

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *				2.]	2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer					
													(Check all app	licable)				
M				NI	ETI	LIST I	NC [N	LST	Γ]									
(Last) (First) (Middle)				3.]	3. Date of Earliest Transaction (MM/DD/YYYY)													
, ,		,																
175 TECHNOLOGY, SUITE 150							1/1	3/2	021		Vice Presiden	t and Ch	O					
				4.]	If An	nendme	nt, Date ()rigi	nal Fil	ed (MM/D	D/YY	YY)	6. Individual o	r Joint/G	roup Filing	Check Appl	icable Line)	
IRVINE, CA 92618 (City) (State) (Zip)												X_Form filed by One Reporting Person Form filed by More than One Reporting Person						
		Table	I - No	n-Der	ivati	ive Seci	ırities Ac	quir	ed, Di	sposed o	f, or	Bei	neficially Owne	d				
1.Title of Security (Instr. 3)				2A. Deemed Execution Date, if any			de	4. Securities Acquir or Disposed of (D) (Instr. 3, 4 and 5)]	Following Reported			Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							Code	V	Amou			ce				(I) (Instr. 4)	(mstr. 1)	
Common Stock 1/13/202				2021			A		100000	<u>(1)</u> A	\$0.0	00	6	74545		D		
Tabl	e II - Dei	rivativ	e Secu	rities	Bene	eficially	Owned	(e.g.,	, puts,	calls, wa	ırran	ıts,	options, conver	tible secu	urities)	•		
	Date Exec	Executi	ition (Instr.		Deri Acq Disp		vative Securities uired (A) or cosed of (D)					ities ative	Underlying e Security	Inderlying Derivative Security Security		Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
щ				Code	V	(A)	(D)				Title				Reported	or Indirect		
	(State Table ersion erreise of attive	(First) (M OGY, SUITE (Street) 618 (State) (Zi Table II - Determinant of the content of the c	(First) (Middle) OGY, SUITE 150 (Street) 618 (State) (Zip) Table II - Derivativ ersion ative 3. Trans. Jah. December 2. Jahr 2. J	(First) (Middle) OGY, SUITE 150 (Street) 618 (State) (Zip) Table I - No 2. Trans 1/13/2 Table II - Derivative Securersion Pate and Date, if any of attive and survey and s	M	NETI	(First) (Middle) 3. Date of Earli (Street) 4. If Amendme (State) (Zip) Table I - Non-Derivative Securities Beneficially 1/13/2021 Table II - Derivative Securities Beneficially arrion Date Securities Beneficially Date Securities Beneficially 1/13/2021 A. Trans. Code (Instr. 8) Derivative Acquired Disposed (Instr. 3, and the securities Beneficially A. Trans. Code (Instr. 8) Derivative Acquired Disposed (Instr. 3, and the securities Beneficially A. Trans. Code (Instr. 8) Derivative Acquired Disposed (Instr. 3, and the securities Beneficially A. Trans. Code (Instr. 8) Derivative Acquired Disposed (Instr. 3, and the securities Beneficially Acquired Disposed (Instr. 3, and the securities Beneficially Derivative Beneficially Date (Instr. 3, and the securities Beneficially Date (Inst	M NETLIST INC [N (First) (Middle) 3. Date of Earliest Trans. DGY, SUITE 150 4. If Amendment, Date C (Street) 4. If Amendment, Date C 2. Trans. Date Execution Date, if any 2. Code 1/13/2021 A Table II - Derivative Securities Beneficially Owned C Exercision Date Execution Date, if any 2. So Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	M NETLIST INC [NLS7] (First) (Middle) 3. Date of Earliest Transaction (Street) 4. If Amendment, Date Origin (State) 2. Trans. Date 2. Deemed Execution Date, if any Table II - Derivative Securities Beneficially Owned (e.g., and of the street of Execution Date, if any Table II - Derivative Securities Beneficially Owned (e.g., and of the street of	M NETLIST INC [NLST] (First) (Middle) 3. Date of Earliest Transaction (MM/DGY, SUITE 150 1/13/2021 (Street) 4. If Amendment, Date Original File (State) (Zip) 2. Trans. Date Execution Date, if any 2. Trans. Date Execution Date, if any 2. Trans. Code (Instr. 8) Code V Amou 1/13/2021 A 1000000 Table II - Derivative Securities Beneficially Owned (e.g., puts, 2. Date Execution Date, if any Date Exercisable Execution Date Exercisable	NETLIST INC [NLST] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY (Street) 4. If Amendment, Date Original Filed (MM/D (State) (Zip) 4. If Amendment, Date Original Filed (MM/D (State) (Zip) 5. Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) (A) O Code V Amount (D) (Instr. 3, 4 and 5) (A) O Code V Amount (D) (A) O Code V Amount (D)	NETLIST INC [NLST] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) DGY, SUITE 150 1/13/2021 (Street) 4. If Amendment, Date Original Filed (MM/DD/YY) Table I - Non-Derivative Securities Acquired, Disposed of, or 2. Trans. Date 2A. Deemed 3. Trans. Code (Instr. 8) (Instr. 3, 4 and 5)	NETLIST INC [NLST] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) DGY, SUITE 150 1/13/2021 (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) Table I - Non-Derivative Securities Acquired, Disposed of, or Be 2. Trans. Date 2A. Deemed 2A. Deeme	M NETLIST INC [NLST] (Check all app Director	M NETLIST INC [NLST] Director X_ Officer (give title below Vice President and CF) Street)	NETLIST INC [NLST]	NETLIST INC NLST	

Explanation of Responses:

(1) These restricted stock units (RSUs) granted on January 13, 2021 vest in installments of 12,500 beginning on July 13, 2021 semi-annually through January 13,2025. The shares will be delivered to the reporting person upon vesting of the RSUs. Each RSU represents a contingent right to receive one share of common stock.

Reporting Owners

•	Relationships								
Reporting Owner Name / Address									
reporting owner runner runners	Director	10% Owner	Officer	Other					
SASAKI GAIL M									
175 TECHNOLOGY, SUITE 150			Vice President and CFO						
IRVINE, CA 92618									

Signatures

/s/ Gail M. Sasaki 1/15/2021

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.