
**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): **May 31, 2017**

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)

**175 Technology, 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))

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 May 31, 2017, Netlist, Inc. (the “Company”) held its 2017 Annual Meeting of Stockholders (the “Annual Meeting”) in Irvine, California. As of April 3, 2017, the record date for the Annual Meeting, there were 61,736,455 shares of the Company’s common stock issued and outstanding and entitled to vote on the proposals presented at the Annual Meeting. A total of 45,582,905 shares of the Company’s common stock, which constituted a quorum, were present in person or by proxy at the Annual Meeting. Set forth below are the final voting results for each of the three proposals submitted to a vote of the Company’s stockholders at the Annual Meeting.

Proposal 1 — Election of Directors. The Company’s stockholders elected the six persons named below as directors of the Company, each to serve until the Company’s 2018 Annual Meeting of Stockholders or until his successor is duly elected or appointed and qualified. The votes cast on Proposal 1 were as follows:

<u>Directors</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Chun K. Hong	16,173,519	1,570,024	27,839,362
Jeff Benck	16,192,599	1,550,944	27,839,362
Charles F. Cargile	17,122,379	621,164	27,839,362
Jun S. Cho	16,189,954	1,553,589	27,839,362
Kiho Choi	16,191,854	1,551,689	27,839,362
Blake A. Welcher	16,191,705	1,551,838	27,839,362

Proposal 2 — Ratification of Appointment of Independent Registered Public Accounting Firm. The Company’s 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 30, 2017. The votes cast on Proposal 2 were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
40,627,916	3,152,648	1,802,341	—

Proposal 3 — Approval of an Amendment to the Company’s Restated Certificate of Incorporation. The Company’s stockholders approved an amendment to the Company’s Restated Certificate of Incorporation to increase the number of shares of the Company’s common stock that it is authorized to issue from 90,000,000 to 150,000,000. The votes cast on Proposal 3 were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
37,456,316	7,646,075	480,514	—

Item 8.01 Other Events.

On June 1, 2017, the Company issued a press release announcing the election of Mr. Choi and the other directors named above at the Annual Meeting. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated in this Item 8.01 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated June 1, 2017, issued by Netlist, Inc.

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 1, 2017

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



NETLIST

NETLIST ANNOUNCES ELECTION OF KIHU CHOI TO BOARD OF DIRECTORS

IRVINE, CALIFORNIA, June 1, 2017 — Netlist, Inc. (NASDAQ: NLST), today announced that Kiho Choi was elected to its Board of Directors at its Annual Meeting of Stockholders (the “Annual Meeting”) which took place Wednesday, March 31, 2017. In addition, at the Annual Meeting, C.K. Hong, Jeff Benck, Charles Cargile, Jun Cho, and Blake Welcher were all re-elected to another term as Netlist directors. Mr Choi fills the seat that was vacant upon the expiration of Vince Sheeran’s term at the commencement of the Annual Meeting. Mr. Choi was also appointed by the Board as the Chair of the Audit Committee and as a member of the Compensation Committee.

“Kiho is a proven leader with strong financial experience,” said C.K. Hong, Chairman and Chief Executive Officer of Netlist. “We are pleased to have him join our Board, and look forward to his guidance and counsel as we continue to execute on our strategic initiatives. I would also like to thank Vince for his service and commitment to the company.”

Mr. Choi brings significant accounting and financial expertise, as well as extensive senior management experience to Netlist’s Board of Directors. In 2005, Mr. Choi established Choi, Kim & Park, LLP (“CKP”), the largest Korean American full service CPA firms in the U.S., and is currently the Managing Partner of CKP. In this role, Mr. Choi is responsible for directing the SEC and international company audit service and the management and financing consulting practices of the firm. Mr. Choi began his public accounting career in 1989 in the Assurance and Consulting Division of Watkins, Meegan, Drury & Co, LLC in Washington D.C. As director in charge of resolution services division, Mr. Choi had responsibility for auditing banks and government contractors and worked closely with the Resolution Trust Corporation and FDIC. In 1995, Mr. Choi joined Kim & Lee, LLP, as a partner responsible for the firm’s audit and consulting practice. Mr. Choi is a graduate of the University of Illinois, at Chicago, receiving both a Bachelor’s and Master’s of Science degrees in Accounting.

About Netlist, Inc.

Netlist is a leading provider of high-performance modular memory subsystems serving customers in diverse industries that require superior memory performance to empower critical business decisions. Flagship products NVvault® and EXPRESSvault® enable customers to accelerate data running through their servers and storage and reliably protect enterprise-level cache, metadata and log data by providing near instantaneous recovery in the event of a system failure or power outage. HybriDIMM™, Netlist’s next-generation storage class memory product, addresses the growing need for real-time analytics in Big Data applications and in-memory databases. Netlist holds a portfolio of patents, many seminal, in the areas of hybrid memory, storage class memory, rank multiplication and load reduction. Netlist is part of the Russell Microcap® Index. To learn more, visit www.netlist.com.

Safe Harbor Statement

This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements other than historical facts and often address future events or the future performance of Netlist. Forward-looking statements contained in this news release include statements about Netlist's ability to execute on its strategic initiatives. All forward-looking statements reflect management's present expectations regarding future events and are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed in or implied by any forward-looking statements. These risks, uncertainties and other factors include, among others: risks related to Netlist's plans for its intellectual property, including its strategies for monetizing, licensing, expanding, and defending its patent portfolio; risks associated with patent infringement litigation initiated by Netlist, such as its ongoing proceedings against SK hynix Inc., or by others against Netlist, as well as the costs and unpredictability of any such litigation; risks associated with Netlist's product sales, including the market and demand for products sold by Netlist and its ability to successfully develop and launch new products that are attractive to the market; the success of product, joint development and licensing partnerships, including its relationship with Samsung Electronics Co., Ltd.; the competitive landscape of Netlist's industry; and general economic, political and market conditions. These and other risks and uncertainties are described in Netlist's quarterly report on Form 10-Q filed on May 16, 2017, and subsequent filings with the U.S. Securities and Exchange Commission it makes from time to time. Given these risks, uncertainties and other important factors, undue reliance should not be placed on these forward-looking statements. These forward-looking statements represent Netlist's estimates and assumptions only as of the date made, and except as required by law, Netlist undertakes no obligation to revise or update any forward-looking statements for any reason.

For more information, please contact:

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