
**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): **August 15, 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:

- 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 5.02 - Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangement of Certain Officers.

(d) On August 15, 2013, our board of directors (the "Board"), upon the recommendation of our nominating committee, appointed Charles F. Cargile to our Board effective immediately. Mr. Cargile will serve as an independent director and will serve as Chairman of our Audit Committee. The Board has determined that Mr. Cargile qualifies as independent under the independence standards set forth in Nasdaq Marketplace Rule 5605(a)(2) and that he meets the criteria to be designated as our "audit committee financial expert" as defined by rules of the Securities and Exchange Commission. With the addition of Mr. Cargile, the size of the Board increases to five members.

Mr. Cargile brings more than 20 years of industry experience and currently serves as Senior Vice President, Chief Financial Officer and Treasurer of Newport Corporation, a publicly-traded global supplier of advanced-technology products and systems.

Mr. Cargile's compensation for his services as a director will be consistent with that of our other non-employee directors, including the execution and delivery of an indemnification agreement with Mr. Cargile in the form previously approved by the Board, all as described in our proxy statement on Form 14A filed on April 29, 2013. There are no arrangements or understandings between Mr. Cargile and any other persons pursuant to which Mr. Cargile was selected as a director. Mr. Cargile is not a party to any transaction that would require disclosure under Item 404(a) of Regulation S-K.

On August 15, 2013, we issued a press release announcing the appointment of Mr. Cargile to the Board. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

Item 9.01- FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits. The following exhibit is furnished herewith:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated August 15, 2013

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, 2013

By: /s/ Gail M. Sasaki

Gail M. Sasaki

Vice President, Chief Financial Officer and Secretary



**NETLIST APPOINTS CHARLES F. CARGILE
TO BOARD OF DIRECTORS**

IRVINE, CA — August 15, 2013 - Netlist, Inc. (NASDAQ: NLST), a leading provider of high performance memory solutions for the cloud computing and storage markets, today announced that Charles F. Cargile has been appointed to the Company's Board of Directors and will serve as Chairman of the Netlist Audit Committee.

Cargile brings more than 20 years of industry experience to Netlist's Board of Directors. He has an extensive background in strategic development, capital structures and international operations. He currently serves as Senior Vice President, Chief Financial Officer and Treasurer of Newport Corporation a publicly-traded global supplier of advanced-technology products and systems. Cargile has been the Chief Financial Officer at Newport for 13 years and has been responsible for all aspects of finance, accounting, information technology and strategic planning, including mergers and acquisitions. Prior to Newport, Cargile held a number of executive positions at York International Corporation and Flowserve Corporation.

"We are very pleased to have Chuck join our Board of Directors," said C.K. Hong, Chairman and Chief Executive Officer of Netlist. "With his extensive financial and strategic planning expertise, Chuck is well-suited to help guide Netlist as we execute on our financial and business strategies."

Cargile holds a Bachelor of Science degree in Accounting from Oklahoma State University and a Master's degree in Business Administration from the Marshall School of Business at the University of Southern California.

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 HyperCloud®, a patented memory technology that breaks traditional performance barriers, NVvault™ and EXPRESSvault™ family of products that significantly accelerate system performance and provide mission critical fault tolerance, and a broad portfolio of industrial Flash and specialty memory subsystems including VLP (very low profile) DIMMs and Planar-X RDIMMs.

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 that design and build tower, rack-mounted, and blade servers, 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 and an engineering design center in Silicon Valley, CA. Learn more at www.netlist.com.

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For more information, please contact:

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