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

(Mark One) FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended April 30, 2008.

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ___ to ___.

Commission file number: 1-8266

DATARAM CORPORATION

(Exact name of registrant as specified in its charter)

New Jersey	22-1831409
(State of Incorporation)	(I.R.S. Employer Identification No.)

P.O. Box 7528, Princeton, New Jersey	08543-7528
(Address of principal executive offices)	(Zip Code)

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

Securities registered pursuant to section 12(b) of the Act:

Title of each class	Name of exchange on which registered
Common Stock, $1.00 Par Value	NASDAQ Stock Market

Securities registered pursuant to section 12(g) of the Act: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in the definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.
Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer and large accelerated filer and smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [ ] Accelerated filer [ ] Non-accelerated filer [ ]
Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell-company (as defined in Rule 12b-2 of the Act). Yes [ ] No [X]

The aggregate market value of the Common Stock held by non-affiliates of the registrant calculated on the basis of the closing price as of the last business day of the registrant's most recently completed second quarter, October 31, 2007, was $28,396,892.

The number of shares of Common Stock outstanding on July 25, 2008 was 8,869,184 shares.

DOCUMENTS INCORPORATED BY REFERENCE:

(1) Definitive Proxy Statement for Annual Meeting of Shareholders to be held on September 25, 2008 (the "Definitive Proxy Statement") to be filed within 120 days of the end of the fiscal year.

(2) 2008 Annual Report to Security Holders

DATARAM CORPORATION

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PART I

Item 1. BUSINESS

(a) General development of business.

Dataram Corporation (the "Company") is a developer, manufacturer and marketer of large capacity memory products primarily used in high performance network servers and workstations. The Company provides customized memory solutions for original equipment manufacturers ("OEMs") and compatible memory for computers manufactured by Hewlett-Packard Company ("HP"), Sun Microsystems, Inc. ("Sun"), International Business Machines Corporation ("IBM") and Dell Corporation ("Dell"). The Company also manufactures a line of memory products for Intel and AMD motherboard based servers for sale to OEMs and channel assemblers.

The Company's memory products are sold worldwide to OEMs, distributors, value-added resellers and end-users. The Company has a manufacturing facility in the United States with sales and/or marketing offices in the United States, Europe and Japan. The Company competes with several other large independent memory manufacturers as well as the OEMs mentioned above. The primary raw material used in producing memory boards is dynamic random access memory chips ("DRAMs"). The purchase cost of DRAMs is the largest single component of the total cost of a finished memory board. Consequently, average selling prices for computer memory boards are significantly dependent on the pricing and availability of DRAMs.

Revenues for fiscal 2008 were $30.9 million compared to $38.4 million in fiscal 2007. The decline in revenues is primarily the result of decreased selling prices. The Company's selling prices are significantly dependent on the pricing and availability of DRAM chips. The Company's products utilize DRAMs of varying capacities, organizations and package types. While the changes in the purchase cost of specific DRAMs over time are not necessarily uniform or even move in the same direction, 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. Consequently, the Company's selling prices for similar products when compared on a year over year basis were lower than expected.

Cost of sales was $19.0 million in fiscal 2008 or 61.6 percent of revenues compared to $29.4 million or 76.6 percent of revenues in fiscal 2007. There were several primary factors which contributed to the percentage decline. The Company's general pricing strategy has been to reduce its selling prices by approximately the same amount as the cost savings realized from lower DRAM prices. This has had the effect of increasing the realized gross margin percentage. Also, during fiscal 2008, there was a shift in sales to larger capacity memory modules, which typically command higher margins. As the price of the Company's higher capacity products came down as a result of lower DRAM costs, they became a more affordable option for customers with memory intensive applications. Finally, year over year cost of sales expense also included savings of approximately $626,000 as a result of a reduction in workforce and other manufacturing costs initiated in the fourth quarter of the prior fiscal year.

The Company was incorporated in New Jersey in 1967 and made its initial public offering in 1968. Its common stock, $1 par value (the "Common Stock") was listed for trading on the American Stock Exchange in 1981. In 2000 the Company changed its listing to the NASDAQ National Market (now the NASDAQ Stock Market) where its stock trades under the symbol "DRAM." The Company's principal executive office is located at 186 Princeton Road (Route 571), West Windsor, New Jersey 08550, its telephone number is (609) 799-0071, its fax is (609) 799-6734 and its website is located at http://www.dataram.com. Proxy Statements, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and all amendments thereto are available on this website free of charge.

(b) Financial information about segments.

The Company operates in one industry segment.

(c) Narrative description of business.

Industry Background

The market for the Company's memory products is principally the buyers and owners of workstations and network servers and the OEMs that manufacture workstations, servers and other products that use embedded computers. These systems have been important to the growth of the Internet.

A workstation, like a PC, is designed to provide computer resources to individual users. A workstation differs from a PC by providing substantially greater computational performance, input/output capability and graphic display. Workstations are nearly always networked. As a result of this networking capability of both workstations and PCs, the network server has grown in importance.

Network servers are computer systems on a network which provide dedicated functions accessible by all workstations and other systems on the same network. Examples of different types of servers in use today are: file servers, communication servers, computation servers, database servers, print servers and storage servers.

The Company designs, produces and markets memory products for workstations and computer servers sold by Sun, HP, IBM, SGI and Dell. Additionally, the Company produces and markets memory for Intel and AMD processor based motherboards for use by OEMs and channel assemblers.

The "open system" philosophy espoused by most of the general computer industry has played a part in enlarging the market for third party vendors. Under the "open system" philosophy, manufacturers adhere to industry design standards, enabling users to "mix and match" hardware and software products from a variety of vendors so that a system can be configured for the user's application in the most economical manner with reduced concern for compatibility and support. Memory products for workstations and servers have become commodities with substantial competition from OEMs and a number of independent memory manufacture suppliers.

Generally, growth in the memory market closely follows both the growth in unit shipments of system vendors and the growth of memory requirements per system.

Management also estimates that in the compatibles market, sales by system vendors constitute 80% of the memory market. To successfully compete with system vendors, the Company must continue to respond to customers' needs in a short time frame. To support customers' needs, the Company has a dedicated and highly automated manufacturing facility that is designed to produce and ship customer orders within twenty-four hours or less.

The OEM market is also an important part of the Company's business. Management believes that increasingly cost conscious OEMs are looking to independent memory suppliers such as the Company for the low-cost supply of memory modules.

Products

The Company's principal business is the development, manufacture and marketing of memory modules which can be added to various enterprise servers and workstations to upgrade or expand the capabilities of such systems. When vendors produce computer systems adhering to open system industry standards, the development effort for the Company and other independent memory manufacturers is straightforward and allows for the use of many standard components.

Distribution

The Company sells its memory products to OEM's, distributors, value-added resellers and larger end-users. The Company has sales and/or marketing support offices in New Jersey, Denmark, France, the United Kingdom, Germany and Japan.

Product Warranty and Service

Management believes that the Company's reputation for the reliability of its memory products and the confidence of prospective purchasers in the Company's ability to provide service over the life of the product are important factors in making sales. As a consequence, the Company adopted many years ago a Lifetime Warranty program for its memory products. The economic useful life of the computer systems to which the Company's memory modules are attached is almost always substantially less than the physical useful life of the Company's memory products. Thus, memory products are unlikely to "wear out." The Company's experience is that less than 1% of all the products it sells are returned under the Lifetime Warranty.

Working Capital Requirements

The memory product business is heavily dependent upon the price of DRAMs. Producers of DRAM are required to invest substantial capital resources to produce their end product. Their marginal cost is low as a percentage of the total cost of the product. As a result, the world-wide market for DRAMs has swung in the past from period to period from oversupply to shortage. During periods of substantial oversupply, the Company has seen falling prices for DRAMs and wide availability of DRAMs allowing the Company to have minimum inventories to meet the needs of customers. During periods of shortage, DRAMs are allocated to customers and the Company must invest heavily in inventory in order to continue to be assured of the supply of DRAMs from vendors. Thus, the Company must maintain large cash reserves. At the present time, the market for DRAMs is one of oversupply. At April 30, 2008, the Company had cash and cash equivalents of $17.6 million and had no debt.

Memory Product Complexity

DRAM memory products for workstations and enterprise servers had, for many years, been undergoing a process of simplification with a corresponding decline in profit margins as competitors' entry into the market became easier. However, recent trends in the market have seen the development by OEMs of more complex memory designs. This has enabled the Company to increase its margins.

Engineering and Development

The Company's ability to compete successfully depends upon its ability to identify new memory needs of its customers. To achieve this goal, the

Company's engineering group continually monitors computer system vendors' new product developments, and the Company evaluates and tests major components as they become available. The Company designs prototype memory modules and subjects them to reliability testing procedures. During its fiscal year ended April 30, 2008, the Company incurred costs of $1,267,000 for engineering and product development, $1,243,000 in fiscal 2007 and $1,136,000 in fiscal 2006.

Raw Materials

The Company purchases standard DRAMs. The cost of such chips is the largest single component of the total cost of memory products. Fluctuations in the availability or prices of DRAMs can have a significant impact on the Company's profit.

The Company has created close relationships with a number of primary suppliers while qualifying and developing alternate sources as a back up. The qualification program consists of extensive evaluation of process capabilities, on-time delivery performance and financial stability of each supplier. Alternative sources are qualified to normally assure supply in the event of a problem with the primary source or to handle surges in demand.

Manufacturing

The Company assembles its memory boards at its manufacturing facility in Bucks County, Pennsylvania.

Backlog

The Company expects that all backlog on hand will be filled during the current fiscal year and most in a matter of days. The Company's backlog at April 30, 2008 was $255,000, at April 30, 2007 it was $579,000, and at April 30, 2006 it was $964,000.

Seasonality

The Company's business can be seasonal with December and January being the slowest months.

Competition

The intensely competitive computer industry is characterized by rapid technological change and constant pricing pressures. These characteristics are equally applicable to the third party memory market, where pricing is a major consideration in the buying decision. The Company competes with HP, Sun, IBM, and Dell, as well as with a number of third party memory suppliers, including Kingston Technology.

Although many of the Company's competitors possess significantly greater financial, marketing and technological resources, the Company competes favorably based on the buying criteria of price/performance, time-to-market, product quality, reliability, service/support, breadth of product line and compatibility with computer system vendors' technology. The Company's objective is to continue to remain strong in all of these areas with particular focus on price/performance and time-to-market, which management believes are two of the more important criteria in the selection of third party memory product suppliers. Market research and analysis capability by the Company is necessary to ensure timely information on new products and technologies coming from the computer system vendors and from the overall memory market. The Company must continue low cost, high volume production while remaining flexible to satisfy the time-to-market requirement.

