

NETLIST INC  
Form 8-A12B  
November 27, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Netlist, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of incorporation or organization)

**95-4812784**

(I.R.S. Employer Identification No.)

**475 Goddard**

(Address of principal executive offices)

**Irvine, CA 92618**

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Common Stock, par value \$0.001 per share

Name of each exchange on which  
each class is to be registered  
The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  O

Securities Act registration statement file number to which this form relates: 333-136735 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

Not Applicable.  
(Title of class)

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The description under the heading "Description of Capital Stock" relating to the Registrant's Common Stock, \$0.001 par value per share, in the Prospectus included in the Registrant's Registration Statement on Form S-1 (File No. 333-136735) filed with the Securities and Exchange Commission on August 18, 2006, as amended (the "Registration Statement") is incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated herein by reference.

**Item 2. Exhibits.**

Under the Instructions to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the NASDAQ Global Market, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

(Registrant)

Netlist, Inc.

Date

November 27, 2006

By

/s/ Lee Kim

Lee Kim, Vice President, Chief Financial Officer and Secretary

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