

NETLIST INC  
Form 8-K  
February 24, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 24, 2015**

**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**  
(I.R.S. Employer  
Identification Number)

**175 Technology Drive, Suite 150**

**Irvine, California 92618**

(Address of principal executive offices, including zip code)

**(949) 435-0025**

## Edgar Filing: NETLIST INC - Form 8-K

(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))
-

**Item 8.01. Other Events.**

On February 24, 2015, Netlist, Inc. (the Company ) completed its previously announced registered firm commitment underwritten public offering (the Offering ) of shares of the Company s common stock, par value \$0.001 per share ( Common Stock ). In the Offering, the Company issued and sold to Craig-Hallum Capital Group LLC (the Underwriter ) 8,846,154 shares of Common Stock pursuant to an underwriting agreement (the Underwriting Agreement ), dated as of February 19, 2015, by and between the Company and the Underwriter, at a price of \$1.209 per share, including 1,153,846 shares resulting from the Underwriter s exercise in full of its option to purchase additional shares of Common Stock to cover over-allotments. The price per share to the public in the offering was \$1.30 per share. The Company estimates net proceeds from the Offering to be approximately \$10.4 million, after deducting underwriting discounts and commissions and estimated offering expenses.

On February 24, 2015, the Company issued a press release announcing the completion of the Offering. A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Netlist, Inc., dated February 24, 2015

**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.

**NETLIST, INC.**

Dated: February 24, 2015

By:

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

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Netlist, Inc., dated February 24, 2015