

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): May 30, 2007

DATARAM CORPORATION

(Exact name of registrant as specified in charter)

New Jersey 1-8266 22-1831409

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

Route 571, P.O. Box 7258, 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 May 30, 2007 Dataram Corporation announced the results of operations for the fourth fiscal quarter and year ended April 30, 2007. A copy of this public announcement is furnished as an exhibit. Further information about the Company is available at <http://www.dataram.com>.

The information provided in the attached press release and in this report 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 May 30, 2007 a \$0.06 cash dividend has been declared by the Company's board of directors which is payable on June 27, 2007 to shareholders of record as of June 13, 2007. See Exhibit 99

Section 9 - Financial Statements and Exhibits.

Item 9.01. Exhibits.

99 Press Release dated May 30, 2007 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: May 30, 2007

Mark Maddocks, Vice President-Finance
and Chief Financial Officer

PRESS RELEASE

Contact:
Mark Maddocks
Vice President-Finance, CFO
609-799-0071
info@dataram.com

DATARAM REPORTS FISCAL 2007 FOURTH QUARTER AND FISCAL YEAR
FINANCIAL RESULTS

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

PRINCETON, N.J. May 30, 2007 Dataram Corporation (NASDAQ: DRAM) today reported its financial results for its fiscal fourth quarter and full year ended April 30, 2007. Revenues for the quarter were \$8.8 million, which compares to \$8.8 million for the fourth quarter of the prior fiscal year. Revenues for fiscal 2007 totaled \$38.4 million versus \$41.8 million for the prior fiscal year. Prior fiscal year's revenues included \$3.0 million from sales to one OEM customer with whom the Company no longer transacts business.

Robert V. Tarantino, Dataram's chairman and CEO commented, "Our strategy of expanding our customer base by focusing on creating demand at the source with value added resellers and end users is working and we are confident that we will achieve further success with this model in the upcoming year. However, in the fourth quarter, revenues came under pressure as our average selling prices were lower by approximately 13 percent from third quarter levels primarily due to the well publicized decline in the price of DRAM chips. In order to better align our costs with our revenues, we initiated a reduction in our cost structure in the fourth quarter. We reduced our workforce by approximately 14 percent, which resulted in a pretax charge of \$320,000 in the fourth quarter that consists primarily of a provision for severance payments. Of this amount, \$55,000 has been charged to cost of sales and \$265,000 has been charged to selling, general and administrative expense in the Company's fourth quarter consolidated statements of operations. The operational efficiencies achieved by this action are expected to generate approximately \$900,000 in annual cost savings."

Gross margins for the fourth quarter and fiscal year averaged 24 percent and 23 percent, respectively, which is within what the Company considers its normal range. The Company considers gross margins of 25 percent, plus or minus 3 percent, normal.

Fourth quarter and twelve month expenses of the current fiscal year include \$94,000 and \$440,000, respectively, of non cash 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.

The Company incurred a net loss of \$308,000 or \$0.04 per share for the fourth quarter of fiscal 2007, which includes the pretax charges of \$320,000 for severances and \$94,000 of stock option expense. This compares to net earnings of \$83,000 or \$0.01 per diluted share for the fourth quarter of the prior fiscal year. For the current fiscal year, net earnings totaled \$770,000 or \$0.09 per diluted share versus \$2.8 million or \$0.31 per diluted share for the comparable prior year period. Net earnings for 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 during the second quarter. Prior year net earnings include a gain of \$1.9 million from the sale of undeveloped land owned by the Company. The \$2.3 million settlement payment is recorded as other income in the Company's financial statements for the year ended April 30, 2007. The \$1.9 million gain on sale of the land was recorded as other income in the comparable prior year period.

The Company's backlog at the end of the fourth quarter was \$579,000, which compares to \$1,028,000 at the end of the third quarter and \$964,000 at the end of the prior fiscal year.

Mr. Tarantino concluded, "Our Board of Directors is committed to increasing shareholder value. We believe we have made the changes necessary to be operationally profitable in the new fiscal year. We are further encouraged by the fact that our order rate to date is running ahead of our plan. Our

financial condition is strong and we remain 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 June 27, 2007, to shareholders of record as of June 13, 2007."

ABOUT DATARAM CORPORATION

Dataram is a worldwide leader in the design and manufacture of high capacity, reliable and innovative memory solutions. With over 40 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 OPERATIONS
(In thousands, except per share amounts)
(Unaudited)

	Fourth Quarter Ended		Fiscal Year Ended	
	April 30,		April 30,	
	2007	2006	2007	2006
Revenues	\$ 8,831	\$ 8,773	\$ 38,405	\$ 41,795
Costs and expenses:				
Cost of sales	6,680	6,306	29,411	29,458
Engineering and development	321	289	1,243	1,136
Selling, general and administrative	2,438	2,244	9,165	9,194
Stock option expense*	94	0	440	0
	<u>9,533</u>	<u>8,839</u>	<u>40,259</u>	<u>39,788</u>
Earnings (loss) from operations	(702)	(66)	(1,854)	2,007
Other income	189	181	3,074	2,431
Earnings (loss) before income taxes	(513)	115	1,220	4,438
Income tax provision (benefit)	(205)	32	450	1,666
Net earnings (loss)	<u>\$ (308)</u>	<u>\$ 83</u>	<u>\$ 770</u>	<u>\$ 2,772</u>
Net earnings (loss) per share:				
Basic	\$ (0.04)	\$ 0.01	\$ 0.09	\$ 0.33

Diluted	\$ (0.04)	\$ 0.01	\$ 0.09	\$ 0.31
Weighted average number of shares outstanding:				
Basic	8,644	8,487	8,572	8,447
Diluted	8,644	8,838	8,804	8,821

*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-K.

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

April 30, 2007 April 30, 2006

ASSETS

Current assets

Cash and cash equivalents \$ 14,138 \$ 14,044

Trade receivables, net 4,717 4,893

Inventories 2,121 2,189

Deferred income taxes 1,365 1,365

Note receivable 1,537 1,537

Other current assets 231 80

Total current assets 24,109 24,108

Deferred income taxes 907 1,176

Property and equipment, net 784 847

Other assets 105 105

Total assets \$ 25,905 \$ 26,236

LIABILITIES AN STOCKHOLDERS' EQUITY

Current liabilities

Accounts payable \$ 1,597 \$ 2,057

Accrued liabilities 976 653

Total current liabilities 2,573 2,710

Stockholders' equity 23,332 23,526

Total liabilities and
stockholders' equity \$ 25,905 \$ 26,236