

NETLIST INC  
Form S-8 POS  
April 21, 2011

As filed with the Securities and Exchange Commission on April 21, 2011

Registration No. 333-163991

**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)

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**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   
(Do not check if a smaller reporting  
company)

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.

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

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/s/ Thomas F. Lagatta  
Thomas F. Lagatta

Director

April 21, 2011

/s/ Alan H. Portnoy  
Alan H. Portnoy

Director

April 21, 2011

**INDEX TO EXHIBITS**

\*23.1 Consent of KMJ Corbin & Company LLP.

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\* Filed herewith