
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 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.)

**51 Discovery, Suite 150
Irvine, CA 92618**

(Address of Principal Executive Offices) (Zip Code)

2009 Employment Inducement Award

(Full title of the plan)

Chun K. Hong

President, Chief Executive Officer and Chairman of the Board

51 Discovery, Suite 150, Irvine, CA 92618

(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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting
company)

EXPLANATORY NOTE/DEREGISTRATION OF UNSOLD SECURITIES

Netlist, Inc. (the "Registrant") is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister the shares of its common stock, par value \$0.001 per share ("Common Stock"), originally registered by the Registrant pursuant to its Registration Statement on Form S-8 (No. 333-163991) filed with the Securities and Exchange Commission on December 23, 2009 (the "Registration Statement"). The Registration Statement registered 50,000 shares of Common Stock to be issued pursuant to a Stock Option Agreement dated December 16, 2009 between the Registrant and John Smolka (the "Agreement").

The shares of Common Stock included in the Registration Statement are no longer issuable pursuant to the Agreement. Therefore, in accordance with an undertaking made by the Registrant 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 Registrant hereby amends the Registration Statement to deregister the 50,000 shares of Common Stock registered and unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on this 21st day of April, 2011.

NETLIST, INC.

By: /s/ Chun K. Hong
Chun K. Hong
President, Chief Executive Officer
and Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
<u>/s/ Chun K. Hong</u> Chun K. Hong	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	April 21, 2011
<u>/s/ Gail Sasaki</u> Gail Sasaki	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 21, 2011
<u>/s/ Richard J. Char</u> Richard J. Char	Director	April 21, 2011
<u>/s/ Nam Ki Hong</u> Nam Ki Hong	Director	April 21, 2011
<u>/s/ Thomas F. Lagatta</u> Thomas F. Lagatta	Director	April 21, 2011
<u>/s/ Alan H. Portnoy</u> Alan H. Portnoy	Director	April 21, 2011

INDEX TO EXHIBITS

*23.1 Consent of KMJ Corbin & Company LLP.

* Filed herewith

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Post-Effective Amendment No. 1 to Registration Statement No. 333-163991 on Form S-8 of our report dated March 3, 2011, relating to the consolidated financial statements of Netlist, Inc. and subsidiaries as of January 1, 2011 and January 2, 2010 and for each of the years then ended, which report is included in Netlist, Inc.'s Annual Report on Form 10-K for the year ended January 1, 2011.

/s/ KMJ Corbin & Company LLP

KMJ Corbin & Company LLP

Costa Mesa, California
April 21, 2011
