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

**POST-EFFECTIVE AMENDMENT NO. 1
File No. 333-270235
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

Accelerated filer

Non-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 this post-effective amendment (the “Post-Effective Amendment”) to the following Registration Statement on Form S-8 (“Registration Statement”), which has 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. 333-270235) filed with the SEC on March 2, 2023, 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) 25,000 shares of Common Stock that may be issued upon vesting of the Inducement RSU Awards (the “September 2022 Inducement Award”) granted to one employee pursuant to a Restricted Stock Unit Agreement, dated as of September 1, 2022, by and between the Company and this employee (the “September 2022 Agreement”).

With respect to the Common Stock subject to the September 2022 Inducement Award, 25,000 shares of Common Stock included in this Registration Statement are no longer issuable pursuant to the September 2022 Agreement.

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 25,000 shares of Common Stock registered and unsold under the Registration Statement on Form S-8 (No. 333-270235).

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 KMJ Corbin & Company LLP.	X				

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (333-270235) of Netlist, Inc. of our reports dated February 23, 2024, relating to the consolidated financial statements of Netlist, Inc. and subsidiaries as of December 30, 2023 and December 31, 2022, the related consolidated statements of operations, stockholders' equity (deficit), and cash flows for each of the three years in the period ended December 30, 2023, and the related notes and financial statement schedule II, and the effectiveness of internal control over financial reporting as of December 30, 2023, which reports are included in the Annual Report on Form 10-K of Netlist, Inc. for the year ended December 30, 2023.

Our report dated February 23, 2024, on the effectiveness of internal control over financial reporting as of December 30, 2023, expresses our opinion that Netlist, Inc. and subsidiaries did not maintain effective internal control over financial reporting as of December 30, 2023 because of the effect of a material weakness on the achievement of the objectives of the control criteria and contains an explanatory paragraph that states the following material weakness has been identified:

- The Company's sole member of the board of directors also serves in an executive management role at the Company. As a result, the Company has ineffective oversight of the financial reporting process due to the lack of an audit committee and the lack of an independent board of directors to ensure adequate monitoring and oversight of internal controls. Additionally, the Company did not have effective monitoring as it did not implement effective monitoring controls that were responsive to changes in the business.

/s/ KMJ Corbin & Company LLP

Irvine, California
March 1, 2024