The Company believes that its 41-year reputation for providing quality products is an important factor to its customers when making a purchase decision. To strengthen this reputation, the Company has a comprehensive lifetime warranty program which provides customers with added confidence in buying from the Company. See "Business-Product Warranty and Service."

Patents, Trademarks and Licenses

The Company believes that its success depends primarily upon the price and performance of its products rather than on ownership of copyrights or patents.

Sale of memory products for systems that use proprietary memory design can from time to time give rise to claims of copyright or patent infringement. In most such instances the Company has either obtained the opinion of patent counsel that its products do not violate such patents or copyrights or obtained a license from the original equipment manufacturer.

To the best of the Company's knowledge and belief, no Company product infringes any valid copyright or patent. However, because of rapid technological development in the computer industry with concurrent extensive patent coverage and the rapid rate of issuance of new patents, questions of infringement may continue to arise in the future. If such patents or copyrights are perfected in the future, the Company believes, based upon industry practice, that any necessary licenses would be obtainable upon the payment of reasonable royalties.

Employees

As of April 30, 2008, the Company had 89 full-time employees. The Company believes it has satisfactory relationships with its employees. None of the Company's employees are covered by a collective bargaining agreement.

Environmental

Compliance with federal, state and local provisions which have been enacted or adopted to regulate the protection of the environment does not have a material effect upon the capital expenditures, earnings and competitive position of the Company. The Company does not expect to make any material expenditures for environmental control facilities in either the current fiscal year (fiscal 2009) or the succeeding fiscal year (fiscal 2010).

(d) Financial information about geographic area sales.

REVENUES (000's)

Fiscal	U.S.	Export Europe	Export Other*	Consolidated
2008	$22,270	5,875	2,748	$30,893
2007	$27,583	6,484	4,337	$38,404
2006	$29,321	9,151	3,323	$41,795

PERCENTAGES

Fiscal	U.S.	Export Europe	Export Other*	Consolidated
2008	72.1%	19.0%	8.9%	100.0%
2007	71.8%	16.9%	11.3%	100.0%
2006	70.1%	21.9%	8.0%	100.0%

*Principally Asia Pacific Region

Item 1A. RISK FACTORS

WE MAY HAVE TO SUBSTANTIALLY INCREASE OUR WORKING CAPITAL REQUIREMENTS IN THE EVENT OF DRAM ALLOCATIONS. Over the past 20 years, availability of DRAMs has swung back and forth from oversupply to shortage. In times of shortage, we have been forced to invest substantial working capital resources in building and maintaining inventory. At such times we have bought DRAMs in excess of our customers' needs in order to ensure future allocations from DRAM manufacturers. We believe that the market for DRAMs is presently out of balance and there is an oversupply of DRAMs, but there can be no assurance that conditions of shortage may not prevail in the future. In the event of a shortage, we may not be able to obtain sufficient DRAMs to meet customers' needs in the short term, and we may have to invest substantial working capital resources in order to meet long term customer needs.

WE COULD SUFFER LOSSES IF DRAM PRICES DECLINE SUBSTANTIALLY. We are at times required to maintain substantial inventories during periods of shortage and allocation. Thereafter, during periods of increasing availability of DRAMs and rapidly declining prices, we have been forced to write down inventory. At the present time, the market is one of oversupply, and we seek to maintain a minimum inventory while meeting the needs of customers. But there can be no assurance that we will not suffer losses in the future based upon high inventories and declining DRAM prices.

OUR MEMORY PRODUCTS MAY VIOLATE OTHERS' PATENTS. Certain of our memory products are designed to be used with proprietary computer systems built by various OEM manufacturers. We often have to comply with the OEM's proprietary memory designs which may be patented, now or at some time in the future. OEMs have, at times, claimed that we have violated their patent rights by adapting our computer memory products to meet the requirements of their systems. It is our policy to, in unclear cases, either obtain an opinion of patent counsel prior to marketing, or obtain a license from the patent holder. We are presently licensed by Sun Microsystems and Silicon Graphics to sell memory products for certain of their products. However, there can be no assurance that memory designs will not be created in the future which will, in fact, be patented and which patent holders will require the payment of substantial royalties as a condition for our continued

presence in the segment of the market covered by the patent or they may not give us a license. Nor can there be any assurance that our existing products do not violate one or more existing patents.

WE MAY LOSE AN IMPORTANT CUSTOMER. During fiscal 2008, the largest ten customers accounted for approximately 43% of the Company's revenues, with one customer accounting for approximately 14% of the Company's revenues. There can be no assurance that one or more of these customers will not cease or materially decrease their business with the Company in the future and that our financial performance will not be adversely affected thereby.

SALES DIRECTLY TO OEM'S CAN MAKE OUR REVENUES, EARNINGS, BACKLOG AND INVENTORY LEVELS UNEVEN. Revenue and earnings from OEM sales may become uneven as order sizes are typically large and often a completed order cannot be shipped until released by the OEM, e.g., to meet a "just in time" inventory requirement. This may occur at or near the end of an accounting period. In such case, revenues and earnings could decline for the period and inventory and backlog could increase.

WE FACE COMPETITION FROM OEMs. In the compatibles market we sell our products at a lower price than OEMs. Customers will often pay some premium for the "name brand" product when buying additional memory and OEMs seek to exploit this tendency by having a high profit margin on memory products. However, individual OEMs can change their policy and price memory products competitively. While we believe that with our manufacturing efficiency and low overhead we still would be able to compete favorably with OEMs, in such an event profit margins and earnings would be adversely affected. Also, OEMs could choose to use "free memory" as a promotional device in which case our ability to compete would be severely impaired.

WE FACE COMPETITION FROM DRAM MANUFACTURERS. DRAM manufacturers not only sell their product as discreet devices, but also as finished memory modules. They primarily sell these modules directly to OEMs and large distributors and as such compete with us. There can be no assurance that DRAM manufacturers will not expand their market and customer base, and our profit margins and earnings could be adversely affected.

THE MARKET FOR OUR PRODUCTS MAY NARROW OVER TIME. The principal market for our memory products consists of the manufacturers, buyers and owners of workstations and enterprise servers, classes of machines lying between large mainframe computers and personal computers. Personal computers are increasing in their power and sophistication and, as a result, are now filling some of the computational needs traditionally filled by workstations. The competition for the supply of after-market memory products in the PC industry is very competitive and to the extent we compete in this market we can be expected to have lower profit margins. There can be no assurance that this trend will not continue in the future, and that our financial performance will not be adversely affected.

A PORTION OF OUR OPERATIONS ARE DESIGNED TO MEET THE NEEDS OF THE VERY COMPETITIVE INTEL AND AMD PROCESSOR-BASED MOTHERBOARD MARKET. In addition to selling server memory systems, we develop, manufacturer and market a variety of memory products for motherboards that are Intel or AMD processor based. Many of these products are sold to OEMs and incorporated into computers and other equipment. This is an intensely competitive market with high volumes but lower margins.

WE MAY MAKE UNPROFITABLE ACQUISITIONS. The Company is actively looking at acquiring complementary products and related intellectual property. The possibility exists that an acquisition will be made at some time in the future. Uncertainty surrounds all acquisitions and it is possible that a particular acquisition may not result in a benefit to shareholders, particularly in the short term.

WE MAY BE ADVERSELY AFFECTED BY EXCHANGE RATE FLUCTUATIONS. A portion of our accounts receivable and a portion of our expenses are denominated in foreign currencies. These proportions change over time. As a result, the Company's revenues and expenses may be adversely affected, from time to time, by changes in the relationship of the dollar to various foreign currencies on foreign exchange markets. The Company does not currently hedge its foreign currency risks.

OUR STOCK HAS LIMITED LIQUIDITY. Although our stock is publicly traded, it has been observed that this market is "thin." As a result, the common stock may trade at a discount to what would be its value if the stock enjoyed greater liquidity.

WE ARE SUBJECT TO THE NEW JERSEY SHAREHOLDERS PROTECTION ACT. This statute has the effect of prohibiting any "business combination" - a very broadly defined term - with any "interested shareholder" unless the transaction is approved by the Board of Directors at a time before the interested shareholder had acquired a 10% ownership interest. This prohibition of "business combinations" is for five years after the shareholder became an "interested shareholder" and continues after that time period subject to certain exceptions. A practical consequence of this statute is that a hostile acquisition of our company is unlikely to occur and hostile transactions which might be of benefit to our shareholders are unlikely to occur.

Item 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

Item 2. PROPERTIES

The Company occupies 15,200 square feet of space for administrative, sales, research and development and manufacturing support in West Windsor Township, New Jersey under a lease expiring on June 30, 2011.

The Company leases 32,000 square feet of assembly plant and office space in Bucks County, Pennsylvania. The lease expires on January 31, 2011. In the event the Lessor enters into a bona fide agreement for sale of the premises, the Lessor can terminate this lease on two (2) years notice.

The Company also leases marketing facilities in the United Kingdom, Denmark, France, Germany, and Japan.

Item 3. LEGAL PROCEEDINGS

None.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matter was submitted to a vote of Security Holders in the fourth quarter of the fiscal year covered by this report.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Incorporated by reference herein is the information set forth in the Company's 2008 Annual Report to Security Holders under the caption "Common Stock Information" at page 5 and the information from the Definitive Proxy Statement under the caption "Equity Plan Compensation Information." No shares were sold other than pursuant to a registered offering during fiscal 2008. In the fourth quarter of fiscal 2008, the Company purchased no shares of its common stock.

Item 6. SELECTED FINANCIAL DATA

Incorporated by reference herein is the information set forth in the 2008 Annual Report to Security Holders under the caption "Selected Financial Data" at page 20.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

Incorporated by reference herein is the information set forth in the 2008 Annual Report to Security Holders under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operation" at page 2 through page 5.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Incorporated by reference herein is the information set forth in the 2008 Annual Report to Security Holders under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operation" at page 5.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Index to Consolidated Financial Statements and Schedule Page in Annual Report*

Consolidated Financial Statements:

Financial Statement Schedule:

All other schedules are omitted as the required information is not applicable or because the required information is included in the consolidated financial statements or notes thereto.

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*Incorporated herein by reference.

