NETLOGIC MICROSYSTEMS INC Form SC 13G/A February 13, 2008

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

SCHEDULE 13G (Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2 Under the Securities Exchange Act of 1934 (Amendment No. 1)*

NetLogic Microsystems, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

64118B100

(CUSIP Number)

December 31, 2007 Date of Event Which Requires Filing of the Statement

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

0	Rule 13d-1(b)
Х	Rule 13d-1(c)
0	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 disclosures provided in a prior cover page.

The information required on 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).

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CUSIP NO. 64118B100	13G		Page 2 of 15 Pages				
S.S. O	E OF REPORTING PER R I.R.S. IDENTIFICAT	ION NO. OF A	ABOVE PERSON				
Citado	el Investment Group, L	.L.C.					
2. CHEC (a) x (b) o	(a) x						
3. SEC U	JSE ONLY						
4. CITIZ	ENSHIP OR PLACE OF		TION				
NUMB	-	5.	SOLE VOTING POWER 0				
SHA BENEFIC OWNE	CIALLY D BY	6.	SHARED VOTING POWER				
EAG REPOR PERS WI	TING SON	7.	136,200 shares SOLE DISPOSITIVE POWER 0				
		8.	SHARED DISPOSITIVE POWER See Row 6 above.				
	REGATE AMOUNT BE	NEFICIALLY	OWNED BY EACH REPORTING PERSON				
	K BOX IF THE AGGRI AIN SHARES	EGATE AMO	UNT IN ROW (9) EXCLUDES				
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
Appro	eximately $0.6\%^{(1)}$ as of 1	December 31,	2007.				
	TYPE OF REPORTING PERSON OO; HC						

(1)Based on 21,200,864 outstanding shares of the Common Stock of Issuer, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2007, as filed with the Securities and Exchange Commission on November 7, 2007.

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	IP NO. 8B100	13G]	Page 3 of 15 Pages		
1.	S.S. OR I.	F REPORTING PERSON R.S. IDENTIFICATION N		OVE PERSON		
	Citadel Ir	vestment Group II, L.L.	С.			
2.	CHECK 7 (a) x (b) o	ΉΕ APPROPRIATE BOX	K IF A MEI	MBER OF A GROUP		
3.	SEC USE	ONLY				
4.		SHIP OR PLACE OF ORC limited liability company		ON		
	NUMBER	OF	5.	SOLE VOTING POWE	ËR	
]	SHARES BENEFICIALLY OWNED BY EACH		6.	SHARED VOTING PO 136,200 shares	WER	
	REPORTIN PERSON WITH		7.	SOLE DISPOSITIVE P	POWER	
			8.	SHARED DISPOSITIV See Row 6 above.	YE POWER	
9.	AGGREG See Row (CIALLY C	WNED BY EACH REPOR	TING PERSON	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	Approxin	nately $0.6\%^{(2)}$ as of Decer	nber 31, 2	007.		
12.	TYPE OF REPORTING PERSON OO; HC					
		(See footnot	e 1 above.		

CUSIP NO. 64118B100		13G	P	age 4 of 15 Pages			
1.	NAME OI S.S. OR I.	F REPORTING PERSON R.S. IDENTIFICATION N	O. OF ABO	OVE PERSON			
2.	Citadel Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o						
3.	SEC USE	ONLY					
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership						
	NUMBER		5.	SOLE VOTING POWER			
SHARES BENEFICIALLY OWNED BY EACH		LLY	6.	SHARED VOTING POW 136,200 shares	ER		
	REPORTIN PERSON WITH		7.	SOLE DISPOSITIVE POWER 0			
	- 1		8. SHARED DISPOSITIVE POWER See Row 6 above.		POWER		
9.	AGGREG See Row (CIALLY OV	WNED BY EACH REPORTI	NG PERSON		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	Approxim	nately $0.6\%^{(3)}$ as of Decem	nber 31, 20	07.			
12.	TYPE OF REPORTING PERSON PN; HC						
	.,	S	ee footnote	1 above.			

