

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

POST-EFFECTIVE AMENDMENT NO. 1

File No. 333-266679

POST-EFFECTIVE AMENDMENT NO. 1

File No. 333-277596

**TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

NETLIST, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

**111 Academy, Suite 100
Irvine, CA 92617**
(Address of Principal Executive Offices) (Zip Code)

**Amended and Restated 2006 Equity Incentive Plan of Netlist, Inc.
Employment Inducement Stock Option Agreement**
(Full title of the plan)

Chun K. Hong
President, Chief Executive Officer and Sole Director
111 Academy, Suite 100, Irvine, CA 92617
(Name and address of agent for service)

(949) 435-0025
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

DEREGISTRATION OF UNSOLD SECURITIES

Netlist, Inc. (the “Company” or “Registrant”) is filing these post-effective amendments (the “Post-Effective Amendments”) to the following Registration Statements on Form S-8 (“Registration Statement”), which have been previously filed with the Securities and Exchange Commission (the “SEC”), to deregister certain shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”), registered but unsold or otherwise unissued under the below Registration Statements as follows:

- Registration Statement on Form S-8 (No. 333-266679) filed with the SEC on August 9, 2022, pertaining to the registration of (i) 105,000 shares of Common Stock that may be issued upon the vesting of the Inducement RSU Awards (the “March 2022 Inducement Awards”) granted to two employees pursuant to Restricted Stock Unit Agreements, dated as of March 7, 2022, by and between the Company and these employees (the “March 2022 Agreements”); (ii) 415,000 shares of Common Stock that may be issued upon the vesting of the Inducement RSU Awards granted to two employees pursuant to Restricted Stock Unit Agreements, dated as of April 6, 2022, by and between the Company and these employees, (iii) 86,500 shares of Common Stock that may be issued upon the vesting of the Inducement RSU Awards (the “May 2022 Inducement Awards”) granted to three employees pursuant to Restricted Stock Unit Agreements, dated as of May 9, 2022, by and between the Company and these employee (the “May 2022 Agreements”), (iv) 10,000 shares of Common Stock that may be issued upon the vesting of the Inducement RSU Award granted to one employee pursuant to a Restricted Stock Unit Agreement, dated as of June 1, 2022, by and between the Company and this employees, (v) 28,333 shares of Common Stock that may be issued upon the vesting of the Inducement RSU Awards (the “July 2022 Inducement Awards”) granted to two employees pursuant to Restricted Stock Unit Agreements, dated as of July 11, 2022, by and between the Company and these employee (the “July 2022 Agreements”) and (vi) 150,000 shares of Common Stock that may be issued upon the vesting of the Inducement RSU Awards granted to two employees pursuant to Restricted Stock Unit Agreements, dated as of August 1, 2022, by and between the Company and these employees.

With respect to the Common Stock subject to the March 2022 Inducement Awards, May 2022 Inducement Awards and July 2022 Inducement Awards, 105,000, 80,000, and 25,000 shares of Common Stock, respectively, included in this Registration Statement are no longer issuable pursuant to the March 2022 Agreements, May 2022 Agreements and July 2022 Agreements, respectively.

- Registration Statement on Form S-8 (No. 333-277596) filed with the SEC on March 1, 2024, pertaining to the registration of (i) 1,200,000 shares of Common Stock available for issuance under the Amended and Restated 2006 Equity Incentive Plan of the Company and (ii) 252,000 shares of Common Stock that may be issued upon the vesting of the Inducement RSU Awards (the “2023 Inducement Awards”) granted to four employees pursuant to Restricted Stock Unit Agreements, by and between the Company and these employees (the “2023 Agreements”).

With respect to the Common Stock subject to the 2023 Inducement Awards, 252,000 shares of Common Stock, included in this Registration Statement are no longer issuable pursuant to the 2023 Agreements.

Therefore, in accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, the securities registered under the Registration Statement that have not been sold, the Company hereby amends the Registration Statements to deregister (i) 210,000 shares of Common Stock registered and unsold under the Registration Statement on Form S-8 (No. 333-266679) and (ii) 252,000 shares of Common Stock registered and unsold under the Registration Statement on Form S-8 (No. 333-277596).

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>	<u>Filed Herewith</u>	<u>Incorporated by Reference</u>			
			<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>
23.1	Consent of Macias Gini & O'Connell LLP	X				
23.2	Consent of KMJ Corbin & Company LLP	X				

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Netlist, Inc.
Irvine, California

We consent to the incorporation by reference in Amendment No.1 to the Registration Statement Nos. 333-266679, and 333-277596 on Form S-8 of our report dated March 28, 2025, relating to the consolidated financial statements of Netlist, Inc. and subsidiaries (the "Company") as of December 28, 2024, the related consolidated statements of operations, stockholders' equity (deficit), and cash flows for the year then ended, and the related notes and financial statement schedule II, which report is included in the Annual Report on Form 10-K of Netlist, Inc. for the year ended December 28, 2024.

/s/Macias Gini and O'Connell LLP

Irvine, California
April 2, 2025

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statements on Forms S-8 (333-266679 and 333-277596) of our report dated February 23, 2024, relating to the 2023 consolidated financial statements of Netlist, Inc. and subsidiaries (the "Company"), appearing in the Annual Report on Form 10-K of Netlist, Inc. for the year ended December 28, 2024.

/s/ KMJ Corbin & Company LLP

Glendora, California
April 2, 2025