<TABLE>
Schedule II

DATARAM CORPORATION AND SUBSIDIARIES
Valuation and Qualifying Accounts
Years ended April 30, 2008, 2007 and 2006

Description	Balance at beginning of period	Additions charged to costs and expenses	Deductions from reserves	Balance at close of period
<S>	<C>	<C>	<C>	<C>
Year ended April 30, 2008:				
Allowance for doubtful accounts	$ 70,000	12,000	32,000*	50,000
Allowance for sales returns	$ 230,000	375,000	405,000	200,000
Year ended April 30, 2007:				
Allowance for doubtful accounts	$ 60,000	40,000	30,000*	70,000
Allowance for sales returns	$ 240,000	393,000	403,000	230,000
Year ended April 30, 2006:				
Allowance for doubtful accounts	$ 75,000	(92,000)	(77,000)*	60,000
Allowance for sales returns	$ 250,000	678,000	688,000	240,000

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*Represents write-offs and recoveries of accounts receivable.
</TABLE>

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Dataram Corporation:

Under date of July 24, 2008, we reported on the consolidated balance sheets of Dataram Corporation and Subsidiaries as of April 30, 2008 and 2007, and the related consolidated statements of earnings, stockholders' equity and cash flows for each of the years in the three-year period then ended, as contained in the April 30, 2008 Annual Report to Security Holders. These consolidated financial statements and our report thereon are incorporated by reference in the annual report on Form 10-K for the year ended April 30, 2008. In connection with our audits of the aforementioned consolidated financial statements, we also audited the related consolidated financial statement schedule as listed in the accompanying Index at Item 8. This financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statement schedule based on our audits.

In our opinion, such consolidated financial statement schedule referred to above, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/ J.H. COHN LLP

J.H. Cohn LLP
Lawrenceville, New Jersey
July 24, 2008

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

Item 9A. CONTROLS AND PROCEDURES

No Applicable.

Item 9A(T). CONTROLS AND PROCEDURES

The Chief Executive Officer and Chief Financial Officer of the Company have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective.

REPORT OF MANAGEMENT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of our financial reporting for external purposes in accordance with accounting principles generally accepted in the United States of America. Internal control over financial reporting includes maintaining records that in reasonable detail accurately and fairly reflect our transactions; providing reasonable assurance that transactions are recorded as necessary for preparation of our financial statements; providing reasonable assurance that receipts and expenditures of company assets are made in accordance with management authorization; and providing reasonable assurance that unauthorized acquisition, use or disposition of company assets that could have a material effect on our financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected.

Management conducted an evaluation of the effectiveness of our internal control over financial reporting. Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as of April 30, 2008. There were no changes in our internal control over financial reporting during the quarter ended April 30, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. This Annual Report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management's report in the Annual Report.

Item 9B. OTHER INFORMATION

None.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Incorporated by reference herein is the information set forth in the Definitive Proxy Statement under the captions "Executive Officers of the Company", "Nominees for Director" and "Section 16 Compliance." The Company's "Code of Ethics", within the meaning of Item 406 of Registered S-K, is posted on the Company's web site at www.dataram.com

Item 11. EXECUTIVE COMPENSATION

Incorporated by reference herein is the information set forth in the Definitive Proxy Statement under the caption "Executive Compensation."

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Incorporated by reference herein is the information set forth in the Definitive Proxy Statement under the captions "Security Ownership of Certain Beneficial Owners and Management" and "Equity Plan Compensation Information."

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Incorporated by reference herein is the information set forth in the Definitive Proxy Statement under the captions "Executive Compensation" and "Board of Directors."

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Incorporated by reference herein is the information set forth in the Definitive Proxy Statement under the caption "Principal Accountant Fees and Services."

PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The following documents are filed as part of this report:

1. Financial Statements incorporated by reference into Part II of this Report.

2. Financial Statement Schedule included in Part II of this Report.

3. The documents identified in the Exhibit Index which appears on page 18.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DATARAM CORPORATION
(Registrant)

Date: July 25, 2008 By: JOHN H. FREEMAN

John H. Freeman, President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Company and in the capacities and on the dates indicated.

Date: July 25, 2008 By: JOHN H. FREEMAN

John H. Freeman, President
Chief Executive Officer and
Director

Date: July 25, 2008 By: THOMAS A. MAJEWSKI

Thomas A. Majewski, Director

Date: July 25, 2008 By: BERNARD L. RILEY

Bernard L. Riley, Director

Date: July 25, 2008 By: ROGER C. CADY

Roger C. Cady, Director

Date: July 25, 2008 By: ROSE ANN GIORDANO

Rose Ann Giordano, Director

Date: July 25, 2008 By: MARK E. MADDOCKS

Mark E. Maddocks
Vice President, Finance
(Principal Financial & Accounting Officer)

EXHIBIT INDEX

3(a) Restated Certificate of Incorporation.

3(b) By-Laws.

4(a) Loan Agreement dated as of June 21, 2004. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2004 and filed on July 28, 2004.

4(b) Committed Line of Credit Note dated as of June 21, 2005. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2004 and filed on July 28, 2004.

4(c) Amendment to Loan Documents Dated as of April 4, 2005. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2005 and filed on July 28, 2005.

4(d) Amendment to Loan Agreement dated as of June 20, 2006. Incorporated by reference from Exhibits to an Annual Report on Form 8-K filed on July 7, 2006.

10(a) 2001 Stock Option Plan.* Incorporated by reference from Exhibits to a Definitive Proxy Statement for an Annual Meeting of Shareholders held on September 12, 2001 and filed on July 26, 2001.

10(b) Savings and Investment Retirement Plan, January 1, 2001 Restatement.* Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2003 and filed on July 26, 2003.

10(c) West Windsor, New Jersey Lease dated September 19, 2000. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2001 and filed on July 26, 2001.

10(d) Addendum "D" to West Windsor, New Jersey Lease dated February 13, 2006. Incorporated by reference from Exhibits to a Current Report on Form 8-K filed on February 14, 2006.

10(e) Bucks County, Pennsylvania Lease dated January 11, 2006. Incorporated by reference from Exhibits to a Current Report on Form 8-K filed on January 26, 2006.

10(f) Employment Agreement of Robert V. Tarantino dated as of February 1, 2005.* Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2005 and filed on July 28, 2005.

10(g) Employment Agreement of Jeffrey H. Duncan dated as of February 1, 2005.* Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2005 and filed on July 28, 2005.

10(h) Employment Agreement of Mark E. Maddocks dated as of February 1, 2005.* Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2005 and filed July 28, 2005.

13(a) 2008 Annual Report to Shareholders

14(a) Code of Ethics. Incorporated by reference from Exhibits to a Current Report on Form 8-K filed on June 30, 2005.

23(a) Consent of J.H. Cohn LLP, Independent Registered Public Accounting Firm.

31(a) Rule 13a-14(a) Certification of John H. Freeman

31(b) Rule 13a-14(a) Certification of Mark Maddocks

32(a) Section 1350 Certification of John H. Freeman (Furnished not Filed)

32(b) Section 1350 Certification of Mark Maddocks (Furnished not Filed)

*Management Contract or Compensatory Plan or Arrangement

RESTATED CERTIFICATE OF INCORPORATION

OF

DATARAM CORPORATION

Dataram Corporation, by the undersigned duly authorized officer, acting to restate and integrate into one document, pursuant to NJSA 14A:9-5 but not substantively amend, the Certificate of Incorporation, hereby certifies that the foregoing constitutes Certificate of Incorporation of Dataram Corporation:

FIRST: The name of the corporation is:

DATARAM CORPORATION

SECOND: The location of the registered office in the State of New Jersey is: c/o The Corporation Trust Company, 820 Bear Tavern Road, W. Trenton, New Jersey 08628.

THIRD: The name of the registered agent, upon whom process against the corporation may be served is: The Corporation Trust Company.

FOURTH: The objects for which this corporation is formed are as follows:

To engage in the manufacture and development of computer components; and to do all things necessary and incidental thereto.

FIFTH: In order to accomplish the aforesaid objects, this corporation is given the following powers:

1. To purchase, lease take in exchange or otherwise acquire lands, leaseholds, or other interests therein, together with any buildings or structures that may be on the said lands or leaseholds or interests of any of them and to sell, lease, exchange or otherwise dispose of the whole or any portion of the whole or any portion of the lands, leaseholds, or interests and all of or any of the buildings or structures that are now or may hereinafter be erected thereon, and to take such security therefor as may be deemed necessary or appropriate; to construct, erect, prepare and maintain buildings and factories and to deal in building materials; to mortgage the whole or any part of lands, leaseholds, or interests therein owned by the corporation; to take or hold mortgages for any unpaid balance of the purchase money on any lands, buildings or structures sold, and to sell, exchange or otherwise dispose of said mortgages; to improve, alter and manage said lands, leaseholds, buildings and factories, and to guarantee and otherwise assist in the performance of contracts or mortgages of persons, firms or corporations with whom the corporation may have dealings, and to assume and take over such mortgages or contracts on default;

2. To act as agents, employees or independent contractors in all kinds of transactions within the objects of the corporation and to assist, for remuneration or otherwise, any of the customers or members of the corporation in any part of their business or undertakings;

3. To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of the capital stock, scrip, or any voting trust certificates in respect of the shares of capital stock of, or any bonds, debentures, notes, mortgages, securities or evidence of indebtedness or created by any other corporation, joint stock company or association, public or private, or of the Government of the United States of America, or any subdivision or authority thereof, or of any state, territory, municipality, or other political subdivision or of any governmental agency; and to issue in exchange therefore, in the manner permitted by law, shares of the capital stock, bonds, debentures, notes or other obligations of the corporation; and while the holder or owner of bonds, debentures, notes, mortgages, or other securities or evidence of indebtedness to process and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

4. To purchase, lease, or to otherwise acquire and to hold, exercise and enjoy all or any of the property, franchise, good will, rights,

powers and privileges held or enjoyed by any person or firm or any corporation or association and to undertake the liabilities of any such person, firm, corporation or association; and to sell, lease, mortgage, pledge or otherwise dispose of the same;

5. To take part in the management, supervision or control of the business or operation of any company or undertaking, and for that purpose to appoint and remunerate any directors, accountants, officers or other experts or agents;

6. To distribute in kind or in specie or otherwise as may be resolved, any assets of the corporation among its stockholders and particularly the shares, bonds, notes, debentures, evidences of indebtedness or other securities of any other corporation that may take over the whole or any part of the assets or liabilities of the corporation.

