
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 17, 2015**

NETLIST, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-33170
(Commission
File Number)

95-4812784
(I.R.S. Employer
Identification Number)

**175 Technology Drive, Suite 150
Irvine, California 92618**
(Address of principal executive offices, including zip code)

(949) 435-0025
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry Into a Material Definitive Agreement.

On February 17, 2015, Netlist, Inc., a Delaware corporation (the “Company”), entered into that certain Second Amendment to Loan and Security Agreement with Fortress Credit Opportunities I LP (the “Lender”), an affiliate of Fortress Investment Group LLC and successor to DBD Credit Funding LLC (the “Loan Agreement Amendment”). The Loan Agreement Amendment amended certain terms of that certain Loan and Security Agreement, dated as of July 18, 2013, by and between the Company and the Lender, as amended (the “Loan Agreement”), which provides for certain tranching term loans and revolving loans from the Lender to the Company. Among other things, the Loan Agreement Amendment (1) removes conditions to the availability of the second tranche of term loans under the Loan Agreement (the “IP Milestone Term Loans”) which previously required the achievement by the Company of certain performance milestones relating to intellectual property matters (the “IP Monetization Milestones”) and (2) required the Lender to lend to the Company all amounts under the IP Milestone Term Loans on February 17, 2015. In connection with the Loan Agreement Amendment, the Company paid a facility fee of \$60,000 to the Lender and an amendment and restructuring fee equal to \$20,000. Pursuant to the Loan Agreement Amendment, the Company is also obligated to annually pay to the Lender a fully earned, non-refundable management and monitoring fee of \$20,000.

Concurrent with the execution of the Loan Agreement Amendment, (1) the Company and Drawbridge Special Opportunities Fund LP, a Delaware limited partnership and an affiliate of the Lender (“Drawbridge”), entered into that certain First Amendment to Monetization Letter Agreement (the “Letter Agreement Amendment”) and (2) the Company issued to Drawbridge a new warrant certificate (the “New Warrant Certificate”) in replacement of the original warrant certificate (the “Original Warrant Certificate”) the Company previously issued to Drawbridge on July 18, 2013 in connection with the execution of the Loan Agreement. The Letter Agreement Amendment amends certain terms of that certain Patent Monetization Side Letter Agreement, dated as of July 18, 2013, with Drawbridge (the “Letter Agreement”), which provides, subject to certain limitations and restrictions, that Drawbridge may be entitled to share in certain monetization revenues of the Company related to its patent portfolio (“Patent Monetization Revenues”). The Letter Agreement Amendment (1) adds certain patents relating to the Company’s NVvault™ product line to the patent portfolio from which Patent Monetization Revenues can be derived, (2) subject to certain limitations and restrictions, allows Drawbridge to share in Patent Monetization Revenues arising in connection with certain litigation and (3) modifies the percentages and maximum amounts that Drawbridge may be entitled to under the Letter Agreement with respect to Patent Monetization Revenues. The New Warrant Certificate is in substantially the same form as the Original Warrant Certificate (which was cancelled in connection with the issuance of the New Warrant Certificate) other than to remove the restrictions upon exercise contained in the Original Warrant Certificate with respect to an aggregate of 659,340 shares of the Company’s Common Stock thereunder relating to the achievement by the Company of the IP Monetization Milestones and the borrowing by the Company of amounts under the IP Milestone Term Loans.

The descriptions of the Loan Agreement Amendment, Letter Agreement Amendment and New Warrant Certificate contained herein do not purport to be complete. Copies of the Loan Agreement Amendment, Letter Agreement Amendment and New Warrant Certificate will be filed with the Company’s quarterly report on Form 10-Q for the quarter ending March 31, 2015. Portions of the Letter Agreement Amendment may be omitted and filed separately with the Securities and Exchange Commission and confidential treatment pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended, may be requested with respect to such omitted information.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth above in Item 1.01 of this Current Report on Form 8-K is incorporated by reference herein.

Item 8.01 Other Events .

On February 17, 2015, the Company issued a press release relating to the foregoing. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by this reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Netlist, Inc., dated February 17, 2015.

