

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

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): November 15, 2006

DATARAM CORPORATION

(Exact name of registrant as specified in charter)

New Jersey 1-8266 22-1831409

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

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

(Address of principal executive offices) (Zip Code)

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

(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 (17 CFR 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 November 15, 2006 Dataram Corporation announced the results of operations for the second fiscal quarter. A copy of this public announcement is furnished as an exhibit. Further information about the Company is available at <http://www.dataram.com>.

An associated dial-in conference call will occur on the date of the announcement's release, which dial-in conference call was itself publicly announced on November 9, 2006 by a widely disseminated press release that included instructions as to when and how to access the dial-in conference call. The dial-in conference call will be broadly accessible to the public.

The information provided in the attached 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>.

Section 8 - Other Events.

Item 8.01. Other Events.

The Company announced on November 15, 2006 a \$0.06 cash dividend has been declared by the Company's board of directors which is payable on December 13, 2006 to shareholders of record as of November 29, 2006. See Exhibit 99

Section 9 - Financial Statements and Exhibits.

Item 9.01. Exhibits.

99 Press Release dated November 15, 2006 announcing first quarter 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: November 15, 2006

Mark Maddocks, Vice President-Finance
and Chief Financial Officer

PRESS RELEASE

Dataram Contact:	Investor Contact:
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DATARAM REPORTS FISCAL 2007 SECOND QUARTER FINANCIAL RESULTS

Revenues and Order Rate Continue To Improve

Net Earnings Total \$0.16 per Diluted Share

Board of Directors Declares Regular Quarterly \$0.06 Per Share Dividend

PRINCETON, N.J. November 15, 2006 - Dataram Corporation (NASDAQ: DRAM) today reported its financial results for its fiscal second quarter and six months ended October 31, 2006. Revenues for second quarter increased to \$10.9 million from \$9.3 million in the first quarter and \$8.8 million in the fourth quarter of fiscal year 2006 and compares to \$9.9 million for the second quarter of the prior fiscal year. Revenues for the first six months of the current fiscal year were \$20.2 million versus \$23.8 million for the comparable prior year period.

Net earnings for the second quarter totaled \$1.4 million, or \$0.16 per diluted share, which compares to net earnings of \$352,000, or \$0.04 per diluted share for the second quarter of the prior fiscal year. Net earnings for the first six months of the current fiscal year were \$1.4 million, or \$0.16 per diluted share, versus \$1.3 million, or \$0.15 per diluted share, for the comparable prior year period. Net earnings for the second quarter and six months of the current fiscal year included a payment of \$2.3 million from a DRAM manufacturer related to a settlement agreement that the Company entered into in the quarter. The payment is recorded as other income in the Company's financial statements for the second fiscal quarter and six months ended October 31, 2006.

Second quarter highlights:

Revenues increase 17 percent on a sequential quarterly basis

Order rate improves to \$10.5 million, or 8 percent, on a sequential quarterly basis

Board of Directors declares regular quarterly dividend of \$0.06 per share

Robert V. Tarantino, Dataram's chairman and CEO commented, "We continue to make progress with our strategy to expand our customer base of large corporate end-users and value-added resellers. Our revenue growth was led by growth in the compatible memory market, which this strategy addresses and grew by 30 percent on a sequential quarterly basis. Also, importantly, our overall order rate in the second quarter continued to improve and this marks the third consecutive increase in our level of incoming orders."

Gross margin during the second quarter averaged 24 percent, which compares to the first quarter level of 26 percent and compares to 30 percent in the second quarter of last fiscal year. Gross margin in both quarters of the current fiscal year is within what the Company considers its normal range. Second quarter and six month expenses of the current fiscal year include \$117,000 and \$251,000, respectively, of stock option expense compared to zero in the prior year comparable periods. The Company was required to commence expensing stock options at the beginning of the current fiscal year. Excluding stock option expense, selling, general and administrative costs for the second quarter were \$2.3 million compared to \$2.3 million in the first quarter and \$2.5 million for the second quarter of last fiscal year. The Company's backlog at the end of the second quarter was \$961,000.

Mr. Tarantino concluded, "Our financial condition is strong and we are highly

liquid. Today, the Company's Board of Directors declared a quarterly dividend of \$0.06 per common share. The dividend will be payable on December 13, 2006, to shareholders of record as of November 29, 2006."

As announced in a previously issued press release, Dataram will conduct a conference call today at 4:30 p.m. (EST) to present its second quarter financial results and to respond to investor questions. Interested shareholders may participate in the call by dialing 800-732-6094, providing the following reservation number: 21309633. 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. 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 39 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

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 CONSOLIDATED STATEMENTS OF EARNINGSS (In thousands, except per share amounts) (Unaudited)

	Second Quarter Ended October 31,		Six Months October 31,	
	2006	2005	2006	2005
Revenues	\$10,902	\$ 9,858	\$20,207	\$23,802
Costs and expenses:				
Cost of sales	8,325	6,886	15,226	16,632
Engineering and development	320	293	626	559
Selling, general and administrative	2,265	2,282	4,572	4,775
Stock option expense*	117	0	251	0
	<u>11,027</u>	<u>9,461</u>	<u>20,675</u>	<u>21,966</u>
Earnings (loss) from operations	(125)	397	(468)	1,836
Other income	2,436	168	2,672	219
Earnings before income taxes	2,311	565	2,204	2,055

Income tax provision	865	213	828	771
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Net earnings	\$ 1,446	\$ 352	\$ 1,376	\$ 1,284
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Net earnings per share:				
Basic	\$ 0.17	\$ 0.04	\$ 0.16	\$ 0.15
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Diluted	\$ 0.16	\$ 0.04	\$ 0.16	\$ 0.15
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Weighted average number of shares outstanding:				
Basic	8,576	8,441	8,411	8,441
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Diluted	8,805	8,941	8,829	8,829
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

*Stock option expense is recorded as a component of selling, general and administrative expenses in the Company's financial statements filed with the Securities and Exchange Commission on Form 10-Q.

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

	October 31, 2006	April 30, 2006
ASSETS		
Current assets		
Cash and cash equivalents	\$ 13,563	\$ 14,044
Trade receivables, net	5,582	4,893
Inventories	4,111	2,189
Deferred income taxes	1,365	1,365
Note receivable	1,537	1,537
Other current assets	315	80
Total current assets	<u>26,473</u>	<u>24,108</u>
Deferred income taxes	530	1,176
Property and equipment, net	891	847
Other assets	105	105
Total assets	<u>\$ 27,999</u>	<u>\$ 26,236</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 2,979	\$ 2,057
Accrued liabilities	621	653
Total current liabilities	<u>3,600</u>	<u>2,710</u>
Stockholders' equity	24,399	23,526
Total liabilities and stockholders' equity	<u>\$ 27,888</u>	<u>\$ 26,236</u>