CUSIP NO. 64118B100		13G	Pa	ge 5 of 15 Pages		
1.		REPORTING PERSON R.S. IDENTIFICATION N Griffin	O. OF ABO	VE PERSON		
2.	CHECK T (a) x (b) o	HE APPROPRIATE BOX	IF A MEMI	BER OF A GROUP		
3.	SEC USE	ONLY				
4.	CITIZENS U.S. Citize	SHIP OR PLACE OF ORG	ANIZATIO	N		
	NUMBER (5.	SOLE VOTING POWE	R	
SHARES BENEFICIALLY OWNED BY EACH		LLY	6.	SHARED VOTING PO 136,200 shares	WER	
	REPORTIN PERSON WITH	-	7.	SOLE DISPOSITIVE PO	OWER	
		8. SHARED DISPOSITIVE POW See Row 6 above.		E POWER		
9.	AGGREG See Row 6	ATE AMOUNT BENEFIC above.	IALLY OW	NED BY EACH REPOR	ΓING PERSON	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11.	PERCENT	OF CLASS REPRESENT	ED BY AM	OUNT IN ROW (9)		
	Approxim	ately 0.6% ⁽⁴⁾ as of Decem	ber 31, 200'	7.		
12.	TYPE OF REPORTING PERSON IN; HC					
	.,	Se	ee footnote 1	above.		

CUSIP NO. 64118B100		13G	Pa	ge 6 of 15 Pages		
1.	S.S. OR I.	F REPORTING PERSON R.S. IDENTIFICATION NO oldings I LP	O. OF ABO	VE PERSON		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o					
3.	SEC USE	ONLY				
4.		SHIP OR PLACE OF ORGA limited partnership	ANIZATIO	N		
	NUMBER		5.	SOLE VOTING POWER		
SHARES BENEFICIALLY OWNED BY EACH		LLY	6.	SHARED VOTING PO	WER	
	REPORTIN PERSON WITH		7.	SOLE DISPOSITIVE P 0	OWER	
			SHARED DISPOSITIV See Row 6 above.	E POWER		
9.	AGGREG See Row (ATE AMOUNT BENEFIC 5 above.	IALLY OW	NED BY EACH REPOR	TING PERSON	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11.	PERCENT	OF CLASS REPRESENT	ED BY AM	IOUNT IN ROW (9)		
	Approxin	nately $0.6\%^{(5)}$ as of Decem	ber 31, 200	7.		
12.	TYPE OF REPORTING PERSON PN; HC					
		Se	ee footnote	l above.		

CUSIP NO. 64118B100		13G	Pa	age 7 of 15 Pages		
0411	0100					
1.	S.S. OR I.I	F REPORTING PERSON R.S. IDENTIFICATION N oldings II LP	O. OF ABC	OVE PERSON		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o					
3.	SEC USE	ONLY				
4.		SHIP OR PLACE OF ORG. limited partnership	ANIZATIC	N		
	NUMBER (5.	SOLE VOTING POWE	ĒR	
SHARES BENEFICIALLY OWNED BY EACH		LLY	6.	SHARED VOTING PC	WER	
	REPORTING PERSON 7. SOLE DISPOSITIVE PO WITH 0		POWER			
		8. SHARED DISPOSITIVE POW See Row 6 above.		YE POWER		
9.	AGGREG See Row 6	ATE AMOUNT BENEFIC above.	IALLY OV	VNED BY EACH REPOR	TING PERSON	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11.	PERCENT	OF CLASS REPRESENT	ED BY AN	IOUNT IN ROW (9)		
	Approxim	ately $0.6\%^{(6)}$ as of Decem	ber 31, 20(07.		
12.	TYPE OF REPORTING PERSON PN; HC					
	μ 1 1 9 11 C	Se	ee footnote	1 above		

CUSIP NO. 64118B100		13G	Pa	age 8 of 15 Pages		
1.	S.S. OR I.	F REPORTING PERSON R.S. IDENTIFICATION N dvisors LLC	O. OF ABC	OVE PERSON		
2.	CHECK T (a) x (b) o	HE APPROPRIATE BOX	IF A MEM	BER OF A GROUP		
3.	SEC USE	ONLY				
4.		SHIP OR PLACE OF ORG limited liability company		N		
	NUMBER		5.	SOLE VOTING POWE	R	
SHARES BENEFICIALLY OWNED BY EACH		LLY	6.	SHARED VOTING PO	WER	
	REPORTIN PERSON WITH		7.	SOLE DISPOSITIVE P	OWER	
		8. SHARED DISPOSITIVE POW See Row 6 above.		'E POWER		
9.	AGGREG See Row (ATE AMOUNT BENEFIC 5 above.	CIALLY OV	VNED BY EACH REPOR	TING PERSON	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11.	PERCENT	OF CLASS REPRESENT	TED BY AN	OUNT IN ROW (9)		
	Approxin	nately $0.6\%^{(7)}$ as of Decem	ıber 31, 200)7.		
12.	TYPE OF REPORTING PERSON OO; HC					
		S	ee footnote	1 above.		

