

NETLIST INC
Form SC 13G/A
March 30, 2018

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 9)*

Netlist, Inc.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

64118P109

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 64118P109

13G

- | | |
|-----|---|
| 1. | Names of Reporting Persons
Chun K. Hong |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
United States of America |
| 5. | Sole Voting Power
1,785,568 (1) |
| 6. | Shared Voting Power
4,752,803 (2) |
| 7. | Sole Dispositive Power
1,785,568 (1) |
| 8. | Shared Dispositive Power
4,752,803 (2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
6,538,371 (1)(2) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
7.5% (3) |
| 12. | Type of Reporting Person (See Instructions)
IN |

(1) Consists of (i) 85,568 shares of Common Stock held of record by Mr. Hong, and (ii) 1,700,000 shares of Common Stock subject to stock options granted to Mr. Hong that are exercisable as of or within 60 days after December 31, 2017.

(2) Consists of 4,752,803 shares of Common Stock held of record by the Hong-Cha Trust (as defined below), of which Mr. Hong serves as a Trustee. Mr. Hong disclaims beneficial ownership of the securities held of record by the Hong-Cha Trust, except to the extent of his pecuniary interest therein.

(3) Based on 87,115,180 shares of Common Stock, calculated as follows: (i) 85,415,180 shares of Common Stock outstanding as of March 26, 2018, plus (ii) 1,700,000 shares of Common Stock subject to stock options granted to Mr. Hong that are exercisable as of or within 60 days after December 31, 2017.

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- | | |
|-----|---|
| 1. | Names of Reporting Persons
Won K. Cha |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
United States of America |
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
4,752,803 (1) |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
4,752,803 (1) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
4,752,803 (1) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
5.6% (2) |
| 12. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(1) Consists of 4,752,803 shares of Common Stock held of record by the Hong-Cha Trust (as defined below), of which Ms. Cha is a Trustee. Ms. Cha disclaims beneficial ownership of the securities held of record by the Hong-Cha Trust, except to the extent of her pecuniary interest therein.

(2) Based on 85,415,180 shares of Common Stock outstanding as of March 26, 2018.

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| 1. | Names of Reporting Persons
Chun K. Hong and Won K. Cha, as Trustees of the Hong-Cha Community Property Trust dtd 08/16/2004 (the Hong-Cha Trust) |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
California |
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
4,752,803 |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
4,752,803 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
4,752,803 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
5.6% (1) |
| 12. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(1) Based on 85,415,180 shares of Common Stock outstanding as of March 26, 2018.

Item 1.