respectively. Total ESPP stock-based compensation recorded in the condensed consolidated statements of operations and comprehensive loss for the three and nine months ended September 30, 2022 was $1,059 and $2,718 770, respectively. As of September 30, 2023 March 31, 2024, the total unrecognized compensation expense related to the 2021 ESPP was $345 1,197 and will be recognized over the remaining offering period.

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15. 14.LEASES

The Company has operating and finance leases for properties, vehicles and equipment. The Company's leases have remaining lease terms of less than one year to twenty-seven twenty-six years, some of which include options to extend the lease term, and some of which include options to terminate the lease prior to the end of the agreed upon lease term. For purposes of calculating lease liabilities, lease terms include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such options.

In connection with the Virgin APA, the Company assumed an operating lease. The Company recorded an operating lease liability of $11,500 and an operating lease right-of-use asset of $13,939, which reflects terms that are favorable relative to the current market terms, in connection with the assumed lease. There have been no other material changes in the Company's lease portfolio since December 31, 2022 December 31, 2023.

16. 15.COMMITMENTS AND CONTINGENCIES

Litigation and Claims

The Company is, and from time to time may be, a party to claims and legal proceedings generally incidental to its business that are principally covered under contracts with its customers and insurance policies. In the opinion of management, there are no legal matters or claims likely to have a material adverse effect on the Company's financial position, results of operations or cash flows.

Other Commitments

The Company has commitments under its lease obligations (see Note 15) 14).

Contingencies

The Company records a contingent liability when it is both probable that a loss has been incurred, and the amount can be reasonably estimated. If these estimates and assumptions change or prove to be incorrect, it could have a material impact on the Company's condensed consolidated financial statements. Contingencies are inherently unpredictable, and the assessments of the value can involve a series of complex judgments about future events and can rely heavily on estimates and assumptions.

On May 23, 2016, the Company entered into a launch services agreement with a customer to provide three commercial dedicated launches which would deliver the customer's payloads over the period of 2017 through 2020. Per the terms of the agreement, each dedicated launch shall have a firm fixed price below current launch vehicle costs. During the year ended December 31, 2018, the Company determined that it was probable that the costs to provide the services as stipulated by the launch services agreement would exceed the fixed firm price of each launch. As such, the Company recorded a provision for contract loss for these three dedicated launches. During the year ended December 31, 2020, one of the three launches occurred. On April 21, 2021, the launch services agreement was amended, resulting in one additional launch and the potential for price increases on the second and third launches dependent on the customer's desired payload configuration. On March 29, 2023 and April 29, 2023, the launch services agreement was amended, to change the date by which the launch window election is to occur from March 31, 2023 to on or before May 31, 2023. In June 2023, the launch services agreement was terminated and as a result, the Company released a $4,066 provision for contract losses.

In connection with the acquisition of SolAero acquisition, Holdings, Inc. in January 2022, the Company assumed a contract with a customer to provide solar panel module at a fixed price. The Company determined that it was probable that the costs to complete the solar panel modules as stipulated by the contract would exceed the fixed firm price of the solar panel modules.

The provision for contract losses outstanding as of September 30, 2023 March 31, 2024, which primarily is related to the solar panel module agreement, was $8,673 7,146 included in other current liabilities in the Company's condensed consolidated balance sheets.

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17. 16.INCOME TAXES

Income tax provision and the effective tax rate for the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023 were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023
Income tax provision	$ (1,352)	$ (1,693)	$ (2,639)	$ (4,008)	$ (5)	$ (526)
Effective tax rate	(3.4)%	(5.1)%	(2.0)%	(4.2)%	(0.0)%	(1.2)%

The tax provisions for the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023 were computed using the estimated effective tax rates projected to be applicable for domestic and international taxable jurisdictions for the full year as adjusted for discrete items arising during each quarter.

The effective tax rate differs from the federal statutory rate due primarily to a full valuation allowance against our U.S. US deferred tax assets, as well as the impact of discrete items that may occur in any given year but which are not consistent from year-to-year.

The Company is not currently under examination by the IRS, state and local, or foreign tax authorities. Due to its net operating loss carryforwards, the Company remains subject to examination for U.S. federal and state jurisdictions for all years beginning with the year ended March 31, 2016. The Company's foreign subsidiaries are generally subject to examination within four years from the end of the tax year during which the tax return was filed.

As of September 30, 2023 March 31, 2024, the Company anticipates that $3,149 3,885 of uncertain tax positions will be settled within the next twelve months.

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18. 17.NET LOSS PER SHARE

Basic net loss per share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding during each period.

The holder of each share of common stock has the right to one vote for each share and is entitled to notice of any stockholders' meeting and to vote upon certain events.

Diluted net loss per share is computed by dividing net loss attributable to common stockholders by the weighted average number of common and dilutive common equivalent shares outstanding for the period using the treasury-stock method. method or the if-converted method, whichever is more dilutive. Potentially dilutive shares are comprised of restricted stock units and stock options. For the three and nine months ended September 30, 2023 March 31, 2024 and 2022, 2023, there is no difference in the number of shares used to calculate basic and diluted shares outstanding due to the Company's net loss and potentially dilutive shares being anti-dilutive.

The following table summarizes the computation of basic and diluted net loss per share attributable to common stockholders of the Company for the three and nine months ended September 30, 2023 March 31, 2024 and 2022: 2023:

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023
Numerator						
Net loss attributable to common stockholders-basic and diluted	$ (40,568)	$ (34,610)	$ (132,074)	$ (98,736)	$ (44,260)	$ (45,617)
Denominator						
Weighted average common shares outstanding-basic and diluted	484,034,071	469,768,797	480,018,578	463,709,955	489,994,709	476,199,710

Net loss per share attributable to common stockholders-basic and diluted	$ (0.08)	$ (0.07)	$ (0.28)	$ (0.21)	$ (0.09)	$ (0.10)

The following equity shares were excluded from the calculation of diluted net loss per share attributable to common stockholders because their effect would have been anti-dilutive:

	September 30,	
	2023	2022
Stock options and restricted stock units	29,014,807	32,444,096

	March 31,	
	2024	2023
Stock options and restricted stock units	29,772,128	29,851,750
Common stock warrants	728,835	—
Shares underlying our convertible senior notes	69,261,530	—

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19. 18.SEGMENTS

The Company reports segment information based on the “management” approach. The management approach designates the internal reporting used by management for making decisions and assessing performance as the source of the Company’s reportable segments. The Company manages its business primarily based upon two operating segments, Launch Services and Space Systems. Each of these operating segments represents a reportable segment. Launch Services provides launch and launch related services to customers on a dedicated mission or ride share basis. Space Systems is comprised of spacecraft engineering and design services, spacecraft components, spacecraft manufacturing and on-orbit mission operations. Although many of the Company’s contracts with customers contain elements of Space Systems and Launch Services, each reporting segment is managed separately to better align with customer’s needs and the Company’s growth plans. The chief operating decision maker evaluates the performance of its reportable segments based on gross profit. For contracts with customers that contain both Space Systems and Launch Services elements, revenues for each reporting segment are generally allocated based upon the overall costs incurred for each of the reporting segments in comparison to total overall costs of the contract. The following table shows information by reportable segment for the three and nine months ended September 30, 2023 March 31, 2024 and 2022: 2023:

	Three Months Ended September 30,

	2023		2022	
	Launch Services	Space Systems	Launch Services	Space Systems
Revenues	$ 21,316	$ 46,345	$ 22,983	$ 40,074
Cost of revenues	15,531	37,163	23,818	30,772
Gross profit (loss)	$ 5,785	$ 9,182	$ (835)	$ 9,302

	Nine Months Ended September 30,				Three Months Ended March 31,			
	2023		2022		2024		2023	
	Launch Services	Space Systems	Launch Services	Space Systems	Launch Services	Space Systems	Launch Services	Space Systems
Revenues	$ 63,432	$ 121,169	$ 48,668	$ 110,566	$ 32,719	$ 60,048	$ 19,621	$ 35,274
Cost of revenues	53,364	95,320	52,583	89,491	24,312	44,281	20,379	28,159
Gross profit (loss)	$ 10,068	$ 25,849	$ (3,915)	$ 21,075	$ 8,407	$ 15,767	$ (758)	$ 7,115

Management does not regularly review either reporting segment’s total assets or operating expenses. This is because in general, the Company’s long-lived assets, facilities, and equipment are shared by each reporting segment.