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 hereunto duly authorized.

NETLIST, INC.

Dated: February 17, 2015

By: /s/ Gail M. Sasaki
Gail M. Sasaki
Vice President and Chief Financial Officer



NETLIST

**NETLIST REINFORCES STRATEGIC AGREEMENT WITH
AFFILIATES OF FORTRESS INVESTMENT GROUP**

*- Validates Value of Product and Patent Portfolios for High Performance Hybrid Memory Solutions -
- Accelerates Loan Availability and Enhances Economics -*

IRVINE, CALIFORNIA , February 17, 2015 - Netlist, Inc. (NASDAQ: NLST), a leading provider of high performance and hybrid memory solutions for the cloud computing and storage markets, today announced that it has amended the credit financing agreement it entered in July 2013 with an affiliate of Fortress Investment Group LLC (NYSE: FIG), a leading global investment management firm. The amended agreement accelerates the availability of financing and enhances Netlist's economics through a cap on the financing's total patent monetization share.

"The immediate availability of additional capital from Fortress is a vote of confidence in our growing and strategically important product and intellectual property portfolios," said Netlist President and Chief Executive Officer, C.K. Hong. "Fortress' intellectual property team continues to be a key source of accretive capital to support our ongoing innovation and growth."

About Netlist:

Netlist, Inc. designs and manufactures high-performance, logic-based memory subsystems for server and storage applications for cloud computing. Netlist's flagship products include NVvault® and EXPRESSvault™ family of hybrid memory products that significantly accelerate system performance and provide mission critical fault tolerance, HyperCloud®, a patented memory technology that breaks traditional performance barriers, and a broad portfolio of industrial Flash and specialty memory subsystems including VLP (very low profile) DIMMs and Planar-X RDIMMs. Netlist has steadily invested in and grown its worldwide IP portfolio, which now includes 81 issued and pending patents in the areas of high performance memory and hybrid memory technologies.

Netlist develops technology solutions for customer applications in which high-speed, high-capacity, small form factor and efficient heat dissipation are key requirements for system memory. These customers include OEMs and hyperscale datacenter operators that design and build servers, storage systems and high-performance computing clusters, engineering workstations and telecommunications equipment. Founded in 2000, Netlist is headquartered in Irvine, CA with manufacturing facilities in Suzhou, People's Republic of China. Learn more at www.netlist.com.

Safe Harbor Statement:

This news release contains forward-looking statements regarding future events and the future performance of Netlist. These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those expected or projected. These risks and uncertainties include, but are not limited to, risks associated with the launch and commercial success of our products, programs and technologies; the success of product partnerships; continuing development, qualification and volume production of EXPRESSvault™, NVvault™, HyperCloud® and VLP Planar-X RDIMM; the timing and magnitude of the anticipated decrease in sales to our key customer; our ability to leverage our NVvault™ technology in a more diverse customer base; the rapidly-changing nature of technology; risks associated with intellectual property, including patent infringement litigation against us as well as the costs and unpredictability of litigation over infringement of our intellectual property and the possibility of our patents being reexamined by the United States Patent and Trademark office; volatility in the pricing of DRAM ICs and NAND; changes in and uncertainty of customer acceptance of, and demand for, our existing products and products under development, including uncertainty of and/or delays in product orders and product qualifications; delays in the Company's and its customers' product releases and development; introductions of new products by competitors; changes in end-user demand for technology solutions; the Company's ability to attract and retain skilled personnel; the Company's reliance on suppliers of critical components and vendors in the supply chain; fluctuations in the market price of critical components; evolving industry standards; and the political and regulatory environment in the People's Republic of China. Other risks and uncertainties are described in the Company's annual report on Form 10-K filed on March 18, 2014, and subsequent filings with the U.S. Securities and Exchange Commission made by the Company from time to time. Except as required by law, Netlist undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

For more information, please contact:

Brainerd Communicators, Inc.
Mike Smargiassi/Jenny Perales
NLST@braincomm.com
(212) 986-6667
