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

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**FORM 8-A/A**  
(Amendment No. 1)

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**NETLIST, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**95-4812784**  
(I.R.S. Employer Identification No.)

**175 Technology, Suite 150**  
**Irvine, California**  
(Address of principal executive offices)

**92618**  
(Zip Code)

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

**Title of each class  
to be so registered**

**Name of each exchange on which  
each class is to be registered**

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Series A Preferred Stock Purchase Rights

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The Nasdaq Stock Market  
(Nasdaq Capital Market)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates:  
**Not applicable**

Securities to be registered pursuant to Section 12(g) of the Act:  
**None**

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**Explanatory Note.**

This Amendment No. 1 on Form 8-A/A is filed to amend and supplement the information set forth in Items 1 and 2 of the Registration Statement on Form 8-A (File No. 001-33170) filed with the Securities and Exchange Commission (the “Commission”) by Netlist, Inc. (the “Company”) on April 17, 2017 (such Registration Statement on Form 8-A as filed on such date, the “Original Form 8-A”).

**Item 1. Description of Registrant’s Securities to be Registered.**

*Item 1 of the Original Form 8-A is hereby amended and supplemented by adding the following paragraph thereto:*

On April 16, 2018, the Company entered into an amendment (the “Amendment”) to its Rights Agreement with Computershare Trust Company, N.A., as rights agent. The description of the Amendment set forth under Item 1.01 of the Current Report on Form 8-K filed by the Company on April 17, 2018 under the Securities Exchange Act of 1934, as amended, is incorporated herein by reference.

**Item 2. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Amendment No. 1 to Rights Agreement, dated as of April 16, 2018, by and between the Company and Computershare Trust Company, N.A., as rights agent (incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed on April 17, 2018).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**NETLIST, INC.**

Date: April 17, 2018

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