20. 19.RELATED PARTY TRANSACTIONS

As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, there are no amounts due to or from related parties.

21. SUBSEQUENT EVENTS

Disposition of Helicopter

On October 18, 2023, the Company sold one of the Company's held for sale helicopters to a purchaser unaffiliated with the Company, for $3,900 before closing costs. As of September 30, 2023, the carrying value of the helicopter was $2,687. 20

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Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis provides information that management believes is relevant to an assessment and understanding of our condensed consolidated results of operations and financial condition. You should read this discussion and analysis in conjunction with the unaudited condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q. For additional context with which to understand our financial condition and results of operations, see the audited consolidated financial statements and accompanying notes contained therein as of December 31, 2022 December 31, 2023 and 2021 2022 and related notes in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023 as filed with the SEC on March 7, 2023 February 28, 2024. Certain amounts may not foot due to rounding. Certain information in this discussion and analysis or set forth elsewhere in this Quarterly Report on Form 10-Q contains forward-looking statements that involve numerous risks and uncertainties, including, but not limited to, those described under the sections entitled "Cautionary Note Regarding Forward-Looking Statements" and Part II, Item 1A. "Risk Factors" included in this Quarterly Report on Form 10-Q and under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023 as filed with the SEC on March 7, 2023 February 28, 2024. We assume no obligation to update any of these forward-looking statements. Actual results may differ materially from those contained in any forward-looking statements.

Overview

Rocket Lab is an end-to-end space company with an established track record of mission success. We deliver reliable launch services, spacecraft design services, spacecraft components, spacecraft manufacturing and other spacecraft and on-orbit management solutions that make it faster, easier and more affordable to access space.

While our business has historically been centered on the development of small-class launch vehicles and the related sale of launch services, we are currently innovating in the areas of medium-class launch vehicles and launch services, spacecraft components, space systems design and manufacturing, and on-orbit management solutions. We continue to evaluate opportunities to participate in solutions, and space data applications and services. applications. Each of these initiatives addresses a critical component of the end-to-end solution and our value proposition for the space economy:

- Launch Services is the design, manufacture, and launch of orbital rockets to deploy payloads to various Earth orbi and interplanetary destinations.
- Space Systems is the design and manufacture of spacecraft spacecraft components and software solutions spacecraft program management services, space data applications and on-orbit mission operations.

Electron is our orbital small launch vehicle that was designed from the ground up to accommodate a high launch rate business model to meet the growing and dynamic needs of our customers for small launch services. Since its maiden launch in 2017, Electron has become the leading small dedicated spacecraft launch vehicle delivering 171 over 180 spacecraft to orbit and one suborbital launch for government and commercial customers across 37 42 successful missions through September 30, 2023 March 31, 2024. In 2022, 2023, Electron was the second most frequently orbital launched rocket by companies operating in the United States and maintained Rocket Lab as the fourth most frequent orbital launcher globally. Our launch services program has seen us develop many industry-leading innovations, including 3D printed electric turbo-pump rocket engines, fully carbon composite first stage fuel tanks, a private orbital launch complex, a rocket stage that can be configured to convert into a highly capable spacecraft on orbit, and the potential ability to successfully recover a stage from space, providing a path to reusability.

In March 2021, we announced plans to develop our reusable-ready medium-capacity Neutron launch vehicle which will increase the payload capacity of our space launch vehicles to approximately 15,000 kg for expendable launches to low Earth orbit and lighter payloads for reusable configurations and into higher orbits. Neutron will be tailored for commercial and U.S. government constellation launches and ultimately configurable for and capable of interplanetary and human space flight, enabling us to provide crew and cargo resupply to the International Space Station and beyond. Station. Neutron will also provide a dedicated service to orbit for larger civil, defense and commercial payloads that need a high level of schedule control and high-flight cadence. Neutron is expected to have the capability of launching nearly all of the spacecraft configurations that we expect to be launched through 2029 and we expect to be able to leverage Electron's flight heritage across various vehicle subsystems designs, launch complexes and ground station infrastructure.

In June 2023, the Company acquired certain assets of Virgin Orbit Holdings, Inc., including a real property lease for a property located in Long Beach, California and certain production assets, machinery and equipment, in order to augment development of Neutron and provide for further expansion of our existing Electron and Space Systems businesses.

Our space systems initiatives are supported by the design and manufacture of our Photon family of advanced configurable spacecraft along with a range of merchant market components, software and services for spacecraft, including reaction wheels, star trackers, radios, separation systems, solar solutions, command and control spacecraft software, high voltage space grade battery solutions, and additional products in development to serve a wide variety of sub-system functions. We entered this market with our acquisition of leading spacecraft components manufacturer Sinclair Interplanetary, and have since expanded our market participation with the acquisitions of Planetary Systems Corporation, SolAero Holdings, Inc. and aerospace software firm Advanced Solutions, Inc. Each of these strategic acquisitions brought incremental vertically-integrated capabilities for our own Photon family of advanced configurable spacecraft and also enabled Rocket Lab to deliver high-volume manufacturing of critical spacecraft components and software solutions at scale prices to the broader spacecraft merchant market. The Photon family of advanced configurable spacecraft, which are configurable for a range of low Earth orbit, medium Earth orbit, geosynchronous orbit and interplanetary missions enable us to offer an end-to-end mission solution encompassing launch, full spacecraft manufacturing, ground services and mission operations to provide customers with streamlined access to orbit with Rocket Lab as a single mission partner.

Recent Developments

Electron Launch Anomaly Investigation Neutron Update

On September 19, 2023, the Company experienced an anomaly during the launch of the Company's 41st Electron mission. Following lift-off of the Electron rocket from Launch Complex 1, the rocket completed lift-off, clearance through Max Q, and stage separation between the rocket's first and second stage. At 151 seconds into the mission, high voltage from the second stage's power supply system anomalously fell sharply. In less than a second, the stage experienced a total loss of power and was unable to reach orbital velocity to deliver the mission's payload, subsequently re-entering the atmosphere and ending the mission. In accordance with Rocket Lab's safety protocols, public safety was not affected.

The Company led the anomaly investigation with oversight from the U.S. Federal Aviation Administration (the "FAA"). The Company received authorization from the FAA to resume Electron launches from Launch Complex 1. The FAA, the federal licensing body for U.S. launch vehicles, has now confirmed that Rocket Lab's launch license remains active, which is the first step to enable launches to resume.

