

NETLIST INC  
Form SD  
May 31, 2016

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

Washington, D.C. 20549

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**FORM SD**

**Specialized Disclosure Report**

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**Netlist, Inc.**

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-33170**  
(Commission  
File Number)

**95-4812784**  
(IRS Employer  
Identification No.)

**175 Technology Drive, Suite 150**  
**Irvine, California 92618**  
(Address of Principal Executive Offices)

**Chuck Hong**  
**President and Chief Executive Officer**

**(949) 435-0025**

(Name and telephone number, including area code, of the person to contact in connection with this report.)

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Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2015.

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**Section 1 - Conflict Minerals Disclosure**

**Item 1.01 Conflict Minerals Disclosure and Report**

This Form SD of Netlist, Inc. (the Company ) has been prepared pursuant to Rule 13p-1 promulgated under the Securities Exchange Act of 1934, as amended, for the reporting period January 1, 2015 to December 31, 2015.

A copy of the Company's Conflict Minerals Report is provided as Exhibit 1.01 to this Form SD, is hereby incorporated by reference herein, and is publicly available at <http://www.netlist.com/company/corporate-responsibility>. The foregoing website reference is intended to be an inactive textual reference and the contents of the Company's website are not incorporated into this report.

**Item 1.02 Exhibit**

As specified in Section 2, Item 2.01 of this Form SD, the Company is hereby filing its Conflict Minerals Report as Exhibit 1.01 to this report.

**Section 2 - Exhibits**

The following exhibit is filed as part of this report.

**Item 2.01 Exhibits.**

Exhibit 1.01 - 2015 Conflict Minerals Report of Netlist, Inc. as required by Items 1.01 and 1.02 of this Form SD.

**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 duly authorized undersigned.

**Netlist, Inc.**

Date: May 31, 2016

*/s/ Gail Sasaki*

Gail Sasaki

Vice President and Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>		<b>Description</b>
1.01		2015 Conflict Minerals Report of Netlist, Inc.

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