

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

FORM 8-K/A

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 7, 2008

DATARAM CORPORATION

(Exact name of registrant as specified in charter)

New Jersey 1-8266 22-18314-09

State or other jurisdiction (Commission (IRS Employer
of incorporation File Number) 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))

Item 5.02. Departure of Directors or Certain Officers;
Appointment of Certain Officers

In a press release dated May 12, 2008, the Company announced that its Board of Directors has appointed a current director of the Board, John H. Freeman, to the position of President and Chief Executive Officer of the Company, as of May 7, 2008. Mr. Freeman succeeds Robert V. Tarantino, who has served as President and Chief Executive Officer since 1986. The Board agreed to hire Mr. Freeman as President and Chief Executive Officer for a term of one year, with automatic renewal terms of one year each. Mr. Freeman's base salary is \$275,000 annually. He is eligible biannually for a bonus of up to 50% of his base salary, as determined by a review of the Company's Compensation Committee, and also for a year-end bonus at the conclusion of fiscal year if his performance exceeds expectations. Mr.

Freeman receives three weeks paid vacation and is entitled to participate in any of the Company's present and future life insurance, disability insurance, health insurance, pension retirement and similar plans as well.

The Board has hired Mr. Freeman based on the agreement that he accepts certain non-solicitation, non-competition and non-disparagement restrictions.

On May 7, 2008, the Company's Board of Directors granted Mr. Freeman an option to purchase 150,000 shares of Dataram common stock, at the price of \$3.20 per share, the closing market price on May 7, 2008. Options to purchase the first 37,500 shares become exercisable on November 7, 2008, and options to purchase an additional 37,500 shares become exercisable on each of May 7, 2009, November 7, 2009, and May 7, 2010. These options expire on May 7, 2018.

Biographical Information. John H. Freeman, age 58, has been a Director of the Company since 2005. Most recently he held the position of Chief Operating Officer at Taratec, a technology and consulting services company located in Bridgewater, N.J. Prior to that and for a period of 30 years, Mr. Freeman was an executive with IBM holding various positions in worldwide sales, marketing and operations. Mr. Freeman holds a BA degree from Syracuse University and a MS degree from Pennsylvania State University.

Related Party Transactions. All transactions by the Company with a director or executive officer must be approved by the Board of Directors if they exceed \$120,000 in any fiscal year. Apart from any transactions disclosed above, the Company has entered into no such transaction with Mr. Freeman during the present fiscal year. Any such transactions will be entered into only if found to be in the best interest of the Company and approved in accordance with the Company's Codes of Ethics, which are available on Dataram's web site.

Item 9.01. Exhibits

99 Press Release dated May 12, 2008. (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 14, 2008

Mark Maddocks, Vice President-Finance
and Chief Financial Officer

PRESS RELEASE

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

DATARAM APPOINTS JOHN H. FREEMAN AS PRESIDENT AND CEO

PRINCETON, N.J. May 12, 2008 ? Dataram Corporation (NASDAQ: DRAM) today announced the appointment of John H. Freeman to the positions of President and Chief Executive Officer. Mr. Freeman has been an Independent Director of the Company since 2005.

Mr. Freeman succeeds Robert V. Tarantino. Mr. Tarantino has been with Dataram since 1970 and has served as President and CEO since 1986. Commenting on the appointment, Mr. Roger C. Cady, a Director of Dataram and a principal of Arcadia Associates said, "John brings executive leadership, enthusiasm, and vision to Dataram. He will help to maintain our current business in this fast changing technological environment, as well as drive the Company into new growth markets." He continued, "The Board thanks Bob Tarantino for his many years of service and wishes him well."

Mr. Freeman said, "Dataram is a leader in the design and manufacture of high performance memory. It has produced the highest quality and performance products for over 40 years. I am excited and privileged to be appointed President and CEO. My mission is to continue our history of manufacturing excellence and client focus while bringing innovation and growth to our business."

Mr. Freeman joined Dataram's Board of Directors in November 2005. Most recently he held the position of Chief Operating Officer at Taratec, a technology and consulting services company located in Bridgewater, N.J. Prior to that and for a period of 30 years, Mr. Freeman was an executive with IBM holding various positions in worldwide sales, marketing and operations. Mr. Freeman holds a BA degree from Syracuse University and a MS degree from Pennsylvania State University.

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>.