
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): **June 10, 2013**

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
(IRS Employer
Identification Number)

51 Discovery, Suite 150
Irvine, California 92618
(Address of Principal Executive Offices)

(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 5.07. Submission of Matters to a Vote of Security Holders.

On June 10, 2013, Netlist, Inc. (the “Company”) held its 2013 Annual Meeting of Stockholders (the “Annual Meeting”) at the office of Merrill Corporation located at 2603 Main Street, Suite 100, Irvine, CA. The Company filed its definitive proxy statement for the proposals voted upon at the Annual Meeting with the Securities and Exchange Commission on April 29, 2013. As of April 24, 2013, the record date for the Annual Meeting, there were 30,409,553 shares of common stock issued and outstanding and entitled to vote on the proposals presented at the Annual Meeting. A total of 25,206,455 shares, which constituted a quorum, were present or represented at the Annual Meeting. Set forth below are the final voting results for each of the four proposals submitted to a vote of the Company’s stockholders at the Annual Meeting:

Proposal 1 — Election of Directors . The stockholders elected the following four persons as directors of the Company, each to serve as such for a term of one year (ending at the time of the Company’s annual meeting of stockholders to be held in 2014) or until their successors are duly elected and qualified or until their earlier resignation or removal. The votes cast were as follows:

| <u>Directors</u> | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Vote</u> |
|-------------------|------------|-----------------|------------------------|
| Chun Ki Hong | 10,472,530 | 479,123 | 14,254,802 |
| Thomas F. Lagatta | 10,507,045 | 444,608 | 14,254,802 |
| Claude M. Leglise | 10,516,070 | 435,583 | 14,254,802 |
| Alan H. Portnoy | 9,688,950 | 1,262,703 | 14,254,802 |

Proposal 2 — Ratification of Appointment of Independent Registered Public Accounting Firm . The stockholders ratified the appointment of KMJ Corbin & Company LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 28, 2013. The votes cast were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 23,639,055 | 570,383 | 997,017 | — |

Proposal 3 — Advisory Vote on Executive Compensation . The stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers. The votes cast were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 3,695,586 | 1,444,771 | 5,811,296 | 14,254,802 |

Proposal 4 — Advisory Vote on the Frequency of Advisory Votes on Executive Compensation . The stockholders determined, on an advisory basis, that the preferred frequency for advisory votes on the Company’s executive compensation is every year. The votes cast were as follows:

| <u>1 Year</u> | <u>2 Years</u> | <u>3 Years</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|---------------|----------------|----------------|----------------|------------------------|
| 2,739,495 | 67,935 | 2,370,500 | 5,773,723 | 14,254,802 |

SIGNATURE

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.

Date: June 11, 2013

By: /s/ Gail M. Sasaki

Gail M. Sasaki

Vice President, Chief Financial Officer and Secretary