CUSIP NO. 64118B100		13G	Р	age 9 of 15 Pages			
1.		F REPORTING PERSON R.S. IDENTIFICATION N	IO. OF ABO	OVE PERSON			
	Citadel D	erivatives Group LLC					
2.	CHECK T (a) x (b) o	HE APPROPRIATE BOX	IF A MEM	IBER OF A GROUP			
3.	SEC USE	ONLY					
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company						
	NUMBER	-	5.	SOLE VOTING POWE	R		
SHARES BENEFICIALLY OWNED BY FACH		BENEFICIALLY 6		SHARED VOTING POV 136,200 shares	WER		
	REPORTIN PERSON WITH		7.	SOLE DISPOSITIVE PO	OWER		
		8. SHARED DISPOSITIVE POWER See Row 6 above.		E POWER			
9.	AGGREG See Row (CIALLY OV	WNED BY EACH REPORT	TING PERSON		
10.		OX IF THE AGGREGAT SHARES	E AMOUN	T IN ROW (9) EXCLUDES	5		
11.	PERCENT	OF CLASS REPRESENT	FED BY AN	MOUNT IN ROW (9)			
	Approxin	nately 0.6% ⁽⁸⁾ as of Decen	nber 31, 20	07.			
12.	TYPE OF REPORTING PERSON OO; BD						
	,		See footnote	1 above.			

CUSIP NO. 64118B100		13G	I	Page 10 of 15 Pages		
1.	S.S. OR I.F	REPORTING PERSON R.S. IDENTIFICATION N rivatives Trading Ltd.	NO. OF AB	OVE PERSON	-	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o					
3.	SEC USE (ONLY				
4.		HIP OR PLACE OF ORC lands company	GANIZATI	ON		
	NUMBER C	DF	5.	SOLE VOTING POWE	ER	
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			6.	SHARED VOTING PC 136,200 shares	OWER	
		G	7.	SOLE DISPOSITIVE F	POWER	
		8. SHARED DISPOSITIVE POWE See Row 6 above.		VE POWER		
9.	AGGREGA See Row 6		CIALLY O	WNED BY EACH REPOR	RTING PERSON	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11.	PERCENT	OF CLASS REPRESEN	TED BY A	MOUNT IN ROW (9)		
	Approxim	ately $0.6\%^{(9)}$ as of Decer	nber 31, 2(007.		
12.	TYPE OF REPORTING PERSON CO					
		<u> </u>	See footnot	e 1 above.		

CUSIP NO. 64118B100	13G	Page 11 of 15 Pages					
Item 1(a)	Name of Issuer: NETLOGIC MICROSYSTEMS , 1 1(b) Address of Issuer's Principal Executive						
	1(b) Add	dress of Issuer's Principal Executive					
1875 Charleston Roa Mountain View, Cal							
Item 2(a)	Name of Person Filing ⁽¹⁰⁾						
Item 2(b)	Address of Principal Business Office						
Item 2(c)		Citizenship					
	Citadel Investment Group, L.L.C.						
	131 S. Dearborn	Street					
	32nd Floor	(0(0)					
	Chicago, Illinois 60603 Delaware limited liability company						
	Delaware minied natinty company						
		Citadel Investment Group II, L.L.C.					
	131 S. Dearborn	Street					
	32nd Floor Chicago, Illinois	60603					
	Delaware limited liability company						
	Citadel Limited Partnership						
	131 S. Dearborn Street						
	32nd Floor						
	Chicago, Illinois						
	Delaware limited	i parmersnip					
	Kenneth Griffin						
	131 S. Dearborn	Street					
	32nd Floor Chicago, Illinois	60603					
	U.S. Citizen	00005					
	Citadel Holdings						
	c/o Citadel Inves 131 S. Dearborn	stment Group II, L.L.C. Street					
	32nd Floor	Subor					
	Chicago, Illinois						
	Delaware limited	1 partnership					

(10) Until December 31, 2007, Citadel Wellington LLC, a Delaware limited liability company ("CW"), was the majority owner of Citadel Derivatives Group LLC ("CDG"). Effective January 1, 2008, Citadel Derivatives Group Investors LLC, a Delaware limited liability company ("CDGI"), became the majority owner of CDG. CW did not, and CDGI does not, have control over the voting or disposition of securities held by CDG. Until December 31, 2007, Citadel

Derivatives Trading Ltd. ("CDT") was a wholly-owned subsidiary of Citadel Equity Fund Ltd. ("CEF"). Effective January 1, 2008, CLP Holdings LLC, a Delaware limited liability company ("CLP Holdings"), became the majority owner of CDT. CEF did not, and CLP Holdings does not, have control over the voting or disposition of shares held by CDT. Citadel Investment Group II, L.L.C., Citadel Holdings I LP, Citadel Holdings II LP and Citadel Advisors LLC are included in this filing as Reporting Persons even though such entities did not have control over the voting or disposition of securities held by CDG or CDT, as applicable, until January 1, 2008.

