

NETLIST INC  
Form 8-K  
January 30, 2009



**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**



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Date of Report (Date of earliest event reported): **January 25, 2009**



**Netlist, Inc.**



(Exact name of registrant as specified in its charter)

**Delaware**

**001-33170**

**95-4812784**

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)





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(Address of principal executive offices)

(Zip Code)



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





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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangement of Certain Officers.**

On January 25, 2009 Preston Romm informed the Company of his decision not to stand for re-election as a Director of Netlist, Inc. He intends to continue to serve as a Director until the Company's next Annual Meeting of Stockholders, which is anticipated to take place in May 2009.

**SIGNATURES**



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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.

Date: January 28, 2009

NETLIST, INC.

/s/ Gail Itow  
Gail Itow  
Vice President and Secretary

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