After more than seven weeks of extensive analysis of the mission's manufacturing, We have begun our test and flight data, the findings of the Rocket Lab investigation team overwhelmingly indicate that an unexpected electrical arc occurred within the power supply system that provides high voltage campaign related to the Rutherford engine's motor controllers, shorting Archimedes engine for the battery packs which provide power Neutron launch vehicle and updated the schedule for first flight to the launch vehicle's second stage. All parts of the power supply system passed extensive pre-launch testing, including in vacuum conditions designed to simulate the space environment to the extent possible on Earth. no earlier than mid-2025.

To ensure the fault does not present again, Rocket Lab is implementing two key corrective measures -- one designed to improve testing on the ground and another to eliminate the possibility of comparable arcs occurring in flight should similar faults evade the new enhanced testing process.

Rocket Lab will return to the pad at Launch Complex 1 with a dedicated Electron mission for Japan-based Earth imaging company iQPS (Institute for Q-shu Pioneers of Space, Inc) during a launch window which opens on November 28th, 2023.

The September 19th flight anomaly and resulting extensive investigation caused the postponement or delay of scheduled Electron launches at the end of our third fiscal quarter and into the beginning of the fourth quarter of 2023, and negatively impacted our launch revenue in the quarter ended September 30, 2023. While we currently expect to resume Electron launches as soon as the end of November 2023, the investigation process is not yet complete, and any further delay in return to launch as a result of the investigation or implementation of corrective measures could further negatively impact our future launch revenue in the near term.

Key Metrics and Select Financial Data

We monitor the following key financial and operational metrics that assist us in evaluating our business, measuring our performance, identifying trends and making strategic decisions.

Launch Vehicle Build-Rate and Launch Cadence

We built approximately eight launch vehicles in 2021, and approximately 12 launch vehicles in 2022. We anticipate we will build 2022 and approximately 13 11 launch vehicles in 2023. We built approximately three launch vehicles through the three months ended March 31, 2024. We launched six vehicles in 2021, and nine vehicles in 2022. 2022 and ten vehicles in 2023. We have launched nine four vehicles through the nine three months ended September 30, 2023. The number of launches is an indicator of our ability to convert mission awards into revenue in a timely manner March 31, 2024 and demonstrate the scalability of our launch operations. launched five vehicles through May 6, 2024. Growth rates between launches and total launch service revenue are not perfectly correlated because our total revenue is affected by other variables, such as the revenue per launch, which can vary considerably based on factors such as unique orbit and insertion requirements, payload handling needs, launch location, time sensitivity of mission completion and other factors. We believe that the growth in our build rate and launch rate is a positive indicator of our ability to scale our launch operations.

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Revenue Growth

Three Months Ended September 30, 2023 March 31, 2024 and 2022 2023

We generated $67.7 million $92.8 million and $63.1 million $54.9 million in revenue for the three months ended September 30, 2023 March 31, 2024 and 2022, 2023, respectively, representing a year-on-year increase in revenue of approximately 7% 69%. This year-on-year increase primarily resulted from space systems growth of $6.3 million, partially offset by lower revenue per $24.8 million and launch that resulted in a year-on-year launch revenue decrease growth of $1.7 million.

Nine Months Ended September 30, 2023 and 2022

We generated $184.6 million and $159.2 million in revenue for the nine months ended September 30, 2023 and 2022, respectively, representing a year-on-year increase in revenue of approximately 16%. This year-on-year increase primarily resulted from $13.1 million due to a higher launch cadence that delivered growth of $14.8 million with four launch missions completed in the three months ended March 31, 2024, versus three launch missions completed in the three months ended March 31, 2023 and space systems growth of $10.6 million. higher revenue value per launch.

Revenue and Cost Value Per Launch

Revenue and cost value per launch represents the average revenue and cost per launch contract attributable to launches that occurred during a period, regardless of when the revenue or cost was recognized. Revenue and cost value per launch can be a useful metric to provide insight into general competitiveness and price sensitivity in the marketplace. Revenue and cost value per launch can vary considerably, based on factors such as unique orbit and insertion requirements, payload handling needs, launch location, time sensitivity of mission completion and other factors, and as such may not provide absolute clarity with regards to pricing and competitive dynamics in the marketplace.

Three Months Ended September 30, 2023 March 31, 2024 and 2022 2023

In the three months ended September 30, 2023 March 31, 2024 and 2022, 2023, our revenue value per launch was $7.1 million $8.2 million and $7.7 million $6.5 million, respectively. Meanwhile, cost per launch for the three months ended September 30, 2023 March 31, 2024 and 2022 2023 was $5.2 million $6.1 million and $7.3 million $7.5 million, respectively.

Nine Months Ended September 30, 2023 and 2022

In the nine months ended September 30, 2023 and 2022, our revenue value per launch was $7.0 million and $6.9 million, respectively. Meanwhile, cost per launch was $6.6 million and $7.2 million for the nine months ended September 30, 2023 and 2022, respectively, excluding a $2.1 million benefit from non-recurring employee retention credit to Launch Services cost of revenue and a $4.1 million benefit from non-recurring reversal of provision made for contract losses that were credited to Launch Services cost of revenue in the nine three months ended September 30, 2023 March 31, 2023.

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Backlog

Backlog represents future revenues that we would recognize in connection with the completion of all contracts and purchase orders that have been entered into by our customers but have not yet been fulfilled, excluding any customer options for future products or services that have not yet been exercised. Contracts for launch services and spacecraft builds typically include termination rights that may be exercised by customers upon advanced notice and payment of a specified termination fee. Our backlog increased decreased from $503.6 million $1,046.1 million as of December 31, 2022 December 31, 2023 to $582.4 million $1,015.3 million as of September 30, 2023 March 31, 2024, of which $250.7 million $215.6 million is related to Launch Services and $331.7 million $799.7 million is related to Space Systems. The increase decrease was primarily a result of bookings recognizing revenue on contracts during the period, partially offset by recognizing revenue on contracts bookings during the period.

Key Factors Affecting Our Performance

Ability to sell additional launch services, space systems service and spacecraft components to new and existing customers

Our results will be impacted by our ability to sell our launch services, space systems services, and spacecraft components to new and existing customers. We have successfully launched Electron 37 42 times delivering 171 over 180 spacecraft to orbit, and including one suborbital launch, through September 30, 2023 March 31, 2024. We have flight hardware and spacecraft that have flown on over 1,700 missions, including legacy missions enabled by Sinclair Interplanetary (acquired April 2020), Advanced Space Solutions, Inc (acquired October 2021), Planetary Space Corporation (acquired November 2021) and SolAero Technologies (acquired January 2022). Our growth opportunity is dependent on our ability to expand our addressable launch services market with larger volumetric and higher mass payload capabilities of our in-development medium-capacity Neutron launch vehicle, which will address large commercial and government constellation launch opportunities. Our growth opportunity is also dependent on our ability to win spacecraft constellation missions and expand our portfolio of strategic spacecraft components. Our ability to sell additional products to existing customers is a key part of our success, as follow-on purchases indicate customer satisfaction and decrease the likelihood of competitive substitution. To sell additional products and services to new and existing customers, we will need to continue to invest significant resources in our products and services.