7. To apply for, obtain, register, purchase, lease or otherwise acquire, and to exploit, hold, use, own, operate and introduce, and to sell, assign or otherwise dispose of any trademark, trade name, copyright, patent, improvement or license, used in connection with or appertaining to any kind of business of the corporation; and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any such trademarks, trade names, copyrights, patents, licenses, processes and the like, or application therefor, on any such property or rights;

8. To purchase, hold, cancel, reissue, sell and transfer its own shares, bonds, debentures, notes or other evidences of indebtedness, insofar as the same may be permitted by law;

9. To advance money with or without security to and otherwise aid by endorsement, guaranty or otherwise, any corporation, association, partnership or trust, any of the shares, stock, bonds, debentures, notes, evidences of indebtedness or of interest in or securities or obligation of which shall have been acquired or contracted for by the corporation or in which or the business of which the corporation shall have directly or indirectly any interest (including, but not by way of limitation, the power to guarantee the performance of any undertaking or obligation for the payment of dividends on stock of shares), and to discharge and cancel without payment any indebtedness thus arising;

10. To borrow or raise monies for the business of the corporation and any and all of its purposes and upon such terms as the Board of Directors may determine and as may be permitted by law; and, in connection therewith, to mortgage, pledge, or assign any and all of the property, real and personal, and business of the corporation;

11. To enter into, make, perform and carry out contracts of every nature and description, made for any lawful purpose;

12. To have and to exercise all the powers now or hereafter conferred by the laws of the State of New Jersey upon corporations organized under the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto;

13. To conduct business in the State of New Jersey, other states, the District of Columbia, the territories and colonies of the United States and in foreign countries, and to have one or more offices out of the State of New Jersey, as well as within the said State, and to hold, purchase, mortgage and convey real and personal property out of the State of New Jersey as well as within said State.

SIXTH: The total number of shares of common stock that may be issued by the Company is 54,000,000 shares, each having a par value of $1.00.

All or any part of said shares of common stock may be issued by the Company from time to time, for such consideration as may be fixed by the Board of Directors as provided by law.

SEVENTH: The minimum amount of capital stock with which the corporation will commence business is One Thousand Dollars ($1,000.00).

EIGHTH: The name and post office address of the current directors are as follows:

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

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

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

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

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

NINTH: The period of existence of the corporation is unlimited and perpetual.

TENTH: The following provisions are made for the management of the business and for the conduct of the affairs of the corporation:

1. The Board of Directors shall have power from time to time to fix and determine and to vary the amount to be reserved as working capital of the corporation and to determine what, if any, dividends shall be declared and paid to stockholders out of its surplus or net profits and, before the payment of any dividends or making any distribution of profits of the corporation, such sum or sums as they may from time to time, in their absolute discretion, think proper whether as a reserve fund to meet contingencies or for the equalizing of dividends or for repairing or maintaining any property of the corporation or for such corporate purposes as the Board shall think conducive to the interests of the corporation, subject, however, to the provisions of this Certificate of Incorporation;

2. No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or so interested;

3. The Board of Directors shall also have power, subject to the reserved power of the stockholders to alter or repeal the same, to make and alter the By-Laws of the corporation. They shall also have power to fix the times for the declaration and payment of dividends; to authorize and cause to be executed and delivered mortgages on and instruments of pledge, or any other instruments creating liens on the real and personal property of the corporation; to make and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in their discretion the Board of Directors may use and apply any such surplus or net profits in purchasing or acquiring shares of its own capital stock to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient; and the share of such capital stock so purchased or acquired may be resold unless such shares shall have been retired as provided by law; and to determine the convertibility of the preferred stock for shares of common stock in such manner and for such amounts as the Board of Directors shall determine;

4. Except as otherwise provided by law, and subject to direction by resolution of a majority of the stockholders having voting powers, the Board of Directors shall have power from time to time to determine whether or not and to what extent and at what times and places and under what conditions

and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or documents of the corporation except as conferred by statute or authorized by the Directors or by a resolution adopted by a majority of the stockholders having voting powers;

5. The Board of Directors shall have the power to appoint an Executive Committee from among its members, which Committee, to the extent and in the manner provided in the By-Laws of the corporation shall have any may exercise all the powers of the Board of Directors, so far as may be permitted by law, in the management of the business and affairs of the corporation whenever the Board of Directors is not in session at the time of action;

6. The Board of Directors, in addition to the powers and authority expressly conferred upon them hereinabove and by statute and by the By-Laws, are hereby empowered to exercise all such powers as may be exercised by the corporation, subject, nevertheless, to the provision of the Statutes of the State of New Jersey, of this Certificate of Incorporation and to any regulations that may from time to time be made by the stockholders having voting powers, provided that no regulations so made shall invalidate any provision of this Certificate of Incorporation or any prior act of the Directors which would have continued valid if such regulation had not been made. Election of the Board of Directors need not be by ballot but shall be conducted as prescribed by the By-Laws.

ELEVENTH: Directors and Officers shall be indemnified as required by law and the Corporation shall be permitted to indemnify Directors and Officers as may be provided by law, in the By-Laws of the Corporation or otherwise.

TWELFTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

THIRTEENTH: The Certificate of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote thereon at a meeting of stockholders duly called for the purpose.

FOURTEENTH: Neither a Director nor an Officer shall be liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation, except that this provision shall not relieve a Director or an Officer from liability for any breach of the duty for acts or omissions (a) in breach of such person's duty of loyalty to the Corporation or its shareholders; (b) not in good faith or involving a knowing violation of law; or (c) resulting in the receipt by such person of an improper personal benefit.

IN WITNESS WHEREOF, DATARAM CORPORATION has caused its duly authorized officer to execute this Certificate on his ___ day of July, 2000.

DATARAM CORPORATION

By: ______________________________
Robert V. Tarantino, President

BY-LAWS

OF

DATARAM CORPORATION

ARTICLE I

STOCKHOLDERS

Section 1. Annual Meeting. The annual meeting of the stockholders of the Corporation shall be held either within or without the State of New Jersey, at such time and place as the Board of Directors may designate in the call or in a waiver of notice thereof, or in the absence of Board action designating the time for such meeting, on the second Tuesday in October or each year beginning with the year 1976 (or if such day be a legal holiday, then on the next succeeding day not a holiday) at 1:30 o'clock in the afternoon, for the purpose of electing directors and for the transaction of such other business as may properly be brought before the meeting.

Section 2. Delayed Annual Meeting. If for any reason the annual meeting of the stockholders shall not be held on the day designated pursuant to Section 1 of this Article, or on any subsequent day to which it shall have been duly adjourned, such meeting may be called and held as a special meeting, and the same proceedings may be had and the same business may be transacted at such meeting as at any annual meeting.

Section 3. Special Meetings. Special meetings of the stockholders may be called by the Board of Directors or by the President, at such times and at such place either within or without the State of New Jersey as may be stated in the call or in a waiver of notice thereof.

Section 4. Notice of Meetings. Notice of the time, place and purpose of every meeting of stockholders shall be delivered personally or mailed not less than ten days nor more than sixty days previous thereto to each stockholder of record entitled to vote, at his post office address appearing upon the records of the Corporation or at such other address as shall be furnished in writing by him to the Corporation for such purpose. Such further notice shall be given as may be required by law or by these By-Laws. Any meeting may be held without notice if all stockholders entitled to vote either are present in person or by proxy, or waive notice in writing, either before or after the meeting.

Section 5. Quorum. The holders of record of a least a majority of the shares of the stock of the Corporation issued and outstanding and entitled to vote, present in person or by proxy, shall, except as otherwise provided by law or by these By-Laws, constitute a quorum at all meetings of the stockholders; if there be no such quorum, the holders of a majority of such shares so present or represented may adjourn the meeting from time to time until a quorum shall have been obtained.

Section 6. Organization of Meetings. Meetings of the stockholders shall be presided over by the Chairman of the Board, if there be one, or if he is not present by the President, or if he is not present, by a chairman to be chosen at the meeting. The Secretary of the Corporation, or in his absence an Assistant Secretary, shall act as Secretary of the meeting, if present.

Section 7. Voting. At each meeting of stockholders, except as otherwise provided by statute or the Certificate of Incorporation, every holder of record of stock entitled to vote shall be entitled to one vote in person or by proxy for each share of such stock standing in his name or by proxy for each share of such stock standing in his name on the records of the Corporation. Elections of directors shall be determined by a plurality of the votes cast thereat and, except as otherwise provided by statute, the Certificate of Incorporation, or these By-Laws, all other action shall be determined by a majority of the votes cast at such meeting. Each proxy to vote shall be either in writing and signed, or given by telegram, radio, radiogram, cable or equivalent communication made by the stockholder or by his duly authorized agent.

At all elections of directors, the voting shall be in such other manner as may be determined by the Board of Directors, unless a shareholder present in person or by proxy entitled to vote at such election demands election by ballot. With respect to any other matter presented to the stockholders for their consideration at a meeting, any stockholder entitled to vote may, on any question, demand a vote by ballot.

A complete list of the stockholders entitled to vote at each such meeting, arranged in alphabetical order (within each class, series or group of shareholders maintained by the Corporation for convenience of reference) with the address of each, and the number of shares registered in the name of each stockholder, shall be prepared by the Secretary and shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 8. Inspectors of Election. The Board of Directors in advance of any meeting of stockholders may appoint one or more Inspectors of Election to act at the meeting or any adjournment thereof. If Inspectors of Election are not so appointed, the chairman of the meeting may, and on the request of any stockholder entitled to vote, shall appoint one or more Inspectors of Election. Each Inspector of Election, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of Inspector of Election at such meeting with strict impartiality and according to the best of his ability. If appointed, Inspectors of Election shall take charge of the polls and, when the vote is completed, shall make a certificate of the result of the vote taken and of such other facts as may be required by law.

Section 9. Action by Consent. Any action required or permitted to be taken at any meeting of stockholders may be taken without a meeting, if, prior to such action, a written consent or consents thereto, setting forth such action, is or are signed by the holders of record of all of the shares of stock of the Corporation or, in the alternative, by the holders of record of so many of the shares of the stock of the Corporation as are required by law for the taking of such action by written consent, if, either the Corporation solicits for such consents or proxies for consents from the holders of all of the shares of stock of the Corporation, issued, outstanding and entitled to vote, or promptly notifies all non-consenting holders of stock of the Corporation as required by law. Any such solicitation or notice to non-consenting stockholders hereunder shall specify at least the action to which the consent relates, its proposed effective date, any conditions precedent to such action, the date of tabulation of consents, and the rights of all stockholders who are entitled to dissent from such action, if any, together with the requisite procedure for assertion and enforcement of those rights. In the case of a merger, consolidation, or sale, lease, exchange or other disposition of substantially all of the assets of the Corporation, any required or permitted stockholder action may be taken by a prior written consent or consents to such action, setting forth the action to be taken, signed either by the holders of all the shares of every class of issued and outstanding stock of the Corporation, or by the holders of all of the shares of stock of the Corporation, issued, outstanding and entitled to vote, with the same notice to all other holders of stock of the Corporation as is required hereunder to be sent to non-consenting stockholders.

