NETLIST INC
Form 8-K
February 01, 2007

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): **February 1, 2007**

Netlist, Inc.

(Exact name of registrant as specified in its charter)

Delaware	001-33170	95-4812784
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

475 Goddard, Irvine, California	**92618**
(Address of principal executive offices)	(Zip Code)

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

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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):

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))

Item 2.02   **Results of Operations and Financial Condition**

On February 1, 2007, Netlist, Inc. issued a Press Release announcing the consolidated results for the quarter and year ending December 30, 2006.

A copy of this Press Release is furnished as Exhibit 99.1 to this Form 8-K.

Item 9.01   **Financial Statements and Exhibits**

(d)   Exhibits

99.1   Press Release, dated February 1, 2007 issued by Netlist, Inc.

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SIGNATURES

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: February 1, 2007

NETLIST, INC.

/s/ Lee Kim
Lee Kim
Vice President, Chief Financial Officer
and Secretary

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