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Ability to improve profit margins and scale our business

We intend to continue to invest in initiatives to improve our operating leverage and significantly ramp production. We believe continued reduction in costs and an increase in production volumes will enable the cost of launch vehicles to decline and expand improve our gross margins. Our ability to achieve our production-efficiency objectives could be negatively impacted by a variety of factors including, among other things, lower-than-expected facility utilization rates, manufacturing and production cost overruns, increased purchased material costs and unexpected supply-chain quality issues or interruptions.

Government expenditures and private enterprise investment into the space economy

Government expenditures and private enterprise investment has fueled the growth in our target markets. We expect the continued availability of government expenditures and private investment for our customers to help fund purchases of our products and services will remain. This is an important factor in our company's growth prospects.

Components of Results of Operations

Revenue

Our revenues are derived from a combination of long-term fixed price contracts for launch services and spacecraft builds, and purchase order based spacecraft components sales. Revenues from long-term contracts are recognized using either the "point-in-time" or "over-time" method of revenue recognition. Point-in-time revenue recognition results in cash payments being initially accrued to the balance sheet as deferred revenue as contractual milestones are accomplished and then recognized as revenue once the final contractual obligation is completed. Over-time revenue recognition is based on an input measure of progress based on costs incurred compared to estimated total costs at completion. Each project has a contractual revenue value and an estimated cost. The over-time revenue is recognized based on the percentage of the total project cost that has been realized.

Estimating future revenues and associated costs and profit is a process requiring a high degree of management judgment, including management's assumptions regarding our future operational performance as well as general economic conditions. Frequently, the period of performance of a contract extends over a long period of time and, as such, revenue recognition and our profitability from a particular contract may be affected to the extent that estimated costs to complete are revised, delivery schedules are delayed, performance-based milestones are not achieved or progress under a contract is otherwise impeded. Accordingly, our recorded revenues and operating profit from period to period can fluctuate significantly depending on when the point-in-time or over-time contractual obligations are achieved. In the event cost estimates indicate a loss on a contract, the total amount of such loss is recorded in the period in which the loss is first estimated.

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Cost of Revenues

Cost of revenues consists primarily of direct material and labor costs, manufacturing overhead, other personnel-related expenses, which include salaries, bonuses, benefits and stock-based compensation expense, reserves for estimated warranty costs, freight expense and depreciation expense. Cost of revenues also includes charges to write-down the carrying value of inventory when it exceeds its estimated net realizable value, including on-hand inventory that is either obsolete or in excess of forecasted demand. We expect our cost of revenues to increase in absolute dollars in future periods as we sell more launch services and space systems solutions. As we grow into our current capacity and execute on cost-reduction initiatives, we expect our cost of revenues as a percentage of revenue to decrease over time.

Because direct labor costs and manufacturing overhead comprise a significant portion of cost of revenues, increasing our production rate resulting in greater absorption of these costs is our most critical cost reduction initiative. Increasing our production rate is a cross-functional effort involving sales and business development, manufacturing, engineering, supply chain and finance.

Operating Expenses

Our operating expenses consist of research and development and selling, general and administrative expenses.

Research and Development, net

Research and development expense consists primarily of personnel-related expenses, consulting and contractor expenses, design software licenses, validation and testing expense, prototype parts and materials, facilities and depreciation expense. We intend to continue to make significant investments in developing new products and enhancing existing products, including but not limited to our medium capacity Neutron launch vehicle, Electron's first stage recovery, Photon and family of advanced configurable spacecraft features and capabilities, as well as on expanding our portfolio of Spacecraft spacecraft components and subsystems. Research and development expense will be variable relative to the number of products that are in development, validation or testing. However, we expect it to decline as a percentage of total revenue over time.

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Selling, General and Administrative

Selling, general and administrative expenses consist primarily of personnel-related expenses for our sales, marketing, supply chain, finance, legal, human resources and administrative personnel, as well as the costs of customer service, information technology, risk management and related insurance, travel, allocated overhead and other marketing, communications and administrative expenses. We also expect to further invest in our corporate infrastructure and incur additional expenses associated with operating as a public company, including increased legal and accounting costs, investor relations and compliance costs. As a result, we expect that selling, general and administrative expenses will increase in absolute dollars in future periods but decline as a percentage of total revenue over time.

Interest Income (Expense), Net

Interest income (expense), net consists primarily of interest expense incurred on debt and interest income earned on our cash and cash equivalents, short-term investments balances and marketable securities.

Gain (Loss) on Foreign Exchange

Gain (loss) on foreign exchange relates to currency fluctuations that generate foreign exchange gains or losses on invoices denominated in currencies other than the United States ("U.S.") Dollar.

Change in Fair Value 24

Table of Liability Classified Warrants Contents

Change in fair value of liability classified warrants relates to changes in the fair value of warrant liabilities.

Results of Operations

Comparison of the Three Months Ended September 30, 2023 March 31, 2024 and 2022 2023

The following table sets forth our consolidated statements of operations information and data as a percentage of revenue for the three months ended September 30, 2023 March 31, 2024 and 2022 2023 (in thousands, except percentages):

	Three Months Ended September 30,				Three Months Ended March 31,			
	2023		2022		2024		2023	
	$	%	$	%	$	%	$	%
Revenues	$ 67,661	100.0 %	$ 63,057	100.0 %	$ 92,767	100.0 %	$ 54,895	100.0 %
Cost of revenues	52,694	77.9 %	54,590	86.6 %	68,593	73.9 %	48,538	88.4 %
Gross profit	14,967	22.1 %	8,467	13.4 %	24,174	26.1 %	6,357	11.6 %

Operating expenses:								
Research and development, net	26,626	39.4 %	17,508	27.8 %	38,504	41.5 %	23,905	43.5 %
Selling, general and administrative	27,200	40.2 %	22,961	36.4 %	28,749	31.0 %	28,469	51.9 %
Total operating expenses	53,826	79.6 %	40,469	64.2 %	67,253	72.5 %	52,374	95.4 %
Operating loss	(38,859)	(57.5)%	(32,002)	(50.8)%	(43,079)	(46.4)%	(46,017)	(83.8)%
Other income (expense):								
Interest income (expense), net	(1,413)	(2.1)%	(1,486)	(2.4)%				
Loss on foreign exchange	(120)	(0.2)%	(51)	(0.1)%				
Other income, net	1,176	1.7 %	622	1.0 %				
Total other expense, net	(357)	(0.6)%	(915)	(1.5)%				
Interest expense, net					(898)	(1.0)%	(685)	(1.2)%
Gain on foreign exchange					311	0.3 %	134	0.2 %
Other (expense) income, net					(589)	(0.6)%	1,477	2.7 %
Total other (expense) income, net					(1,176)	(1.3)%	926	1.7 %
Loss before income taxes	(39,216)	(58.1)%	(32,917)	(52.3)%	(44,255)	(47.7)%	(45,091)	(82.1)%
Provision for income taxes	(1,352)	(2.0)%	(1,693)	(2.7)%	(5)	—	(526)	(1.0)%
Net loss	$ (40,568)	(60.1)%	$ (34,610)	(55.0)%	$ (44,260)	(47.7)%	$ (45,617)	(83.1)%

Revenues

	Three Months Ended September 30,			
(in thousands, except percentages)	2023	2022	$ Change	% Change
Revenues	$ 67,661	$ 63,057	$ 4,604	7 %

