

NETLIST INC

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**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) : **July 26, 2007**

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 No.)

51 Discovery, Irvine, California
(Address of principal executive offices)

92618
(Zip Code)

Registrant's telephone number, including area code: **(949) 435-0025**

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 Certain Officers**

On July 26, 2007, Lee Kim, the Vice President, Chief Financial Officer and Secretary of Netlist, Inc., tendered his resignation from all positions and offices held by him at Netlist, Inc., effective as of August 14, 2007. On August 1, 2007, Netlist, Inc. issued a Press Release announcing Mr. Kim's resignation, a copy of which is attached as Exhibit 99.1.

Item 9.01 **Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release, dated August 1, 2007, issued by Netlist, Inc.

SIGNATURES

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.

Date: August 1, 2007

NETLIST, INC.

/s/ Lee Kim

Lee Kim

Vice President,
Chief Financial Officer
and Secretary



NETLIST

NEWS RELEASE for August 1, 2007 at 6:00 AM EDT

Contact: Allen & Caron Inc
 Jill Bertotti (investors)
 jill@allencaron.com
 Len Hall (media)
 len@allencaron.com
 (949) 474-4300

Lee Kim
 Chief Financial Officer
 Netlist, Inc.
 (949) 435-0025

NETLIST ANNOUNCES DEPARTURE OF CHIEF FINANCIAL OFFICER

IRVINE, CA (August 1, 2007) . . . Netlist, Inc. (Nasdaq: NLST) announced today that Lee Kim, Chief Financial Officer, will be leaving the Company effective August 14, 2007 to devote more time to his family and to pursue other interests. The Company also announced that Gail Itow, Vice President, Finance, will assume Kim's internal functional responsibilities and that Chuck Hong, Chief Executive Officer, would assume Kim's investor relations responsibilities, both until a successor is named. The Company is in the process of conducting a search for a successor.

"My experience at Netlist has been one of the most exciting, challenging and rewarding of my career," said Kim. "I have enjoyed the opportunity to help establish Netlist as a leading provider of high-performance memory subsystems and am pleased to have been able to assist the Company in going public in November 2006. I am confident that Netlist is well-positioned for the future and I look forward to watching the Company's growth and success."

"Since joining Netlist as Chief Financial Officer in January 2006, Lee has made numerous contributions and played a key role in establishing the Company in the strong financial position it is in today," commented Hong. "We thank Lee for his contributions to Netlist and wish him well as he moves into the next phase of his career."

About Netlist, Inc.

Netlist designs and manufactures high-performance memory subsystems for the server and high- performance computing and communications markets. The Company's memory subsystems are developed for applications in which high-speed, high-capacity memory, functionality, small form factor, and heat dissipation are key requirements. These applications include tower-servers, rack-mounted servers, blade servers, high-performance computing clusters, engineering workstations, and telecommunication equipment. Netlist maintains its headquarters in Irvine, California with manufacturing facilities in Irvine and in Suzhou, China.

Safe Harbor Statement

This news release contains forward-looking statements regarding future events and the future performance of Netlist, including future opportunities and growth for the company's business. These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those expected or projected. These risks and uncertainties include, but are not limited to, the rapidly-changing nature of technology; volatility in the pricing of DRAM ICs; uncertainty of customer demand, including delays in expected qualifications; introductions of new products by competitors; changes in end-user demand for technology solutions; the Company's ability to attract and retain skilled personnel; the Company's reliance on suppliers of critical components; evolving industry standards; and the political and regulatory environment in the People's Republic of China. Other risks and uncertainties are described in the Company's annual report on Form 10-K, dated February 28, 2007, quarterly report on Form 10-Q dated May 15, 2007, and subsequent filings with the U.S. Securities and Exchange Commission made by the Company from time to time. Netlist undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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