

**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**

**August 14, 2024**

Date of Report (Date of earliest event reported):



**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)

**111 Academy, Suite 100  
Irvine, California 92617**  
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common stock, par value \$0.001 per share	NLST	None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On August 14, 2024, Netlist, Inc. (the "Company"), held its 2024 Annual Meeting of Stockholders (the "Annual Meeting") in Irvine, California. At the Annual Meeting, the Company's stockholders voted on the following two proposals and cast their votes as described below.

1. Election of one Director.

The Company's stockholders voted on the election of one director nominee to the Board of Directors, to serve until the next annual meeting or until his successor is duly elected or appointed and qualified.

<b>Director</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Chun K. Hong	44,107,949	2,565,259	92,273,310

Based on the votes set forth above, Mr. Chun K. Hong was duly elected to serve until the Company's 2025 Annual Meeting of Stockholders or until his successor is duly elected or appointed and qualified.

2. Ratification of Appointment of Independent Registered Public Accounting Firm.

The Company's stockholders voted on the ratification of the appointment of Macias Gini & O'Connell LLP as the Company's independent registered public accounting firm for the fiscal year 2024.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
135,311,084	1,532,532	2,102,902	—

Based on the votes set forth above, the stockholders ratified the appointment of Macias Gini & O'Connell LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 28, 2024.

**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: August 16, 2024

By: /s/ Gail M. Sasaki

Gail M. Sasaki

Executive Vice President and Chief Financial Officer