Revenue increased by $4.6 million, or 7%, for the three months ended September 30, 2023 as compared to the three months ended September 30, 2022. Launch Services revenue was $21.3 million for the three months ended September 30, 2023, a decrease of $1.7 million, or 7%, primarily due to a lower revenue per launch, with three launch missions completed in each of the three months ended September 30, 2023 and 2022. Space systems revenue was $46.3 million for the three months ended September 30, 2023, an increase of $6.3 million, or 16%, primarily due to growth in our Photon spacecraft manufacturing product line. 25

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Cost of Revenues

(in thousands, except percentages)	Three Months Ended September 30, 2023	2022	$ Change	% Change	Three Months Ended March 31, 2024	2023	$ Change	% Change
Cost of revenues	$ 52,694	$ 54,590	$ (1,896)	(3)%				
Revenues					$ 92,767	$ 54,895	$ 37,872	69 %

Cost of revenues decreased Revenue increased by $1.9 million $37.9 million, or 3% 69%, for the three months ended September 30, 2023 March 31, 2024 as compared to the three months ended September 30, 2022 March 31, 2023. Launch Services revenue was $32.7 million for the three months ended March 31, 2024, an increase of $13.1 million, or 67%, primarily due to a higher launch cadence with four launch missions completed in the three months ended March 31, 2024, versus three launch missions completed in the three months ended March 31, 2023 and higher revenue value per launch. Space systems revenue was $60.0 million for the three months ended March 31, 2024, an increase of $24.8 million, or 70%, primarily due to spacecraft manufacturing growth.

Cost of Revenues

(in thousands, except percentages)	Three Months Ended March 31, 2024	2023	$ Change	% Change
Cost of revenues	$ 68,593	$ 48,538	$ 20,055	41 %

Cost of revenues increased by $20.1 million, or 41%, for the three months ended March 31, 2024 as compared to the three months ended March 31, 2023. Launch Services cost of revenues was $15.5 million $24.3 million in the three months ended September 30, 2023 March 31, 2024, a decrease an increase of $8.3 million $3.9 million, or 35% 19%, primarily due to a decrease in labor and overhead costs and stock-based compensation. the higher launch cadence referenced above. Space systems cost of revenue was $37.2 million $44.3 million in the three months ended September 30, 2023 March 31, 2024, an increase of $6.4 million $16.1 million, or 21% 57%, primarily due to a product mix fluctuation with growth primarily in our Photon spacecraft manufacturing product line. growth. Cost of revenues for the three months ended September 30, 2023 March 31, 2024 decreased to 78% 74% of total revenue as compared to 87% 88% during the three months ended September 30, 2022 March 31, 2023.

Research and Development, Net

(in thousands, except percentages)	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	$ Change	% Change	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	$ Change	% Change
Research and development, net	$ 26,626	$ 17,508	$ 9,118	52 %	$ 38,504	$ 23,905	$ 14,599	61 %

Research and development expense increased by $9.1 million $14.6 million, or 52% 61%, for the three months ended September 30, 2023 March 31, 2024 as compared to the three months ended September 30, 2022 March 31, 2023, primarily due to Neutron development progress, and increased staff cost as a result of hiring and prototype spend focused on expanding our Photon spacecraft and spacecraft components product portfolio.

Selling, General and Administrative

(in thousands, except percentages)	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	$ Change	% Change	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	$ Change	% Change
Selling, general and administrative	$ 27,200	$ 22,961	$ 4,239	18 %	$ 28,749	$ 28,469	$ 280	1 %

Selling, general and administrative expense increased by $4.2 million $0.3 million, or 18% 1%, for the three months ended September 30, 2023 March 31, 2024 as compared to the three months ended September 30, 2022 March 31, 2023, primarily due to expanding our business development initiatives which drove higher staff related costs, increased professional services costs associated with our recent transition to large accelerated filer status and facility related expense. a $0.4 million increase in stock-based compensation.

Interest Income (Expense), Expense, Net

	Three Months Ended September 30,	Three Months Ended March 31,

(in thousands, except percentages)	2023	2022	$ Change	% Change	2024	2023	$ Change	% Change
Interest income (expense), net	$ (1,413)	$ (1,486)	$ 73	(5)%				
Interest expense, net					$ (898)	$ (685)	$ (213)	31%

Interest expense, net of interest income decreased increased by $0.1 million $0.2 million, or 5% 31%, for the three months ended September 30, 2023 March 31, 2024 as compared to the three months ended September 30, 2022 March 31, 2023, primarily due to an increase of interest income on marketable securities and money market funds, partially offset by expense as a result of increased interest expense on our floating rate term loan from Hercules. debt due to the issuance of senior convertible notes.

Loss

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Gain on Foreign Exchange

(in thousands, except percentages)	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	$ Change	% Change	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	$ Change	% Change
Loss on foreign exchange	$ (120)	$ (51)	$ (69)	135%				
Gain on foreign exchange					$ 311	$ 134	$ 177	132%

Loss Gain on foreign exchange increased by $0.1 million $0.2 million, or 135% 132%, for the three months ended September 30, 2023 March 31, 2024 as compared to the three months ended September 30, 2022 March 31, 2023, primarily due to our New Zealand intercompany loan denominated in New Zealand Dollar. Dollars.

Other (Expense) Income, Net

	Three Months Ended September 30,	Three Months Ended March 31,

(in thousands, except percentages)	2023	2022	$ Change	% Change	2024	2023	$ Change	% Change
Other income, net	$ 1,176	$ 622	$ 554	89 %				
Other (expense) income, net					$ (589)	$ 1,477	$ (2,066)	(140)%

Other income expense increased by $0.6 million $2.1 million, or 89% 140%, for the three months ended September 30, 2023 March 31, 2024 as compared to the three months ended September 30, 2022 March 31, 2023, primarily due to accretion a loss on extinguishment of marketable securities purchased at a discount.

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$1.3 million in the three months ended March 31, 2024.

Provision for Income Taxes

	Three Months Ended September 30,				Three Months Ended March 31,			
(in thousands, except percentages)	2023	2022	$ Change	% Change	2024	2023	$ Change	% Change
Provision for income taxes	$ (1,352)	$ (1,693)	$ 341	(20)%	$ (5)	$ (526)	$ 521	(99)%

We recorded income tax expense of $1.4 million $0.0 million for the three months ended September 30, 2023 March 31, 2024 and income tax expense of $1.7 million $0.5 million for the three months ended September 30, 2022 March 31, 2023. The effective tax rate was (3.4) (0.0)% for the three months ended September 30, 2023 March 31, 2024, compared to (5.1) (1.2)% for the three months ended September 30, 2022. The effective tax rate differs from the federal statutory rate due primarily to a full valuation allowance against our U.S. deferred tax assets, as well as the impact of discrete items that may occur in any given year but which are not consistent from year-to-year.

