
**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): **December 1, 2009**

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 7.01 — REGULATION FD DISCLOSURE

On December 1, 2009, Netlist, Inc. issued a press release regarding the legal action filed against Netlist by Inphi Corporation on November 30, 2009. A copy of the updated press release is furnished hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

The information included in this Item 7.01 of Current Report on Form 8-K, including the attached Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section,, or incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

ITEM 8.01 — OTHER EVENTS

On November 25, 2009, the Company received notification from the Nasdaq Stock Market that, because the closing bid price of the Company’s common stock has been at or above \$1.00 per share for 10 consecutive business days, the Company has regained compliance with Nasdaq’s Listing Rule 5450(a)(1). Accordingly, the Company’s delisting matter has been closed.

ITEM 9.01 — FINANCIAL STATEMENTS AND EXHIBITS

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

Exhibit No.	Description of Exhibit
99.1	Updated press release, dated December 1, 2009

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: December 1, 2009

NETLIST, INC.

/s/ Gail Itow

Gail Itow

Vice President and Secretary



NEWS RELEASE for December 1, 2009 at 6:00 AM EST

Contact: Allen & Caron Inc
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Gail Itow
 Chief Financial Officer
 Netlist, Inc.
 (949) 435-0025

NETLIST RESPONDS TO INPHI LAWSUIT

IRVINE, CA (December 1, 2009) . . . Netlist, Inc. (NASDAQ: NLST) today announced that the legal action filed by Inphi Corporation Monday is without merit and appears to be in response to the patent infringement action filed by Netlist against Inphi in September 2009.

In September, Netlist sued Inphi alleging that Inphi's iMB line of isolation memory buffer integrated circuits infringe Netlist's U.S. Patent No. 7,532,537. Netlist is seeking monetary damages and has requested an injunction barring Inphi from making and selling infringing product and from inducing others to infringe any of the claims of the '537 patent.

Netlist's management and its legal team have reviewed the Inphi patents and believe that Inphi's claims are without merit and will fail in court.

"The products we are bringing to market, including HyperCloud memory, are important innovations, and they are based on our robust portfolio of intellectual property," said C.K. Hong, President and CEO of Netlist. "We will continue to vigorously assert our intellectual property against Inphi and any others that make unlawful use of our IP."

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 Suzhou, China.

Safe Harbor Statement

This news release contains forward-looking statements regarding future events and the future performance of Netlist and its products, including the outcome of pending litigation, 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; risks associated with intellectual property; volatility in the pricing of DRAM ICs and NAND; changes in and uncertainty of customer acceptance of and demand, for the company's existing products and products under development, including uncertainty of and/or delays in product orders and product qualifications; delays in the Company's and its customers' product releases and development; 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; fluctuations in the market price of 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 March 30, 2009, 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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