
**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): **January 3, 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 Drive, 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:

- 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On January 3, 2018, Netlist, Inc. (the “Company”) received a letter from The Nasdaq Stock Market (“Nasdaq”) notifying the Company that it no longer meets Nasdaq’s requirements for continued listing on the Nasdaq Capital Market under Nasdaq Listing Rule 5550(b)(2) (the “MVLS Rule”) because, for a period of 30 consecutive business days, the market value of the Company’s common stock, calculated based upon the most recent total shares outstanding multiplied by the closing bid price per share, has not maintained a minimum of \$35.0 million. The letter does not impact the Company’s listing on the Nasdaq Capital Market at this time, and the Company’s common stock currently remains listed on the Nasdaq Capital Market under the symbol NLST. In addition, as previously reported and described in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 29, 2017, which description is incorporated herein by reference, the Company was previously notified by Nasdaq of its failure to meet certain additional continued listing requirements under other Nasdaq listing rules.

In accordance with Nasdaq Listing Rule 5810(c)(3)(C), the Company has been provided a period of 180 calendar days, or until July 2, 2018, in which to regain compliance with the MVLS Rule. To regain compliance, the market value of the Company’s common stock must meet or exceed \$35.0 million for a minimum of 10 consecutive business days during the 180-day compliance period. If the Company has not regained compliance with the MVLS Rule by July 2, 2018, Nasdaq will provide notice to the Company that its securities will be subject to delisting, in which case the Company may appeal the delisting determination to a Nasdaq Hearings Panel.

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: January 9, 2018

By: /s/ Gail M. Sasaki

Gail M. Sasaki

Vice President and Chief Financial Officer