

NETLIST INC  
Form 8-K  
April 04, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): **April 1, 2013**

**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)

**51 Discovery, Suite 150**

**Irvine, California 92618**  
(Address of Principal Executive Offices)

**(949) 435-0025**

(Registrant's telephone number, including area code)

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

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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 1, 2013, HK Desai notified Netlist, Inc. (the Company), of his decision to resign from the Board of Directors, effective immediately. Mr. Desai resigned to focus on his increasing demands at QLogic and not due to any disagreement with the Company regarding any of its operations, policies or practices. Mr. Alan Portnoy, a member of the Company's Board of Directors, will be filling the vacant position on Netlist's Audit Committee.

**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: April 4, 2013

By:

*/s/ Gail M. Sasaki*

Gail M. Sasaki

Vice President and Chief Financial Officer