ARTICLE II

DIRECTORS

Section 1. Number, Quorum, Term, Vacancies, Removal. The Board of Directors of the Corporation shall consist of at least three but not more than fifteen persons. The number of directors may be determined by a resolution passed by a majority of the whole Board or by a vote of the holders of record of at least a majority of the shares of stock of the Corporation, issued and outstanding and entitled to vote.

A majority of the members of the Board of Directors then holding office (but not less than one-third of the total number of directors nor less than two directors) shall constitute a quorum for the transaction of business, but if at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.

Directors shall hold office until the next annual election and until their successors shall have been elected and shall have qualified, unless sooner displaced.

Whenever any vacancy shall have occurred in the Board of Directors, by reason of death, resignation, increase in the number of directors, or otherwise, other than removal of a director with or without cause by a vote of the stockholders, or is scheduled to occur pursuant to a resignation tendered to the Board effective at a future date, it shall be filled by a majority of the directors then holding office though less than a quorum (except as otherwise provided by law), or in the case of a subsequently effective resignation, by such a majority of the directors including the resignee, or by the stockholders, and the person so chosen shall hold office until the next annual election and until his successor is duly elected and has qualified.

Any one or more of the directors of the Corporation may be removed either with or without cause at any time by a vote of the holders of record of at least a majority of the shares of stock of the Corporation, issued and outstanding and entitled to vote, or removed with cause at any time by a majority of the whole Board, and thereupon the term of the director or directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided in these By-Laws. A majority of the whole Board may suspend any one or more of the directors of the corporation pending a final determination that cause for removal exists.

Section 2. Meetings, Notice. Meetings of the Board of Directors shall be held at such place either within or without the State of New Jersey, as may from time to time be fixed by resolution of the Board, or as may be specified in the call or in a waiver of notice thereof. Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board, and special meetings may be held at any time upon the call of two directors, the Chairman of the Board, if one be elected, or the President, by oral, telegraphic or written notice, duly served on or sent or mailed to each director not less than two days before such meeting. A meeting of the Board may be held without notice immediately after the annual meeting of stockholders at the same place at which such meeting was held. Notice need not be given of regular meetings of the Board or of any special meeting when its time and place are determined in advance by a quorum of the Board. Any meeting may be held without notice, if all directors are present, or if notice is waived in writing, either before or after the meeting, by those not present. Any meeting of the Board may be held by means of conference telephone or any other means of communication by which all persons participating in the meeting are able to hear each other.

Section 3. Committees. The Board of Directors may, in its discretion, by resolution passed by a majority of the whole Board, designate from among its members one or more committees which shall consist of two or more directors. The Board may designate one or more directors as alternate members of any such committee, who may replace any absent or disqualified member at any meeting of the committee. Such committees shall have and may exercise such powers as shall be conferred or authorized by the resolution appointing them. A majority of any such committee may determine its action and fix the time and place of its meetings, including meetings by telephone conference call or similar means of communication, unless the Board of Directors shall otherwise provide. The Board shall have power at any time to change the membership of any such committee, to fill vacancies in it, or to dissolve it.

Section 4. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent or consents thereto is signed by all members of the Board, or of such committee as the case may be, and such written consent or consents is filed with the minutes of proceedings of the Board or committee.

Section 5. Compensation. The Board of Directors may determine, from time to time, the amount of compensation which shall be paid to its members. The Board of Directors shall also have power, in its discretion, to allow a fixed sum and expenses for attendance at each regular or special meeting of the Board, or of any committee of the Board; in addition the Board of Directors shall also have power, in its discretion, to provide for any pay to directors rendering services to the Corporation not ordinarily rendered by directors, as such, special compensation appropriate to the value of such services, as determined by the Board from time to time.

ARTICLE III

OFFICERS

Section 1. Titles and Election. The officers of the Corporation, who shall be chosen by the Board of Directors at its first meeting after each annual meeting of stockholders, shall be a President, a Treasurer and a Secretary. The Board of Directors from time to time may elect a Chairman of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and such other officers and agents as it shall deem necessary, and may define their powers and duties. Any number of offices may be held by the same person.

Section 2. Terms of Office. The officers shall hold office until their successors are chosen and qualify.

Section 3. Removal. Any officer may be removed, either with or without cause, at any time, by the affirmative vote of a majority of the Board of Directors.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. If the office of any officer or agent becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the directors may choose a successor, who shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 6. Chairman of the Board. The Chairman of the Board of Directors, if one be elected, shall preside at all meetings of the Board of Directors and of the stockholders, and he shall have and perform such other duties as from time to time may be assigned to him by the Board of Directors.

Section 7. President. The President shall be the chief executive officer of the Corporation and, in the absence of the Chairman, shall preside at all meetings of the Board of Directors, and of the stockholders. He shall exercise the powers and perform the duties usual to the chief executive officer and, subject to the control of the Board of Directors, shall have general management and control of the affairs and business of the Corporation; he shall appoint and discharge employees and agents of the Corporation (other than officers elected by the Board of Directors) and fix their compensation; and he shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall have the power to execute bonds, mortgages and other contracts, agreements and instruments of the Corporation, and shall do and perform such other duties as from time to time may be assigned to him by the Board of Directors.

Section 8. Vice Presidents. If chosen, the Vice Presidents, in the order of their seniority, shall, in the absence or disability of the President, exercise all of the powers and duties of the President. Such Vice Presidents shall have the power to execute bonds, notes, mortgages and other contracts, agreements and instruments of the Corporation, and shall do and perform such other duties incident to the office of Vice President and as the Board of Directors, or the President shall direct.

Section 9. Secretary. The Secretary shall attend all sessions of the Board and all meetings of the stockholders and record all votes and the minutes of proceedings in a book to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the stockholders and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall affix the corporate seal to any instrument requiring it, and when so affixed, it shall be attested by the signature of the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer who may affix the seal to any such instrument in the event of the absence or disability of the Secretary. The Secretary shall have and be the custodian of the stock records and all other books, records and papers of the Corporation (other than financial) and shall see that all books, reports, statements, certificates and other documents and records required by law are property kept and filed.

Section 10. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys, and other valuable effects in the name and to the credit of the Corporation, in such depositories as may be designed by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the directors whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

Section 11. Duties of Officers may be Delegated. In case of the absence or disability of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any director.

ARTICLE IV

INDEMNIFICATION

Section 1. Actions by Others. The Corporation (1) shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer or trustee of the Corporation or of any constituent corporation absorbed by the Corporation in a consolidation or merger and (2) except as otherwise required by Section 3 of this Article, may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he (a) is or was an employee or agent or the legal representative of a director, officer, trustee, employee or agent of the Corporation or of any absorbed constituent corporation, or (b) is or was serving at the request of the Corporation or of any absorbed constituent corporation as a director, officer, employee, agent of or participant in another corporation, partnership, joint venture, trust or other enterprise, or the legal representative of such a person against expenses, costs, disbursements (including attorneys' fees), judgments, fines and amounts actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the applicable standard of conduct.

Section 2. Actions by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, ending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, trustee, employee or agent of the Corporation or of any constituent corporation absorbed by the Corporation by consolidation or merger, or the legal representative of any such person, or is or was serving at the request of the Corporation or of any absorbed constituent corporation, as a director, officer, trustee, employee, agent of or participant, or the legal representative of any such person in another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the New Jersey Superior Court or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the New Jersey Superior Court or such other court-shall deem proper.

Section 3. Successful Defense. To the extent that a person who is or was a director, officer, trustee, employee or agent of the Corporation or of any constituent corporation absorbed by the Corporation by consolidation or merger, or the legal representative of any such person, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Specific Authorization. Any indemnification under Section 1 or Section 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, trustee, employee, agent, or the legal representative thereof, is proper in the circumstances because he has met the applicable standard of conduct set forth in said Sections 1 and 2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

Section 5. Advance of Expenses. Expenses incurred by any person who may have a right of indemnification under this Article in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final distribution of such action, suit or proceeding as authorized in the specific case, in the same manner as a determination that indemnification is proper under Section 4 of this Article upon receipt of an undertaking by or on behalf of the director, officer, trustee, employee, or the legal representative thereof, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation pursuant to this Article.

Section 6. Right of Indemnity not Exclusive. The indemnification provided by this Article shall not exclude any other rights to which those seeking indemnification may be entitled under the certificate of incorporation of the Corporation or any By-Law agreement, vote of stockholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, trustee, employee, agent or the legal representative thereof, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, trustee, employee or agent of the Corporation-or of any constituent corporation absorbed by the Corporation by consolidation or merger or the legal representative of such person or is or was serving at the request of the Corporation or of any absorbed constituent corporation as a director, officer, trustee, employee or agent of or participant in another corporation, partnership, joint venture, trust or other enterprise, or the legal representative of any such person against any liability asserted against him and incurred by him in any such capacity, arising out of his status as such or by reason of his being or having been such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article, Section 14A:3-5 of the New Jersey Business Corporation Act, or otherwise.

Section 8. Invalidity of any Provision of this Article. The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

ARTICLE V

CAPITAL STOCK

Section 1. Certificates. Stockholder of the Corporation shall be evidenced by certificates for shares of stock in such form (including punch cards, magnetically coded or otherwise treated forms to facilitate machine or automatic processing) as the Board of Directors may from time to time prescribe. Each certificate of stock shall in any event state upon its face all matters required by law. Each certificate of stock issued at any time the Corporation is authorized to issue shares of more than one class of stock shall set out on it the designations, rights, preferences and limitations of each class and series then authorized and the power of the Board of Directors to divide any such shares and to change such designations, rights, preferences and limitations. The certificates of stock shall be signed by the Chairman of the Board, if any, or by the President or a Vice President and by the Secretary, or the Treasurer, or an Assistant Secretary, or an Assistant Treasurer, sealed with the seal of the Corporation or a facsimile thereof, and countersigned and registered in such manner, if any, as the Board of Directors may by resolution prescribe. Where any such certificate is countersigned by a transfer agent other than the Corporation or its employee, or registered by a registrar other than the Corporation or its employee, the signature of any such officer may be a facsimile signature. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any such certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be adopted by the Corporation and be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the Corporation.

Section 2. Transfer. The shares of stock of the Corporation shall be transferred only upon the books of the Corporation by the holder thereof in person or by his attorney, upon surrender for cancellation of certificates for the same number of shares, with an assignment and power of transfer endorsed thereon or attached thereto, duly executed, with such proof of the authenticity of the signature as the Corporation or its agents may reasonably require.