Comparison of the Nine Months Ended September 30, 2023 and 2022

The following table sets forth our consolidated statements of operations information and data as a percentage of revenue for the nine months ended September 30, 2023 and 2022 (in thousands, except percentages):

	Nine Months Ended September 30,			
	2023		2022	
	$	%	$	%

Revenues	$	184,601	100.0 %	$	159,234		100.0 %
Cost of revenues		148,684	80.5 %		142,074		89.2 %
Gross profit		35,917	19.5 %		17,160		10.8 %
Operating expenses:							
Research and development, net		81,566	44.2 %		50,150		31.5 %
Selling, general and administrative		84,386	45.7 %		64,991		40.8 %
Total operating expenses		165,952	89.9 %		115,141		72.3 %
Operating loss		(130,035)	(70.4)%		(97,981)		(61.5)%
Other income (expense):							
Interest income (expense), net		(2,843)	(1.5)%		(6,907)		(4.3)%
Loss on foreign exchange		(76)	0.0 %		(3,947)		(2.5)%
Change in fair value of liability classified warrants		—	— %		13,482		8.5 %
Other income, net		3,519	1.9 %		625		0.4 %
Total other income, net		600	0.4 %		3,253		2.1 %
Loss before income taxes		(129,435)	(70.0)%		(94,728)		(59.4)%
Provision for income taxes		(2,639)	(1.4)%		(4,008)		(2.5)%
Net loss	$	(132,074)	(71.4)%	$	(98,736)		(61.9)%

Revenues

	Nine Months Ended September 30,			
(in thousands, except percentages)	**2023**	**2022**	**$ Change**	**% Change**
Revenues	$ 184,601	$ 159,234	$ 25,367	16 %

Revenue increased by $25.4 million, or 16%, for the nine months ended September 30, 2023 as compared to the nine months ended September 30, 2022. Launch Services revenue was $63.4 million for the nine months ended September 30, 2023, an increase of $14.8 million, or 30%, primarily due to a higher launch cadence, with nine launch missions completed in the nine months ended September 30, 2023, versus seven launch missions completed in the nine months ended September 30, 2022. Space systems revenue was $121.2 million for the nine months ended September 30, 2023, an increase of $10.6 million, or 10%, primarily due to spacecraft manufacturing growth.

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Cost of Revenues

	Nine Months Ended
	September 30,

(in thousands, except percentages)	September 30, 2023	2022	$ Change	% Change
Cost of revenues	$ 148,684	$ 142,074	$ 6,610	5 %

Cost of revenues increased by $6.6 million, or 5%, for the nine months ended September 30, 2023 as compared to the nine months ended September 30, 2022. Launch Services cost of revenues was $53.4 million in the nine months ended September 30, 2023, an increase of $0.8 million, or 1%, primarily due to the higher launch cadence referenced above, offset by a release of a $4.1 million provision for contract losses and a $2.1 million benefit from non-recurring employee retention credit. Space systems cost of revenue was $95.3 million in the nine months ended September 30, 2023, an increase of $5.8 million, or 7%, primarily due to spacecraft manufacturing growth. Cost of revenues for the nine months ended September 30, 2023 decreased to 81% of total revenue as compared to 89% during the nine months ended September 30, 2022.

Research and Development, Net

	Nine Months Ended September 30,			
(in thousands, except percentages)	2023	2022	$ Change	% Change
Research and development, net	$ 81,566	$ 50,150	$ 31,416	63 %

Research and development expense increased by $31.4 million, or 63%, for the nine months ended September 30, 2023 as compared to the nine months ended September 30, 2022, primarily due to Neutron development progress, and increased staff cost as a result of hiring and prototype spend focused on expanding our Photon and spacecraft components product portfolio.

Selling, General and Administrative

	Nine Months Ended September 30,			
(in thousands, except percentages)	2023	2022	$ Change	% Change
Selling, general and administrative	$ 84,386	$ 64,991	$ 19,395	30 %

Selling, general and administrative expense increased by $19.4 million, or 30%, for the nine months ended September 30, 2023 as compared to the nine months ended September 30, 2022, primarily due to expanding our business development initiatives which drove higher staff related costs, increased professional services costs associated with our recent transition to large accelerated filer status, a $2.6 million increase in stock-based compensation and facility related expense.

Interest Income (Expense), Net

	Nine Months Ended September 30,			
(in thousands, except percentages)	2023	2022	$ Change	% Change

Interest income (expense), net	$ (2,843)	$ (6,907)	$ 4,064	(59)%

Interest expense, net of interest income decreased by $4.1 million, or 59%, for the nine months ended September 30, 2023 as compared to the nine months ended September 30, 2022, primarily due to an increase of interest income on marketable securities and money market funds, partially offset by increased interest expense on our floating rate term loan from Hercules.

Loss on Foreign Exchange

	Nine Months Ended September 30,			
(in thousands, except percentages)	**2023**	**2022**	**$ Change**	**% Change**
Loss on foreign exchange	$ (76)	$ (3,947)	$ 3,871	(98)%

Loss on foreign exchange decreased by $3.9 million, or 98%, for the nine months ended September 30, 2023 as compared to the nine months ended September 30, 2022, primarily due to our New Zealand intercompany loan denominated in New Zealand Dollar. On July 1, 2022, the Company determined the New Zealand intercompany loan was not expected to be repaid and started recording foreign exchange impact on this intercompany loan to foreign currency translation adjustments.

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Change in Fair Value of Liability Classified Warrants

	Nine Months Ended September 30,			
(in thousands, except percentages)	**2023**	**2022**	**$ Change**	**% Change**
Change in fair value of liability classified warrants	$ —	$ 13,482	$ (13,482)	(100)%

Change in fair value of liability classified warrants income was $13.5 million for the nine months ended September 30, 2022 as a result of the change in fair value of liability classified warrants assumed in connection with the Business Combination that were redeemed by January 31, 2022. The Company had no liability classified warrants as of September 30, 2023.

Other Income, Net

	Nine Months Ended September 30,			
(in thousands, except percentages)	**2023**	**2022**	**$ Change**	**% Change**
Other income, net	$ 3,519	$ 625	$ 2,894	463%

Other income increased by $2.9 million, or 463%, for the nine months ended September 30, 2023 as compared to the nine months ended September 30, 2022, primarily due to accretion of marketable securities purchased at a discount.

Provision for Income Taxes

	Nine Months Ended September 30,			
(in thousands, except percentages)	**2023**	**2022**	**$ Change**	**% Change**
Provision for income taxes	$ (2,639)	$ (4,008)	$ 1,369	(34)%

We recorded income tax expense of $2.6 million for the nine months ended September 30, 2023 and income tax expense of $4.0 million for the nine months ended September 30, 2022. The effective tax rate was (2.0)% for the nine months ended September 30, 2023, compared to (4.2)% for the nine months ended September 30, 2022 March 31, 2023. The effective tax rate differs from the federal statutory rate due primarily to a full valuation allowance against our U.S. deferred tax assets, as well as the impact of discrete items that may occur in any given year but which are not consistent from year-to-year.

Liquidity and Capital Resources

Since inception, we have funded our operations with proceeds from sales of our capital stock, convertible senior notes, term note debt, research and development grant proceeds, and cash flows from the sale of our products and services. As of September 30, 2023 March 31, 2024, we had $140.9 million $365.9 million of cash and cash equivalents and $229.5 million $195.2 million of marketable securities. Our primary requirements for liquidity and capital are for investment in new products and technologies, the expansion of existing manufacturing facilities, working capital, debt service, acquisitions of complementary businesses, products or technologies and general corporate needs. Historically, these cash requirements have been met through the net proceeds we received through private sales of equity securities, borrowings under our credit facilities, net proceeds received in the Business Combination our business combination and payments received from customers.

We believe that our existing cash and cash equivalents and payments from customers will be sufficient to meet our working capital and capital expenditure needs for at least the next twelve months, although we may choose to take advantage of opportunistic capital raising or refinancing transactions at any time. We will continue to invest in increasing production and expanding our product offerings through acquisitions.

