

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): February 27, 2006

DATARAM CORPORATION

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(Exact name of registrant as specified in charter)

New Jersey                      1-8266                      22-1831409

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(State or other juris-      (Commission              (IRS Employer  
diction of incorporation)      File Number)              Identification No.)

Route 571, P.O. Box 7528, Princeton, NJ              08543-7528

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(Address of principal executive offices)              (Zip Code)

Registrant's telephone number, including area code: (609) 799-0071

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(Former name or former address, if changed since last report)

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 (17CFR 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))

## Section 2 - Financial Information

### Item 2.02. Results of Operations and Financial Condition.

On February 27, 2006 Dataram Corporation announced the results of operations for the third fiscal quarter. A copy of this public announcement is furnished as an exhibit. An associated dial-in conference call will occur on the date of the announcement's release. This dial-in conference call was publicly announced on February 15, 2006, and will be broadly accessible to the public. Further information about the Company is available at <http://www.dataram.com>.

The information provided in that press release, in this report and in that conference call may include forward-looking statements relating to future events, such as the development of new products, the pricing and availability of raw materials, or the future financial performance of the Company. Actual results may differ from such projections and are subject to

certain risks including, without limitation, risks arising from: changes in the price of memory chips, changes in the demand for memory systems, increased competition in the memory systems industry, order cancellations, delays in developing and commercializing new products and other factors described in the Company's most recent Annual Report on Form 10-K, filed with the Securities and Exchange Commission, which can be reviewed at <http://www.sec.gov> and at <http://www.dataram.com>.

Section 8 - Other Events.

Item 8.01. Other Events.

The Company announced on February 27, 2006 that a \$0.06 cash dividend has been declared by the Company's board of directors which is payable on March 22, 2006 to shareholders of record as of March 9, 2006. See Exhibit 99.1.

Section 9 - Financial Statements and Exhibits.

Item 9.01. Exhibits.

99.1 Press Release dated February 27, 2006 announcing results of operations and a cash dividend. (Furnished not filed)

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.

DATARAM CORPORATION

By: MARK MADDOCKS

Date: February 27, 2006

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Mark Maddocks, Vice President-Finance  
and Chief Financial Officer



Robert V. Tarantino, Dataram's chairman and CEO commented, "While we experienced our typical seasonal slowness in the third quarter, we generated significant cash flow from operating activities in addition to the cash realized from the sale of the land. Today, the Company's board of directors declared a quarterly dividend of \$0.06 cents per common share, an increase of 20 percent, or \$0.01 per share, over the previous quarterly payment. The dividend will be payable on March 22, 2006, to shareholders of record as of March 9, 2006."

As announced in a press release dated February 15, 2006, Dataram will conduct a conference call today at 4:30 p.m. (EST) to present its third quarter financial results and to respond to investor questions. Interested shareholders may participate in the call by dialing 800-729-5806 and providing the following reservation number: 21284075. It is recommended that participants call 10 minutes before the conference call is scheduled to begin. The conference call can also be accessed over the Internet through Vcall at [www.vcall.com](http://www.vcall.com). A replay of the call will be available approximately one hour after the completion of the conference call through Vcall and for 24 hours by dialing 800-633-8284 or 402-977-9140 and entering the reservation number listed above.

#### ABOUT DATARAM CORPORATION

Dataram is a worldwide leader in the design and manufacture of high capacity, reliable and innovative memory solutions. With over 38 years of experience, Dataram provides customized memory solutions for OEMs and compatible memory for leading brands including HP, Dell, IBM, SGI, Sun Microsystems and Intel. For more information about Dataram, visit [www.dataram.com](http://www.dataram.com)

The information provided in this press release may include forward-looking statements relating to future events, such as the development of new products, pricing and availability of raw materials or the future financial performance of the Company. Actual results may differ from such projections and are subject to certain risks including, without limitation, risks arising from: changes in the price of memory chips, changes in the demand for memory systems, increased competition in the memory systems industry, order cancellations, delays in developing and commercializing new products and other factors described in the Company's most recent Annual Report on Form 10-K, filed with the Securities and Exchange Commission, which can be reviewed at <http://www.sec.gov>.

\*\*\*\*\* Financial Tables Follow \*\*\*\*\*

DATARAM CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENT OF EARNINGS  
(In thousands, except per share amounts)  
(Unaudited)

	Third Quarter Ended January 31,		Nine Months Ended January 31,	
	2006	2005	2006	2005
Revenues	\$ 9,220	\$14,431	\$33,022	\$50,544
Costs and expenses:				
Cost of sales	6,520	11,420	23,152	38,977
Engineering and development		287	317	847
Selling, general and administrative	2,175	2,636	6,950	7,760
	<u>8,982</u>	<u>14,373</u>	<u>30,949</u>	<u>47,684</u>
Earnings from operations		238	58	2,073
Other income	2,030	99	2,249	177
Earnings before income taxes		2,268	157	3,037

Income tax provision	863	10	1,634	197
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Net earnings	\$ 1,405	\$ 147	\$ 2,688	\$ 2,840
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Net earnings per share:				
Basic	\$ 0.17	\$ 0.02	\$ 0.32	\$ 0.33
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Diluted	\$ 0.16	\$ 0.02	\$ 0.30	\$ 0.31
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Weighted average number of shares outstanding:				
Basic	8,472	8,621	8,431	8,594
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Diluted	8,831	9,176	8,825	9,223
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

DATARAM CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(In thousands)  
(Unaudited)

January 31, 2006      April 30, 2005

ASSETS

Current assets

Cash and cash equivalents	\$ 14,979	\$ 9,281
Trade receivables, net	4,171	8,397
Inventories	1,874	2,369
Note receivable	1,537	0
Deferred income taxes	1,462	3,258
Other current assets	148	130
	<u>          </u>	<u>          </u>
Total current assets	24,171	23,435
Deferred income taxes	1,130	630
Property and equipment, net	765	2,028
Other assets	105	54
	<u>          </u>	<u>          </u>
Total assets	\$ 26,171	\$ 26,147
	<u>          </u>	<u>          </u>

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities

Accounts payable	\$ 1,422	\$ 2,528
Accrued liabilities	833	1,438
	<u>          </u>	<u>          </u>
Total current liabilities	2,255	3,966
Stockholders' equity	23,916	22,181
	<u>          </u>	<u>          </u>
Total liabilities and stockholders' equity	\$ 26,171	\$ 26,147
	<u>          </u>	<u>          </u>