Section 3. Record Dates. The Board of Directors may fix in advance a date, not less than ten nor more than sixty days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the distribution or allotment of any rights, or the date when any change, conversion or exchange of capital stock shall go into effect, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, or entitled to receive payment of any such dividend, or to receive any distribution or allotment of such rights, or to exercise the rights in respect of any such change, conversion or exchange of capital stock, and in such case only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting, or to receive payment of such dividend, or to receive such distribution or allotment or rights or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after any such record date fixed as aforesaid.

Section 4. Lost Certificate. In the event that any certificate of stock is lost, stolen, destroyed or mutilated, the Board of Directors may authorize the issuance of a new certificate of the same tenor and for the same number of shares in lieu thereof. The Board may in its discretion, before the issuance of such new certificate, require the owner of the lost, stolen, destroyed or mutilated certificate, or the legal representative of the owner, to make an affidavit or affirmation setting forth such facts as to the loss, destruction or mutilation as it deems necessary, and to give the Corporation a bond in such reasonable sum as it directs to indemnify the Corporation.

ARTICLE VI

CONTRACTS AND FINANCIAL TRANSACTIONS

Section 1. Contracts. When the execution of any contract, conveyance, or other instrument, has been authorized by the Board of Directors, or in the case of such contract, conveyance or other instrument, between the Corporation and any director or any corporation, firm, association or entity in which a director of the Corporation has a direct or indirect interest, has been authorized as set out in the New Jersey Business Corporation Act, without specification as to the executing officer, the President, or a Vice President may execute the same in the name and on behalf of the Corporation, and the Secretary, an Assistant Secretary or the Secretary-Treasurer may attest to that execution and affix the corporate seal thereto.

Section 2. Checks, Notes, Etc. All checks and drafts on the Corporation's bank accounts and all bills of exchange and promissory notes, and all acceptances, obligations and other instruments for the payment of money, may be signed by the President or any Vice President and may also be signed by such other officer or officers, agent or agents, as shall be thereunto authorized from time to time by the Board of Directors.

Section 3. Loans to Officers and Employees. The Board of Directors may authorize the loaning of money, guaranteeing of obligations or other assistance to any officer or employee of the Corporation or of any subsidiary whenever in judgment of the Board such loan, guarantee or assistance may reasonably be expected to benefit the Corporation. Any such loan, guarantee or assistance may be made with or without interest, and may be unsecured, or secured in such manner as the Board shall approve.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 1. Offices. The registered office of the Corporation shall be located at c/o Norris, McLaughlin, Trucker -Si Marcus, Esqs., 2 Park Avenue, Somerville, New Jersey 08876. The Corporation may have other offices either within or without the State of New Jersey at such places as shall be determined from time to time by the Board of Directors or the business of the Corporation may require.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 3. Corporate Seal. The seal of the Corporation shall be circular in form and contain the name of the Corporation, and the year and state of its incorporation. Such seal may be altered from time to time at the discretion of the Board of Directors.

Section 4. Books. There shall be kept at such office of the Corporation as the Board of Directors shall determine, within or without the State of New Jersey, correct books and records of account of all its business and transactions, minutes of the proceedings of its stockholders, Board of Directors and committees, and the stock book, containing the names and addresses of the stockholders, the number of shares held by them, respectively, and the dates when they respectively became the owners of record thereof, and in which the transfer of stock shall be registered, and such other books and records as the Board of Directors may from time to time determine.

Section 5. Voting of Stock. Unless otherwise specifically authorized by the Board of Directors, all rights and powers, including any right to vote, incident to any stock owned by the Corporation, other than stock of the Corporation, shall be exercised in person or by proxy, by the President or any Vice President of the Corporation on behalf, of the Corporation in no more restricted manner or limited extent than would apply to any owner thereof.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments. The vote of the holders of at least a majority of the shares of stock of the Corporation, issued and outstanding and entitled to vote, shall be necessary at any meeting of stockholders to amend or repeal these By-Laws or to adopt new by-laws. These By-Laws may also be amended or repealed, or new by-laws adopted, at any meeting of the Board of Directors by the vote of at least a majority of the entire Board; provided that any by-law adopted by the Board may be amended or repealed by the stockholders in the manner set forth above.

Any proposal to amend or repeal these By-Laws or to adopt new by-laws shall be stated in the notice of the meeting of the Board of Directors or the stockholders, or in the waiver of notice thereof, as the case may be, unless all of the directors or the holders of record of all of the shares of stock of the Corporation, issued and outstanding and entitled to vote, are present at such meeting.

[DATARAM LOGO]

DATARAM CORPORATION

2008 ANNUAL REPORT

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[PICTURE OF JOHN FREEMAN]

To Our Shareholders:

On May 7, 2008 I joined Dataram's executive management team as President and Chief Executive Officer, succeeding Robert V. Tarantino, who has retired.

I am pleased to report in fiscal 2008 we returned to operational profitability, although our revenue objectives were not met. Revenues for fiscal 2008 totaled $30.9 million versus $38.4 million for the prior fiscal year. Throughout this fiscal year, our revenues 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. The purchase cost of the primary DRAMs we use have declined over 60 percent in the past twelve months. This resulted in larger than anticipated reductions 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 will continue.

Despite the significant pricing challenge, we returned to operational profitability and our financial condition remains strong. For fiscal 2008, we achieved:

Operating earnings of $1.8 million versus an operating loss of $1.9 million in the prior fiscal year.

Net earnings of $1.6 million versus $0.8 million in fiscal 2007.

Cash flow generated from operating activities of $3.7 million

A current ratio of 10.0, with cash and equivalents increasing to $17.6 million from $14.1 million at the end of fiscal 2007.

The Company's Board of Directors and I have set priorities to achieve meaningful revenue growth, while remaining profitable. We believe that in a reasonable pricing environment, we will grow our memory solutions business. We also believe that in order to achieve our growth objectives, it is necessary that the Company introduce new and complementary products into our offerings portfolio. This will require internal investments in research, development, manufacturing, sales and support. Our plan for fiscal 2009 calls for a large portion of the profits derived from our traditional memory solutions business to be utilized to finance these investments. We are also pursuing the acquisition and licensing 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 with high-speed storage products and software. We expect to make further investments in this area. We have a lot of work ahead, which I will report on next year.

On behalf of the Company's Board of Directors and management team, I would like to thank our shareholders for their continued support and our employees for their hard work and dedication.

In closing, I would also like to thank Robert Tarantino for his 38 years of service and leadership. Bob joined the Company in 1970 and served in many positions. He was appointed President and Chief Executive Officer in 1986 and in 1998, he was elected Chairman of the Board. We wish him well in retirement.

July 10, 2008

John H. Freeman
President and Chief Executive Officer

Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Dataram is a developer, manufacturer and marketer of large capacity memory products primarily used in high performance network servers and workstations. The Company provides customized memory solutions for original equipment manufacturers (OEMs) and compatible memory for leading brands including Dell, HP, IBM, and Sun Microsystems. The Company also manufactures a line of memory products for Intel and AMD motherboard based servers.

The Company's memory products are sold worldwide to OEMs, distributors, value-added resellers and end-users. The Company has a manufacturing facility in the United States with sales offices in the United States, Europe and Japan.

The Company is an independent memory manufacturer specializing in high capacity memory and competes with several other large independent memory manufacturers as well as the OEMs mentioned above. The primary raw material used in producing memory boards is dynamic random access memory (DRAM) chips. The purchase cost of DRAMs is the largest single component of the total cost of a finished memory board. Consequently, average selling prices for computer memory boards are significantly dependent on the pricing and availability of DRAMs.

Results of Operations

The following table sets forth consolidated operating data expressed as a percentage of revenues for the periods indicated.

Years Ended April 30,	2008	2007	2006
Revenues	100.0%	100.0%	100.0%
Cost of sales	61.6	76.6	70.5
Gross profit	38.4	23.4	29.5
Engineering and development	4.1	3.2	2.7
Selling, general and administrative	28.6	25.0	22.0
Earnings (loss) from operations	5.7	(4.8)	4.8
Other income, net	2.8	8.0	5.8
Earnings before income tax expense	8.5	3.2	10.6
Income tax expense	3.3	1.2	4.0
Net earnings	5.2	2.0	6.6

Fiscal 2008 Compared With Fiscal 2007

Revenues for fiscal 2008 were $30.9 million compared to $38.4 million in fiscal 2007. The decline in revenues is primarily the result of decreased selling prices. The Company's selling prices are significantly dependent on the pricing and availability of DRAM chips. The Company's products utilize DRAMs of varying capacities, organizations and package types. The change in the purchase cost of specific DRAMs over time are not necessarily uniform or even move in the same direction. 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. Consequently, the Company's selling prices for similar products when compared on a year over year basis were lower than expected.

Revenues for the fiscal years ended April 30, 2008 and 2007 by geographic region were:

	Year ended April 30, 2008	Year ended April 30, 2007
United States	$ 22,270,000	$ 27,583,000
Europe	5,875,000	6,484,000
Other(principally Asia Pacific Region)	2,748,000	4,337,000
Consolidated	$ 30,893,000	$ 38,404,000

Cost of sales was $19.0 million in fiscal 2008 or 61.6 percent of revenues compared to $29.4 million or 76.6 percent of revenues in fiscal 2007. There were several primary factors which contributed to the percentage decline. The Company's general pricing strategy has been to reduce its selling prices by approximately the same amount as the cost savings realized from lower DRAM prices. This has had the effect of increasing the realized gross margin percentage. Also, during fiscal 2008, there was a shift in sales to larger capacity memory modules, which typically command higher margins. As the price of the Company's higher capacity products came down as a result of lower DRAM costs, they became a more affordable option for customers with memory intensive applications. Finally, year over year cost of sales expense also included savings of approximately $626,000 as a result of a reduction in workforce and other manufacturing costs initiated in the fourth quarter of the prior fiscal year.

Engineering and development costs amounted to $1.3 million in fiscal 2008 and $1.2 million in fiscal 2007. The Company maintains its commitment to the timely introduction of new memory products.

Selling, general and administrative costs were $8.8 million in fiscal 2008 versus $9.6 million in fiscal 2007. The decline in expense was primarily the result of workforce and other cost reductions initiated at the end of the prior fiscal year. Also, included in the fiscal year 2008 expense is $297,000 of stock-based compensation expense, compared to $440,000 in fiscal 2007.

On May 7, 2008, Mr. John H. Freeman succeeded Mr. Robert V. Tarantino as President and Chief Executive Officer of the Company. The Company has entered into an agreement with Mr. Tarantino that provides for payments totaling the equivalent of two years' salary as well as continuation of certain other benefits. Accordingly, the Company will recognize a charge, as a component of its selling, general and administrative expense, of approximately $660,000 in its fiscal first quarter ended July 31, 2008.

