
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): **August 15, 2018**

NETLIST, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-33170
(Commission
File Number)

95-4812784
(IRS Employer
Identification Number)

**175 Technology, Suite 150
Irvine, California 92618**
(Address of Principal Executive Offices)

(949) 435-0025
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On August 15, 2018, Netlist, Inc. (the “Company”) held its 2018 Annual Meeting of Stockholders (the “Annual Meeting”) in Irvine, California. As of June 18, 2018, the record date for the Annual Meeting, there were 100,499,508 shares of the Company’s common stock issued and outstanding and entitled to vote on the proposals presented at the Annual Meeting. A total of 74,122,284 shares of the Company’s common stock, which constituted a quorum, were present in person or by proxy at the Annual Meeting. Set forth below are the final voting results for each of the five proposals submitted to a vote of the Company’s stockholders at the Annual Meeting.

Proposal 1 — Election of Directors. The Company’s stockholders elected the four persons named below as directors of the Company, each to serve until the Company’s 2019 Annual Meeting of Stockholders or until his successor is duly elected or appointed and qualified. The votes cast on Proposal 1 were as follows:

<u>Directors</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Chun K. Hong	26,590,450	4,693,302	42,838,532
Jun S. Cho	27,411,155	3,872,597	42,838,532
Kiho Choi	27,317,644	3,966,108	42,838,532
Blake A. Welcher	27,359,653	3,924,099	42,838,532

Proposal 2 — Ratification of Appointment of Independent Registered Public Accounting Firm. The Company’s stockholders ratified the appointment of KMJ Corbin & Company LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 29, 2018. The votes cast on Proposal 2 were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
64,789,922	7,621,371	1,710,991	—

Proposal 3 — Approval of an Amendment to the Company’s Restated Certificate of Incorporation to Increase Authorize Shares. The Company’s stockholders approved an amendment to the Company’s Restated Certificate of Incorporation to increase the number of shares of the Company’s common stock that it is authorized to issue from 150,000,000 to 300,000,000. The votes cast on Proposal 3 were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
53,821,363	18,397,250	1,903,671	—

Proposal 4 — Approval of an Amendment to the Company’s Restated Certificate of Incorporation to Effect a Reverse Stock Split. The Company’s stockholders approved an amendment to the Company’s Restated Certificate of Incorporation to effect, on or before June 30, 2019, a reverse split of the Company’s authorized, issued and outstanding common stock, at a ratio of between 1-for-2 and 1-for-20 and if and when and at such ratio as may be determined by their Board of Directors. The votes cast on Proposal 4 were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
56,747,805	16,303,493	1,070,986	—

Proposal 5 — Approval of the Adjournment of the Annual Meeting. The Company’s stockholders approved the adjournment of the Annual Meeting, if necessary or advisable to permit further solicitation of proxies in the event there are not sufficient votes at the time of the annual meeting to approve any or all of the foregoing business items. The votes cast on Proposal 5 were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
59,773,595	12,542,760	1,805,929	—

Adjournment of the Special Meeting was not necessary or appropriate because there were sufficient votes at the time of the Annual Meeting to adopt Proposals 1 through 4.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Certificate of Amendment to the Restated Certificate of Incorporation of Netlist, Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NETLIST, INC.

Date: August 17, 2018

By: /s/ Gail M. Sasaki
Gail M. Sasaki
Vice President and Chief Financial Officer

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
NETLIST, INC.**

Netlist, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 12, 2000, the Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on November 20, 2006 and the Certificate of Amendment to the Restated Certificate of Incorporation of the Corporation was filed with the Secretary of the State of Delaware on June 9, 2017.

2. Section (A) of Article IV of the Restated Certificate of Incorporation of the Corporation is amended and restated to read in its entirety as follows:

(A) *Classes of Stock.* The corporation is authorized to issue two classes of stock to be designated, respectively, "Serial Preferred Stock" and "Common Stock." The total number of shares of stock which the corporation is authorized to issue is Three Hundred Ten Million (310,000,000) shares consisting of Ten Million (10,000,000) shares of Serial Preferred Stock, with a par value of \$0.001 per share, and Three Hundred Million (300,000,000) shares of Common Stock, with a par value of \$0.001 per share.

3. This Certificate of Amendment to the Restated Certificate of Incorporation has been duly approved by the Board of Directors and the stockholders of this Corporation in accordance with Sections 141 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Restated Certificate of Incorporation to be executed on August 17, 2018.

NETLIST, INC.

By: /s/ Gail Sasaki
Name: Gail Sasaki
Title: Vice President, Chief Financial Officer
