

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

**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.)

**175 Technology Drive, Suite 150  
Irvine, CA 92618**  
(Address of Principal Executive Offices) (Zip Code)

**Amended and Restated 2006 Equity Incentive Plan of Netlist, Inc.**  
(Full title of the plan)

**Chun K. Hong**  
**President, Chief Executive Officer and Chairman of the Board**  
**175 Technology Drive, Suite 150 Irvine, CA 92618**  
**(949) 435-0025**  
(Address, including zip code and 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)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	2,400,000(3)	\$ 1.75	\$ 4,200,000	\$ 540.96

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement includes an indeterminate number of additional shares which may be offered and issued to prevent dilution from stock splits, stock dividends or similar transactions as provided in the Amended and Restated 2006 Equity Incentive Plan (the "Plan").
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low sales prices of the Company's Common Stock on the Nasdaq Global Market on February 7, 2014.
- (3) Represents shares available for grant, but not yet granted as of the date of this Registration Statement, under the Plan. Shares available for issuance under the Plan were initially registered on a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on December 18, 2006 (Registration No. 333-139435).



## EXPLANATORY NOTE

This Registration Statement on Form S-8 relates solely to the registration of an additional 2,400,000 shares of common stock, par value \$0.001 per share (“Common Stock”), of Netlist, Inc. (the “Company”), that may be offered and sold under the Netlist, Inc. Amended and Restated 2006 Equity Incentive Plan (the “Plan”). The terms of the Plan provide that the number of shares of Common Stock issuable pursuant to the Plan automatically increase on the first day of each calendar year by the number of shares equal to the lesser of (i) 5.0% of the issued and outstanding shares of Common Stock as of January 1 of each year and (ii) 1,200,000 shares. This Registration Statement registers an aggregate of 2,400,000 shares of Common Stock issuable under the Plan pursuant to the foregoing provision for calendar years 2013 and 2014, consisting of 1,200,000 shares of Common Stock that became issuable on each of January 1, 2013 and January 1, 2014.

This Registration Statement registers additional securities of the same class as other securities for which registration statements filed on this form relating to the same employee benefit plan are effective. Pursuant to General Instruction E to Form S-8, the contents of the Company’s previously filed Registration Statements on Form S-8 relating to the Plan (Registration Nos. 333-139435, 333-146141, 333-151644, 333-161832, 333-165916, 333-168330, 333-173646 and 333-179776) filed with the Securities and Exchange Commission (the “Commission”) on December 18, 2006, September 18, 2007, June 13, 2008, September 10, 2009, April 6, 2010, July 27, 2010, April 21, 2011 and February 28, 2012, respectively, including any amendments thereto or filings incorporated therein, are hereby incorporated by reference herein to the extent not otherwise amended or superseded by the contents hereof.

### **Item 8. Exhibits.**

Reference is made to the Exhibit Index.

## 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 10 day of February, 2014.

NETLIST, INC.

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

## POWER OF ATTORNEY

We, the undersigned officers and directors of Netlist, Inc., hereby severally constitute and appoint Chun K. Hong and Gail Sasaki, each of them singly, our true and lawful attorneys-in-fact and agents with full power and authority to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and any additional registration statement filed pursuant to Rule 462 (b) under the Securities Act of 1933, as amended, for the same offering contemplated by this Registration Statement, and to file the same, with exhibits and any and all other documents and instruments filed with respect thereto, with the Securities and Exchange Commission (or any other governmental or regulatory authority), granting unto said attorneys-in-fact and agents, and each of them, full power and authority in the name and on behalf of each of the undersigned to do and to perform each and every act and thing requisite and necessary or advisable to be done in order to effectuate the same as fully as to all intents and purposes as he might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, and/or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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)	February 10, 2014
<u>/s/ Gail Sasaki</u> Gail Sasaki	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 10, 2014
<u>/s/ Charles F. Cargile</u> Charles F. Cargile	Director	February 10, 2014
<u>/s/ Thomas F. Lagatta</u> Thomas F. Lagatta	Director	February 10, 2014
<u>/s/ Claude M. Leglise</u> Claude M. Leglise	Director	February 10, 2014
<u>/s/ Alan H. Portnoy</u> Alan H. Portnoy	Director	February 10, 2014
<u>/s/ Blake A. Welcher</u> Blake A. Welcher	Director	February 10, 2014

## INDEX TO EXHIBITS

- 5.1 Opinion of Morrison & Foerster LLP.
- 23.1 Consent of KMJ Corbin & Company LLP.
- 23.2 Consent of Morrison & Foerster LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (included on signature page hereto).

MORRISON | FOERSTER

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WASHINGTON, D.C.

TOKYO, LONDON, BRUSSELS,  
BEIJING, SHANGHAI, HONG KONG

February 10, 2014

Netlist, Inc.  
175 Technology Drive, Suite 150  
Irvine, CA 92618

Re: Netlist, Inc. Amended and Restated 2006 Equity Incentive Plan

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the “Registration Statement”) of Netlist, Inc. (the “Company”) to be filed with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended, (the “Securities Act”) of an aggregate of 2,400,000 shares of the Company’s common stock (the “Plan Shares”) which will be issuable under the Netlist, Inc. Amended and Restated 2006 Equity Incentive Plan (the “Plan”).

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinion set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. For the purpose of the opinion rendered below, we have assumed that in connection with the issuance of the Plan Shares, the Company will receive the consideration for such Plan Shares required by the terms of the Plan.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Plan Shares, when issued and sold in accordance with the terms set forth in the Plan, will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

Morrison & Foerster LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 29, 2013, relating to the consolidated financial statements of Netlist, Inc. and subsidiaries as of December 29, 2012 and December 31, 2011 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 December 29, 2012.

/s/ KMJ Corbin & Company LLP  
KMJ Corbin & Company LLP

Costa Mesa, California  
February 10, 2014

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