Material Cash Requirements

As of March 31, 2024, we had outstanding $421.8 million in aggregate principal amount of indebtedness under our convertible senior notes and equipment financing agreement, of which $11.0 million was scheduled to become due in the following twelve months. As of March 31, 2024, our total minimum lease payments was $107.2 million, of which $10.9 million is due in the following twelve months. For details regarding our indebtedness and lease obligations at March 31, 2024, refer to Note 11, Loan Agreements, and Note 14, Leases, to our consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Our capital expenditures for the three months ended March 31, 2024 were $19.2 million. Our future capital requirements will depend on many factors, including our launch cadence, traction in the market with our space systems offerings, the expansion of sales and marketing activities, the timing and extent of spending to support product development efforts, the introduction of new and enhanced products, the continuing market adoption of our products, the timing and extent of additional capital expenditures to invest in existing and new office spaces and the number of acquisitions of complementary businesses, products or technologies we pursue, if any. We may be required to seek additional equity or debt financing. In the event that we require additional financing, we may not be able to raise such financing on terms acceptable to us or at all. If we are unable to raise additional capital or generate cash flows necessary to expand our operations and invest in continued product innovation, we may not be able to compete successfully, which would harm our business, operations and financial condition.

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Additionally, we expect our capital and operating expenditures will increase significantly in connection with ongoing activities as we:

- increase our investment in marketing, advertising, sales and distribution infrastructure for our existing and future products and services;
- develop additional new products and enhancements to existing products;
- obtain, maintain and improve our operational, financial and management performance;
- hire additional personnel;
- obtain, maintain, expand and protect our intellectual property portfolio; and
- continue to operate as a public company.

Indebtedness

Hercules Capital Secured Term Loan

On June 10, 2021, the Company entered into a $100 million secured term loan agreement with Hercules Capital, Inc. (the “Hercules Capital Secured Term Loan”) and borrowed the full amount under the secured term loan agreement. The term loan has a maturity date of June 1, 2024 and is secured by substantially all of the assets of the Company. Payments due for the term loan are interest-only until the maturity date with interest payable monthly in arrears. The outstanding principal bears (i) cash interest at the greater of (a) 8.15% or (b) 8.15% plus the prime rate minus 3.25% and (ii) payment-in-kind interest of 1.25% which is accrued and added to the outstanding principal balance. Prepayment of the outstanding principal is permitted under the loan agreement and subject to certain prepayment fees. In connection with the secured term loan, the Company paid an initial facility charge of $1 million and the Company will be required to pay an end of term charge of $3.25 million upon repayment of the loan. The secured term loan agreement contains customary representations, warranties, non-financial covenants, and events of default. The Company is in compliance with all debt covenants related to its long-term borrowings as of September 30, 2023. As of September 30, 2023 March 31, 2024, there was $105.1 million $355.0 million outstanding under our 4.250% Convertible Senior Notes due 2029, before unamortized discount and debt issuance costs of $11.2 million. In addition, as of March 31, 2024, there was $66.8 million outstanding under the Hercules Capital Secured Term Trinity Loan which was classified as current in the Company's condensed consolidated balance sheets. As Agreement, before unamortized discount and debt issuance costs of September 30, 2023, the Company had no availability under the Hercules Capital Secured Term Loan. $3.1 million.

See Note 11 of Item 1 for additional information on our outstanding loan agreements.

Cash Flows

The following table summarizes our cash flows for the periods presented:

(in thousands)	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
Net cash provided by (used in):				
Operating activities	$ (56,650)	$ (87,592)	$ (2,588)	$ (25,385)
Investing activities	(49,153)	(272,856)	(52,256)	(10,969)
Financing activities	4,863	1,569	258,707	2,058
Effect of exchange rate changes	(439)	3,091	(519)	127
Net decrease in cash, cash equivalents, and restricted cash	$ (101,379)	$ (355,788)		
Net increase (decrease) in cash, cash equivalents, and restricted cash			$ 203,344	$ (34,169)

Cash Flows from Operating Activities

Net cash used in operating activities was $56.7 million $2.6 million for the nine three months ended September 30, 2023 March 31, 2024 and consisted of $132.1 million $44.3 million in operating net loss, $69.8 million $23.8 million in non-cash activities and $5.6 million $17.8 million in cash provided by operating assets and liabilities. Included in the non-cash activities are $43.4 million $13.1 million in stock-based compensation expense and $21.6 million $8.3 million in depreciation and amortization. Included in the cash provided by operating assets and liabilities are $25.5 million $11.2 million in contract liabilities, $13.8 million $7.5 million in inventory, $6.7 million in other current liabilities and $3.9 million in accounts receivable, and $12.0 million in trade payables, offset by cash used in operating assets and liabilities including $15.8 million $5.3 million in prepaids and other assets $10.9 million in inventory and $10.7 million $4.3 million in other non-current assets.

Cash Flows from Investing Activities

Cash used in investing activities for the nine three months ended September 30, 2023 March 31, 2024 of $49.2 million $52.3 million was primarily driven by capital equipment and infrastructure investments of $44.3 million and $16.9 million cash paid in connection with the assets acquired pursuant to the Virgin APA. These investments included the purchases of equipment, including additive manufacturing or 3D printers and milling machines, and tenant improvements to support Neutron production and Space Systems infrastructure. Cash used in investing activities was partially offset by $12.1 million $33.1 million of net cash provided by used in investing activities related to purchases and maturities of marketable securities.

capital equipment and infrastructure investments.

Cash Flows from Financing Activities

Cash provided by financing activities for the nine three months ended September 30, 2023 March 31, 2024 of $4.9 million $258.7 million was primarily related to $6.1 million $355.0 million of net proceeds from our equity offerings which includes proceeds from sale the issuance of employees restricted stock units to cover taxes, stock options and employee stock purchase plan and applicable tax withholdings and payments, convertible senior notes, partially offset by $1.0 million payment $43.2 million of contingent consideration repayments on Trinity Loan Agreement, $43.2 million purchase of capped calls related to the Planetary Space Corporation acquisition. issuance of convertible senior notes and $11.2 million of debt issuance costs.

Critical Accounting Policies and Estimates

There have been no material changes to our critical accounting policies and estimates as disclosed in our audited financial statements included in our Form 10-K for the year ended December 31, 2022 December 31, 2023, as filed with the SEC on March 7, 2023 February 28, 2024.

Off-Balance Sheet Arrangements

We did not have during the periods presented, and we do not currently have, any off-balance sheet arrangements, as defined under applicable SEC rules.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risks in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily the result of fluctuations in foreign currency exchange rates, interest rates and inflation.

Foreign Currency Exchange Risk

Our reporting currency is the U.S. dollar, and the functional currency of each of our subsidiaries is either its local currency or the U.S. dollar. The assets and liabilities of each of our subsidiaries are translated into U.S. dollars at exchange rates in effect at each balance sheet date and operations accounts are translated using the average exchange rate for the relevant period. Increases or decreases in the relative value of the U.S. dollar to other currencies may positively or negatively affect revenue and other operating results as expressed in U.S. dollars. Foreign currency translation adjustments are accounted for as a component of accumulated other comprehensive income (loss) within stockholders' equity. Gains or losses due to transactions in foreign currencies are reflected in the condensed consolidated statements of operations under the line item "Loss on foreign exchange." Materially all of our revenues are denominated in U.S. dollars and we have not engaged in the hedging of foreign currency risk to date, although we may choose to do so in the future. As such, a 10% or greater move in exchange rates versus the U.S. dollar could have a material impact on our financial results and position.