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	 131 S. Dearborn Strasling 32nd Floor Chicago, Illinois 60 Delaware limited participation Citadel Advisors LI c/o Citadel Investmentia 131 S. Dearborn Strasling 22nd Floor Chicago, Illinois 60 Delaware limited limited limited Citadel Derivatives c/o Citadel Investmentia 131 S. Dearborn Strasling Citadel Investmentia Citadel Derivatives c/o Citadel Investmentia Citadel Derivatives Con Citadel Investmentia S. Dearborn Strasling Citadel Floor Chicago, Illinois 60 Delaware limited limited Citadel Derivatives 	ent Group II, L.L.C. reet 603 artnership LC ent Group II, L.L.C. reet 603 ability company Group LLC ent Group II, L.L.C. reet 603 ability company Trading Ltd. ent Group II, L.L.C. reet 603 ability company					
	2(d) Common Ste	Title of Class of Securities ock, par value \$0.01.					
	2(e)	CUSIP Number: 64118B10	0				
Item 3 If this statement is	Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:						
(a)	[] Broker or deale	r registered under Section 15 of th	ne Exchange Act;				
(b)	[] Bank as	defined in Section $3(a)(6)$ of the	Exchange Act;				
(c) [] Insurance company	as defined in Section 3(a)(19) of	the Exchange Act;				
(d) []	Investment company regist	tered under Section 8 of the Inves	tment Company Act;				
(e)	[] An investment	adviser in accordance with Rule 1	3d-1(b)(1)(ii)(E);				

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(f) [_] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);						
(g) [_] A	(g) [_] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);					
(h) [_] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;						
 (i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act; 						
(j)	[]	Group,	in accordance with Rule 13d	-1(b)(1)(ii)(J).		
If this statement is filed pursuant to Rule 13d-1(c), check this box. x						
Item 4	Item 4 Ownership:					
CITADEL INVESTMENT GROUP, L.L.C. CITADEL INVESTMENT GROUP II, L.L.C. CITADEL LIMITED PARTNERSHIP KENNETH GRIFFIN CITADEL HOLDINGS I LP CITADEL HOLDINGS II LP CITADEL ADVISORS LLC CITADEL DERIVATIVES GROUP LLC CITADEL DERIVATIVES TRADING LTD.						
	(a)		Amount beneficially owned	:		
136,200 shares						
(b) Percent of Class:						
Approximately $0.6\%^{(11)}$ as of December 31, 2007.						
((c)	Number of s	shares as to which such perso	n has:		
(i) sole power to vote or to direct the vote:						
				0		
(ii) shared power to vot	e or to direct the vote:					
See Item 4(a) above.						
(iii) sole power to dispose or to direct the disposition of:						

(11)

See footnote 1 above.

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(iv) shared power to dis	spose or to direct the disposition o	f:			
See Item 4(a) above.					
Item 5	Ownership of Five Percent or Less of a Class:				
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be beneficial owner of more than five percent of the class of securities, check the following: x					
Item 6	Ownership of More than Five Percent on Behalf of Another Person:				
Not Applicable.					
I t e mIdentification ar 7 Parent Holding C	nd Classification of the Subsidia Company:	ary which Acquired the Securi			
See Item 2 above.					
Item 8	Identification and Classification of Members of the Group:				
Not Applicable.					
Item 9	Notice of Dissolution of Group:				
Not Applicable.					
Item 10		Certification:			
By signing below I cer	rtify that, to the best of my know	vledge and belief, the securitie			

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

* John C. Nagel is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 24, 2006, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G for Morgans Hotel Group Co.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 13th day of February, 2008.

CITADEL INVESTMENT GROUP, L.L.C.	
By: <u>/s/ John C. Nagel</u>	
John C. Nagel, Authorized Signatory	
CITADEL DERIVATIVES TRADING LTD.	
By: Citadel Advisors LLC,	
its Portfolio Manager	
By: Citadel Holdings II LP,	
its Sole Managing Member	
By: Citadel Investment Group II, L.L.C.,	
its General Partner	
By: <u>/s/ John C. Nagel</u>	
John C. Nagel, Authorized Signatory	
CITADEL HOLDINGS II LP	
By: Citadel Investment Group II, L.L.C., its General Partner	
its General Partner	
By: <u>/s/ John C. Nagel</u>	
John C. Nagel, Authorized Signatory	
CITADEL ADVISORS LLC	
By: Citadel Holdings II LP,	
its Sole Managing Member	
By: Citadel Investment Group II, L.L.C.,	
its General Partner	
By: <u>/s/ John C. Nagel</u>	
John C. Nagel, Authorized Signatory	

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