Other income, net for fiscal year 2008 totaled $868,000 versus $3.1 million in fiscal 2007. Other income in fiscal 2008 includes $748,000 of net interest income. Additionally, other income includes $120,000 of foreign currency transaction gains, primarily as a result of the EURO strengthening relative to the US dollar. Other income in fiscal 2007 included $2.3 million received from a DRAM manufacturer related to a settlement agreement. In fiscal 2007, the Company also received $712,000 of net interest income and realized approximately $97,000 of foreign currency transaction gains.

Income tax expense for fiscal 2008 was $1.0 million versus $450,000 in fiscal 2007. The Company's effective tax rate for financial reporting purposes in fiscal 2008 was approximately 39%. However, the Company has Federal net operating loss (NOL) carryforwards and therefore will continue to make cash payments for income taxes at an approximate rate of 10% of pretax earnings until it utilizes all of its NOL carryforwards. As of April 30, 2008, the Company has a NOL carryforward of approximately $1.5 million that can be used to offset future taxable income. In April 2008, after review of its operating results and operating plans, management concluded that it remains more likely than not that the Company will utilize all of its NOL carryforwards.

Fiscal 2007 Compared With Fiscal 2006

Revenues for fiscal 2007 were $38.4 million compared to $41.8 million in fiscal 2006. The decline in revenues came primarily from reduced sales to one OEM customer. Revenues derived from sales to this customer were $3.0 million in fiscal 2006, substantially all of which was in the first quarter of the fiscal year. Revenues were also adversely impacted by a decline in average selling prices.

During the fourth quarter of fiscal 2007, the Company initiated a reduction of its cost structure. As part of the cost reduction initiative, the Company reduced its workforce by approximately 14 percent, which resulted in a pretax severance charge of $320,000. Of this amount, $55,000 was charged to cost of sales and $265,000 was charged to selling, general and administrative expense.

Cost of sales was $29.4 million in fiscal 2007 or 76.6 percent of revenues compared to $29.5 million or 70.5 percent of revenues in fiscal 2006. Fiscal 2006 cost of sales as a percentage of revenues was considered by management to be lower than normal and primarily resulted from higher than expected sales of certain large capacity memory products, which typically command higher margins. Fiscal 2007 cost of sales included royalty expense of approximately $119,000, or 0.3% of revenues compared to $173,000, or 0.4% of revenues in fiscal 2006.

Engineering and development costs amounted to $1.2 million in fiscal 2007 and $1.1 million in fiscal 2006.

Selling, general and administrative costs were $9.6 million in fiscal 2007 versus $9.2 million in fiscal 2006. The increase in expense was primarily the result of stock-based compensation expense of $440,000 recorded in fiscal 2007 versus nil in fiscal 2006. Additionally, there was a $265,000 provision for severance.

Other income, net for fiscal year 2007 totaled $3.1 million versus $2.4 million in fiscal 2006. Other income in fiscal 2007 included $2.3 million received from a DRAM manufacturer related to a settlement agreement. In fiscal 2007, the Company also recorded $712,000 of net interest income and realized approximately $97,000 of foreign currency transaction gains. Fiscal 2006 other income included approximately $1.9 million of gain from the sale of the Company's undeveloped land, $455,000 of net interest income and $65,000 of foreign currency transaction losses.

Income tax expense for fiscal 2007 was $450,000 versus $1.7 million in fiscal 2006.

Liquidity and Capital Resources

The Company's cash and working capital position remains strong. Working capital at the end of fiscal 2008 amounted to $22.4 million, including cash and cash equivalents of $17.6 million, compared to working capital of $21.3 million, including cash and cash equivalents of $14.1 million at the end of fiscal 2007. Current assets at the end of fiscal 2008 were 10.0 times current liabilities compared to 9.3 at the end of fiscal 2007.

Trade receivables at the end of fiscal 2008 were $4.0 million compared to fiscal 2007 year-end trade receivables of $4.7 million.

The Company generated $3.7 million of cash flows from operating activities primarily as a result of net earnings of $1.6 million, increased by deferred tax expense of $691,000, depreciation and amortization expense of $312,000 and reduced by excess tax benefits from sale of common shares under the Company's stock option plan of $81,000. Accounts receivable decreased by $688,000 primarily as the result of reduced revenues. Other net changes in assets and liabilities increased cash flows from operating activities by $220,000.

Cash provided by investing activities totaled $1.3 million and consisted primarily of the collection of the Company's note receivable totaling $1.5 million, offset by additions of property and equipment of approximately $236,000.

Cash used in financing activities totaled $1.5 million and consisted primarily of dividends paid totaling approximately $2.1 million, offset by proceeds from stock option exercises of $577,000.

Capital expenditures were $236,000 in fiscal 2008 compared to $320,000 in fiscal 2007. Fiscal 2009 capital expenditures are expected to total approximately $650,000. At the end of fiscal 2008, contractual commitments for capital purchases were zero.

On December 4, 2002, the Company announced an open market repurchase plan providing for the repurchase of up to 500,000 shares of the Company's common stock. As of April 30, 2008, the total number of shares authorized for purchase under the program is 172,196 shares. In fiscal 2008 and 2007, the Company did not repurchase any shares of its common stock. In fiscal 2006, the Company repurchased 51,450 shares of its common stock at a total price of approximately $230,000.

On June 21, 2004, the Company entered into a credit facility with a bank, which provides for up to a $5 million revolving credit line. Advances under the facility were limited to 75% of eligible receivables, as defined in the agreement. The agreement provides for LIBOR rate loans and base rate loans at an interest rate no higher than the bank's base commercial lending rate. The Company is required to pay a fee equal to one-eighth of one percent per annum on the unused commitment. The agreement contains certain restrictive covenants, specifically a trailing twelve month profitability requirement, a current asset to current liabilities ratio, a total liabilities to tangible net worth ratio and certain other covenants, as defined in the agreement. The agreement was amended on April 4, 2005. The effect of the amendment was to increase the limit of the Company's combined open market stock repurchases and dividend payments to $2.5 million per year from $1.0 million per year without prior waiver. The agreement was scheduled to expire on June 21, 2006. On June 20, 2006, the agreement was amended. The effect of the amendment was to extend the expiration date of the agreement to August 15, 2008 and remove the eligible accounts receivable limitation on advances under the facility. The amendment also modified the total liabilities to tangible net worth ratio covenant. The Company is in compliance with all covenants of the agreement and there were no borrowings against the credit line in fiscal 2008.

Management believes that the Company's cash flows generated from operations will be sufficient to meet short-term liquidity needs as the Company does not expect any unforeseen demands beyond general operating requirements for cash. Management further believes that its working capital together with internally generated funds from its operations and its bank line of credit are adequate to finance the Company's long-term operating needs and future capital requirements.

On December 29, 2005, the Company closed on an agreement entered into in fiscal 2003 to sell its undeveloped land. The sale price was $3,075,000 of which half, or $1,537,500, was paid in the form of a note, that accrued interest, payable monthly at 5% per annum for a period of one year and 7.5% per annum thereafter. The note was secured by a mortgage. Of the remainder, $250,000 had been previously paid as deposits and $1,253,000, which was net of closing costs, was received in cash at closing. The note receivable is treated as a non-cash transaction in the 2006 Consolidated Statements of Cash Flows. During fiscal 2008, the note was paid in full and the mortgage released.

Contractual Obligations

Future minimum lease payments under non-cancelable operating leases (with initial or remaining lease terms in excess of one year) as of April 30, 2008 are as follows:

	Operating leases
Year ending April 30:	

2009	$ 411,000
2010	418,000
2011	371,000
2012	34,000
Thereafter	0
	$ 1,234,000

Purchases

At April 30, 2008, the Company had open purchase orders outstanding totaling $1.6 million primarily for inventory items to be delivered in the first quarter of fiscal 2009. These purchase orders are cancelable.

Recently Adopted Accounting Pronouncements

In July 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109" (FIN 48), which clarifies the accounting for uncertainty in tax positions. This Interpretation requires that the Company recognize in its financial statements, the impact of a tax position, if that position is more likely than not to be sustained on audit, based on the technical merits of the position. The provisions of FIN 48 were effective for the Company beginning May 1, 2007. The adoption of FIN 48 had no material effect on the Company's consolidated financial statements.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" (SFAS No. 157). The purpose of SFAS No. 157 is to define fair value, establish a framework for measuring fair value, and enhance disclosures about fair value measurements. As permitted under the standard, the Company adopted the provisions of SFAS No. 157 in its current fiscal year beginning May 1, 2007. The adoption of SFAS No. 157 had no material effect on the Company's consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" (SFAS No. 159). SFAS No. 159 gives the Company the irrevocable option to carry many financial assets and liabilities at fair values, with changes in fair value recognized in earnings. SFAS No. 159 is effective for the Company beginning May 1, 2008, although early adoption is permitted. The Company has determined that electing adoption of SFAS No. 159 would have no material effect on the Company's consolidated financial statements. However, as of April 30, 2008, we have not determined what election we will make.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133" (SFAS No. 161), which requires additional disclosures about the objectives of the derivative instruments and hedging activities, the method of accounting for such instruments under SFAS No. 133 and its related interpretations, and a tabular disclosure of the effects of such instruments and related hedged items on our consolidated financial position, financial performance, and cash flows. SFAS No. 161 is effective for us beginning January 1, 2009. We are currently assessing the potential impact that adoption of SFAS No. 161 may have on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141R, "Business Combinations" (SFAS No. 141R), which replaces SFAS No. 141. The statement retains the purchase method of accounting for acquisitions, but requires a number of changes, including changes in the way assets and liabilities are recognized in the purchase accounting. It also changes the recognition of assets acquired and liabilities assumed arising from contingencies, requires the capitalization of in-process research and development at fair value, and requires the expensing of acquisition-related costs as incurred. SFAS No. 141R is effective for us beginning May 1, 2009 and will apply prospectively to business combinations completed on or after that date.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51" (SFAS No.

160), which changes the accounting and reporting for minority interests. Minority interests will be recharacterized as noncontrolling interests and will be reported as a component of equity separate from the parent's equity, and purchases or sales of equity interests that do not result in a change in control will be accounted for as equity transactions. In addition, net income attributable to the noncontrolling interest will be included in consolidated net income on the face of the income statement and, upon a loss of control, the interest sold, as well as any interest retained, will be recorded at fair value with any gain or loss recognized in earnings. SFAS No. 160 is effective for us beginning May 1, 2009 and will apply prospectively, except for the presentation and disclosure requirements, which will apply retrospectively. We are currently assessing the potential impact that adoption of SFAS No. 160 may have on our consolidated financial statements.

