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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 (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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**NETLIST, INC.**

(Exact name of registrant as specified in its charter)

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

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

**111 Academy, Suite 100**  
**Irvine, California**  
(Address of principal executive offices)

**92617**  
(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**

None

None

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:**  
**Series A Preferred Stock Purchase Rights**  
(Title of Class)

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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. 000-56197) filed with the Securities and Exchange Commission by Netlist, Inc. (the “Company”) on August 14, 2020 (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 17, 2024, the Company entered into a fourth amendment (the “Fourth Amendment”) to its Rights Agreement with Equiniti Trust Company, LLC, as rights agent. The description of the Fourth Amendment set forth under Item 1.01 of the Current Report on Form 8-K filed by the Company on April 17, 2024 under the Securities Exchange Act of 1934, as amended, is incorporated herein by reference.

**Item 2. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>	<b>Filed Herewith</b>	<b>Incorporated by Reference</b>			
			<b>Form</b>	<b>File No.</b>	<b>Exhibit</b>	<b>Filing Date</b>
4.1	<a href="#">Amendment No. 4 to Rights Agreement, dated as of April 17, 2024, by and between the Company and Equiniti Trust Company, LLC, as rights agent</a>		8-K	001-33170	4.1	April 17, 2024

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**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, 2024

By: /s/ Gail M. Sasaki

Gail M. Sasaki

Executive Vice President and Chief Financial Officer

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