

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: June 4, 2008)

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 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 June 4, 2008 Dataram Corporation announced the results of operations for the fourth fiscal quarter and year ended April 30, 2008. 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, 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 9 - Financial Statements and Exhibits.

Item 9.01. Exhibits.

99 Press Release dated June 4, 2008 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: June 4, 2008

Mark Maddocks, Vice President-Finance
and Chief Financial Officer

PRESS RELEASE

Dataram Contact:
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Vice President-Finance, CFO
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DATARAM REPORTS FISCAL 2008 FOURTH QUARTER AND FISCAL YEAR
FINANCIAL RESULTS

Company Reports Fourth Quarter Net Earnings of \$0.05 Per Share

PRINCETON, N.J. June 4, 2008 - Dataram Corporation (NASDAQ: DRAM) today reported its financial results for its fiscal fourth quarter and full year ended April 30, 2008. Net earnings for the fourth quarter of the current fiscal year were \$401,000, or \$0.05 per diluted share, which compares to a net loss of \$308,000, or a net loss of \$0.04 per diluted share for the comparable prior year period. Net earnings for the fiscal year ended April 30, 2008 were \$1,608,000, or \$0.18 per diluted share, which compares to net earnings of \$770,000, or \$0.09 per diluted share for the prior fiscal year. Prior year net earnings included a one-time payment of \$2.3 million from a DRAM manufacturer related to a settlement agreement. The Company's earnings from operations for the current fiscal fourth quarter and fiscal year totaled \$467,000 and \$1,773,000, respectively, and compare to operating losses of \$702,000 and \$1,854,000 for the comparable prior year periods.

Revenues for the fourth quarter and fiscal year were \$7.0 million and \$30.9 million, respectively, which compare to \$8.8 million and \$38.4 million for the comparable prior year periods.

John H. Freeman, Dataram's president and CEO commented, "Our fourth quarter and fiscal year operating earnings and net earnings met our profit objectives ."

Mr. Freeman continued, "Our revenues this entire fiscal year have been adversely impacted by reductions in our selling prices as a result of the well-publicized decline in the price of DRAM chips, the primary raw material in our products. Typically, the average selling price (ASP) of DRAMs decline by approximately 25 percent per year. Industry reports estimate the industry decline in ASP was 31 percent in the third quarter alone. Over the last fiscal year, the Company's purchase cost of the primary DRAMs used in our products declined by over 60 percent. This resulted in a larger than anticipated reduction in our selling prices as we passed our cost savings through to our customers. We do see that the rate of price decline of DRAMs has abated and are hopeful that the recent price trends we see will continue."

The Company's operating expenses for the fourth quarter and current fiscal year totaled \$2,487,000 and \$10,104,000, respectively, and compare to operating expenses of \$2,853,000 and \$10,848,000 for the comparable prior year periods. The decline in expenses was primarily the result of cost reductions initiated at the end of the prior fiscal year as well as a reduction in stock-based compensation expense. Prior year fourth quarter operating expenses also included a charge of \$265,000, primarily for severance payments.

The Company accrues federal and state income taxes at a combined rate of approximately 39 percent. However, since the Company entered the fiscal year with a federal net operating loss ("NOL") carryforward of approximately \$4.7 million, the Company actually pays income taxes at a rate of approximately 10 percent as it utilizes the tax benefits of its NOL carryforward. At April 30, 2008, the Company has approximately \$1.5 million NOL carryforward remaining.

For the fiscal year ended April 30, 2008, cash provided by operating activities totaled approximately \$3.7 million and cash and equivalents increased to \$17.6 million from \$14.1 million at the end of the prior fiscal year. Working capital at the end of fiscal 2008 amounted to \$22.5 million and the Company's current ratio is 10.0. Tangible book value per share is

\$2.66, of which cash and equivalents constitutes \$1.99 per share.

Mr. Freeman concluded, "We met our profit objective and our financial condition remains strong. However, the Company's Board of Directors and I firmly believe that achieving meaningful growth is our top priority. We believe that in a reasonable pricing environment, we should grow our core memory solutions business. We also believe that in order to achieve our growth objectives, it is necessary that the Company introduce complementary products into our portfolio. That effort will require internal investment in research, development, manufacturing, sales and support. We are also pursuing the acquisition of externally developed intellectual property and products. This activity has already begun with our acquisition of certain patents and other intellectual property of a privately held company in the area of high speed storage systems and we expect to make further investments in this area. The Board of Directors has concluded that these investments will be in the best long-term interests of our shareholders and clients. To ensure that adequate financial resources are available to support these investments, the Board of Directors has decided to suspend the dividend at this time. The Company's Directors look forward to achievement of our growth goals and will consider reinstating a dividend at a future time."

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, 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 April 30		Fiscal Year Ended April 30	
	2008	2007	2007	2006
Revenues	\$ 7,045	\$ 8,831	\$ 30,893	\$ 38,404
Costs and expenses:				
Cost of sales	4,091	6,680	19,015	29,410
Engineering and development	366	366	321	1,267
Selling, general and administrative	2,055	2,438	8,541	9,165
Stock-based compensation expense*	66	94	297	440
	<u>6,578</u>	<u>9,533</u>	<u>29,120</u>	<u>40,258</u>

Earnings (loss) from operations	467	(702)	1,773	(1,854)
Other income	187	189	868	3,074
Earnings (loss) before income taxes	654	(513)	2,641	1,220
Income tax provision (benefit)	253	(205)	1,033	450
Net earnings (loss)	\$ 401	\$ (308)	\$ 1,608	\$ 770

Net earnings (loss) per share:				
Basic	\$ 0.05	\$ (0.04)	\$ 0.18	\$ 0.09
Diluted	\$ 0.05	\$ (0.04)	\$ 0.18	\$ 0.09

Weighted average number of shares outstanding:				
Basic	8,869	8,644	8,825	8,572
Diluted	8,873	8,644	8,854	8,804

*Stock-based compensation 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, 2008 April 30, 2007

ASSETS

Current assets

Cash and cash equivalents	\$ 17,642	\$ 14,138
Accounts receivable, net	4,047	4,717
Inventories	1,977	2,121
Deferred income taxes	1,229	1,149
Note receivable	0	1,537
Other current assets	98	231
Total current assets	24,993	23,893
Deferred income taxes	352	1,123
Property and equipment, net	686	784
Other assets	79	105
Total assets	\$ 26,110	\$ 25,905

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities

Accounts payable	\$ 1,789	\$ 1,597
Accrued liabilities	702	976
Total current liabilities	2,491	2,573
Stockholders' equity	23,619	23,332

Total liabilities and
stockholders' equity

\$ 26,110 \$ 25,905