Interest Rate Risk

As of September 30, 2023 March 31, 2024, we had cash and cash equivalents of $140.9 million $365.9 million, comprised primarily of operating accounts and money market instruments and $229.5 million $195.2 million invested in marketable securities, comprised of commercial paper, corporate debt securities, bank certificates of deposit, U.S. Treasury bills and notes and asset backed securities. We do not enter into investments for trading or speculative purposes and have not used any derivative financial instruments to manage our interest rate risk exposure.

Impact of Inflation

We do not believe that inflation has had a material effect on our business, results of operations, or financial condition. Nonetheless, if our costs were to become subject to significant inflationary pressures it could diminish our margin thereby limiting our profits, especially if we are not able to fully offset such higher costs. Our inability or failure to do so could harm our business, financial condition, and results of operations.

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Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (2) accumulated and communicated to our management, including our principal executive and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that such information is accumulated and communicated to our management, including our Chief Executive Officer (our principal executive officer) and Chief Financial Officer (our principal financial officer), as appropriate to allow timely decisions regarding required disclosures.

As required by paragraph (b) of Rules 13a-15 and 15d-15 under the Exchange Act, our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based upon such evaluation, our principal executive officer and principal financial officer have concluded that as of September 30, 2023, due to material weaknesses in internal control over financial reporting at its wholly owned subsidiary, SolAero, which the Company acquired on January 18, 2022, the Company's our disclosure controls and procedures were not effective. In accordance with interpretive guidance issued by SEC staff, the Company excluded SolAero from its assessment of disclosure controls and procedures and internal control over financial reporting during the first year after completion of the acquisition. As of September 30, 2023, the SolAero subsidiary is included in the above assessment regarding the effectiveness of the Company's disclosure controls and procedures. Notwithstanding the ineffective disclosure controls and procedures as a result of the identified material weaknesses in its SolAero subsidiary, management has concluded that the consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q present fairly, in all material respects, the Company's financial position, results of operations and cash flows in accordance with generally accepted accounting principles in the United States of America.

Previously Identified Material Weaknesses in Internal Control over Financial Reporting

In connection with the audit of Rocket Lab effective as of and for the year ended December 31, 2022, we previously identified material weaknesses related to systematic controls over segregation of duties for recording journal entries, limiting privileged-level access and change management for general IT systems at SolAero. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement in annual or interim financial statements will not be prevented or detected on a timely basis. At December 31, 2022 and for the period from acquisition through December 31, 2022, total assets and total revenues subject to SolAero's internal control over financial reporting represented 14% and 38% of consolidated total assets and total revenues, as of and for the year ended December 31, 2022 March 31, 2024.

Management has implemented a remediation plan for the following items:

- systematic controls to ensure appropriate segregation of duties;
- effective controls to limit privileged-level access; and
- effective controls to test and approve changes to IT systems before changes are put into production environment.

While these actions are subject to ongoing management evaluation and will require validation and testing of the design and operating effectiveness of internal controls over a sustained period of financial reporting cycles, we are committed to the continuous improvement of our internal controls over financial reporting and will continue to diligently review our internal control over financial reporting.

Changes in Internal Control over Financial Reporting

We assessed, with the participation of our Chief Executive Officer and Chief Financial Officer, any change in our internal control over financial reporting as of the end of the fiscal quarter covered by this Quarterly Report on Form 10-Q.Other than as discussed above with respect to the integration of SolAero, identified material weaknesses and remediation efforts, there was no change in our internal control over financial reporting that occurred during During the period covered by this Quarterly Report on Form 10-Q, there were no changes in the our internal control over financial reporting ("ICFR") identified in connection with the evaluation required by paragraph (d) of Rules 13a-15 or 15d-15 of the Exchange Act that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. the Company's ICFR.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may become involved in litigation relating to claims arising from the ordinary course of business. Our management believes that there are currently no claims or actions pending against us, the ultimate disposition of which could have a material adverse effect on our results of operations or financial condition.

Item 1A. Risk Factors

Other than the risk factors previously disclosed in Part II, Item 1A of our Quarterly Report on Form 10-Q for the period ended March 31, 2023, there There have been no material changes from the risk factors previously disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023, as filed with the SEC on March 7, 2023 February 28, 2024.

Item 2. Recent Sales of Unregistered Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

Insider Trading Arrangements

During the three months ended September 30, 2023 March 31, 2024, none of the Company's directors or officers (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934) adopted, terminated or modified a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K).

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Item 6. Exhibits

Exhibit Number	Description
4.1	Indenture, dated February 6, 2024, between the Company and U.S. Bank Trust Company, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Form 8-K filed by Rocket Lab USA, Inc. on February 7, 2024).
4.2	Form of 4.250% Convertible Senior Note due 2029 (included in Exhibit 4.1) (incorporated by reference to Exhibit 4.2 to the Form 8-K filed by Rocket Lab USA, Inc. on February 7, 2024).
10.1	Form of Capped Call Confirmation (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Rocket Lab USA, Inc. on February 7, 2024).
31.1*	Certification of Principal Executive Officer pursuant to Exchange Act rules 13a-14 or 15d-14.
31.2*	Certification of Principal Financial Officer pursuant to Exchange Act rules 13a-14 or 15d-14.
32.1*†	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Exchange Act rules 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350.
101.INS*	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

† The certification furnished in Exhibit 32.1 hereto is deemed to be furnished with this Quarterly Report on Form 10-Q and will not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent that the Registrant specifically incorporates it by reference.

‡ Management contract or compensatory plan or arrangement.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ROCKET LAB USA, INC.

November 8, 2023 May 6, 2024	By:	/s/ Peter Beck
		Peter Beck
		President, Chief Executive Officer and Chairman
		(Principal Executive Officer)
November 8, 2023 May 6, 2024	By:	/s/ Adam Spice
		Adam Spice
		Chief Financial Officer
		(Principal Financial and Accounting Officer)

EXHIBIT 31.1

CERTIFICATION PURSUANT TO SECURITIES AND EXCHANGE ACT OF 1934
RULE 13A-14 AS ADOPTED PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT OF 2002

CERTIFICATION

I, Peter Beck, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Rocket Lab USA, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present ir material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in wh this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting ar the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report ou conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covere by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred durinc registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that ha materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporti and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control o financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize anc report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in t registrant's internal control over financial reporting.

Date: November 8, 2023 May 6, 2024

By: /s/ Peter Beck

Peter Beck

President and Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION PURSUANT TO SECURITIES AND EXCHANGE ACT OF 1934
RULE 13A-14 AS ADOPTED PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT OF 2002

CERTIFICATION

I, Adam Spice, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Rocket Lab USA, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in wh this report is being prepared;
    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting ar the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report ou conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covere by this report based on such evaluation; and
    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred durinç registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that ha

materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporti and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control o financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize anc report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in t registrant's internal control over financial reporting.

Date: November 8, 2023 May 6, 2024

By: /s/ Adam Spice

Adam Spice

Chief Financial Officer

(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Rocket Lab USA, Inc. (the "Company") for the period ended September 30, 2023 March 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to their knowledge:

1) the Report which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2023 May 6, 2024	By: /s/ Peter Beck
	Peter Beck
	President and Chief Executive Officer
	(Principal Executive Officer)
Date: November 8, 2023 May 6, 2024	By: /s/ Adam Spice
	Adam Spice
	Chief Financial Officer
	(Principal Financial and Accounting Officer)

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