Critical Accounting Policies

During December 2001, the Securities and Exchange Commission (SEC) published a Commission Statement in the form of Financial Reporting Release No. 60 which encouraged that all registrants discuss their most "critical accounting policies" in management's discussion and analysis of financial condition and results of operations. The SEC has defined critical accounting policies as those that are both important to the portrayal of a company's financial condition and results, and that require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. While the Company's significant accounting policies are summarized in Note 1 to the consolidated financial statements included in this Annual Report, management believes the following accounting policies to be critical:

Revenue Recognition - Revenue is recognized when title passes upon shipment of goods to customers. The Company's revenue earning activities involve delivering or producing goods. The following criteria are met before revenue is recognized: persuasive evidence of an arrangement exists, shipment has occurred, selling price is fixed or determinable and collection is reasonably assured. The Company does experience a minimal level of sales returns and allowances for which the Company accrues a reserve at the time of sale in accordance with SFAS No. 48, "Revenue Recognition When Right of Return Exists". Estimated warranty costs are accrued by management upon product shipment based on an estimate of future warranty claims.

Stock Option Expense - In December 2004, SFAS No. 123 (revised 2004), "Share-Based Payment"(SFAS 123R) was issued. SFAS 123R revises SFAS 123 and supersedes APB No. 25, "Accounting for Stock Issued to Employees" (APB 25). SFAS 123, as originally issued in 1995, established as preferable a fair value-based method of accounting for share-based payment transactions with employees. The Company adopted the guidance in SFAS 123R effective May 1, 2006. The accompanying consolidated statement of earnings for the fiscal year ended April 30, 2008 includes approximately $297,000 of compensation expense in the selling, general and administrative expense line item related to the fair value of options granted to employees and directors under the Company's stock-based employee compensation plans which is being amortized over the service period in the financial statements, as required by SFAS 123R. These awards have been classified as equity instruments, and as such, a corresponding increase of $297,000 has been reflected in additional paid-in capital in the accompanying balance sheet as of April 30, 2008. The fair value of each stock option granted is estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: Expected life is based on the Company's historical experience of option exercises relative to option contractual lives; expected volatility is based on the historical volatility of the Company's share price; expected dividend yield assumes the current dividend rate remains unchanged; risk-free interest rate approximates United States government debt rates at the time of option grants.

Income Taxes - The Company utilizes the asset and liability method of accounting for income taxes in accordance with the provisions of SFAS No. 109, "Accounting for Income Taxes"(SFAS No. 109). Under the asset and liability method of SFAS No. 109, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company considers certain tax planning strategies in its assessment as to the recoverability of its tax assets. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. Under SFAS No. 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period that the tax rate changes.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, including deferred tax asset valuation allowances and certain other reserves and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the consolidated financial statements in the period they are determined to be necessary. Some of the more significant estimates made by management include the allowance for doubtful accounts and sales returns, the deferred tax asset valuation allowance and other operating allowances and accruals. Actual results could differ from those estimates.

Quantitative and Qualitative Disclosure About Market Risk

The Company does not invest in market risk sensitive instruments. The Company's investments during the past fiscal year have consisted of overnight deposits with banks and commercial paper, which matures within ninety days. The average principal sum invested was approximately $16.5 million and the weighted average effective interest rate for these investments was approximately 4.6%. The Company's rate of return on its investment portfolio changes with short-term interest rates, although such changes will not affect the value of its portfolio. The Company's objective in connection with its investment strategy is to maintain the security of its cash reserves without taking market risk with principal.

The Company purchases and sells primarily in U.S. dollars. The Company sells in foreign currency (primarily Euros) to a limited number of customers and as such incurs some foreign currency risk. At any given time, approximately 5 to 10 percent of the Company's accounts receivable are denominated in currencies other than U.S. dollars. At present, the Company does not purchase forward contracts as hedging instruments, but could do so as circumstances warrant.

Controls and Procedures

The Chief Executive Officer and Chief Financial Officer of the Company have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective.

Report of Management on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of our financial reporting for external purposes in accordance with accounting principles generally accepted in the United States of America. Internal control over financial reporting includes maintaining records that in reasonable detail accurately and fairly reflect our transactions; providing reasonable assurance that transactions are recorded as necessary for preparation of our financial statements; providing reasonable assurance that receipts and expenditures of company assets are made in accordance with management authorization; and providing reasonable assurance that unauthorized acquisition, use or disposition of company assets that could have a material effect on our financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected.

Management has conducted an evaluation of the effectiveness of our internal control over financial reporting. Based on this evaluation, management has concluded that the Company's internal control over financial reporting was effective as of April 30, 2008. There were no changes in our internal control over financial reporting during the quarter ended April 30, 2008, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. This Annual Report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management's report in the Annual Report.

Common Stock Information

The Common Stock of the Company is traded on the NASDAQ National Market with the symbol "DRAM". The following table sets forth, for the periods indicated, the high and low prices for the Common Stock.

	2008		2007	
	High	Low	High	Low
First Quarter	$ 4.60	$ 4.01	$ 5.94	$ 4.61
Second Quarter	4.08	3.05	5.07	4.01
Third Quarter	3.59	2.95	4.80	4.04
Fourth Quarter	3.55	2.82	4.78	4.03

At April 30, 2008, there were approximately 5,000 shareholders. Dividends paid in the fiscal year ended April 30, 2008 totaled $0.24 per common share and were paid quarterly at the rate of $0.06 per common share. In a press release dated June 4, 2008, the Company announced that the Board of Directors suspended future dividend payments.

DATARAM CORPORATION AND SUBSIDIARIES
Consolidated Balance Sheets
April 30, 2008 and 2007
(In thousands, except share and per share amounts)

	2008	2007
Assets		
Current assets:		
Cash and cash equivalents	$17,642	$14,138
Trade receivables, less allowance for doubtful accounts and sales returns of $250 in 2008 and $300 in 2007	4,047	4,717
Inventories:		
Raw materials	1,379	1,497
Work in process	65	42
Finished goods	533	582
	1,977	2,121
Deferred income taxes	1,101	1,149
Note receivable	0	1,537
Other current assets	98	231
Total current assets	24,865	23,893
Deferred income taxes	480	1,123

Property and equipment:		
Machinery and equipment	11,075	10,886
Leasehold improvements	2,103	2,103
	13,178	12,989
Less accumulated depreciation and amortization	12,492	12,205
Net property and equipment	686	784
Other assets	79	105
	$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
Commitments and contingencies		
Stockholders' equity:		
Common stock, par value $1.00 per share. Authorized 54,000,000 shares; issued and outstanding 8,869,184 in 2008 and 8,687,755 in 2007	8,869	8,688
Additional paid-in capital	6,408	5,796
Retained earnings	8,342	8,848
Total stockholders' equity	23,619	23,332
	$26,110	$25,905

See accompanying notes to consolidated financial statements.

DATARAM CORPORATION AND SUBSIDIARIES
Consolidated Statements of Earnings
Years ended April 30, 2008, 2007 and 2006
(In thousands, except per share amounts)

	2008	2007	2006
Revenues	$ 30,893	$ 38,404	$ 41,795
Costs and expenses:			
Cost of sales	19,016	29,410	29,458
Engineering and development	1,267	1,243	1,136
Selling, general and administrative	8,837	9,605	9,194
	29,120	40,258	39,788
Earnings (loss) from operations	1,773	(1,854)	2,007
Other income (expense):			
Interest income	754	717	467

Interest expense	(6)	(5)	(12)
Currency gain (loss)	120	97	(65)
Other income	0	2,265	2,041
	868	3,074	2,431
Earnings before income tax expense	2,641	1,220	4,438
Income tax expense	1,033	450	1,666
Net earnings	$ 1,608	$ 770	$ 2,772
Net earnings per common share:			
Basic	$ 0.18	$ 0.09	$ 0.33
Diluted	$ 0.18	$ 0.09	$ 0.31

See accompanying notes to consolidated financial statements.

DATARAM CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows
Years ended April 30, 2008, 2007 and 2006
(In thousands)

	2008	2007	2006
Cash flows from operating activities:			
Net earnings	$ 1,608	$ 770	$ 2,772
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization	312	383	787
Bad debt expense (recovery)	(18)	29	(67)
Stock-based compensation expense	297	440	-
Gain on sale of land	-	-	(1,916)
Deferred income tax expense	691	269	1,347
Excess tax benefits from sale of common shares under stock option plan	(81)	(113)	117
Changes in assets and liabilities:			
Decrease in trade and other receivables	688	146	3,571
Decrease in inventories	144	67	180
Decrease (increase) in other current assets	133	(150)	50
Decrease (increase) in other assets	26	-	(51)
Increase (decrease) in accounts payable	192	(460)	(471)
Increase (decrease) in accrued liabilities	(274)	324	(785)
Net cash provided by operating activities	3,718	1,705	5,534
Cash flows from investing activities:			
Collection of note receivable	1,537	-	-
Additions to property and equipment	(235)	(320)	(480)
Proceeds from sale of property and equipment	21	-	1,253

Net cash provided by (used in) investing activities	1,323	(320)	773
Cash flows from financing activities:			
Purchase and subsequent cancellation of shares of common stock	-	-	(230)
Proceeds from sale of common shares under stock option plan (including tax benefits)	496	651	459
Excess tax benefits from sale of common shares under stock option plan	81	113	-
Dividends paid	(2,114)	(2,055)	(1,773)
Net cash used in financing activities	(1,537)	(1,291)	(1,544)
Net increase in cash and cash equivalents	3,504	94	4,763
Cash and cash equivalents at beginning of year	14,138	14,044	9,281
Cash and cash equivalents at end of year	$ 17,642	$ 14,138	$ 14,044

Supplemental disclosures of cash flow information:

Cash paid during the year for:			
Interest	$ 6	$ 5	$ 22
Income taxes	$ 134	$ 205	$ 328

See accompanying notes to consolidated financial statements.

DATARAM CORPORATION AND SUBSIDIARIES
Consolidated Statements of Stockholders' Equity
Years ended April 30, 2008, 2007 and 2006
(In thousands, except share amounts)

	Common stock	Additional paid-in capital	Retained earnings	Total stock-holders' equity
Balance at April 30, 2005	$ 8,361	$ 4,566	$ 9,254	$22,181
Issuance of 177,346 shares under stock option plans, including income tax benefit of $117	177	399	-	576
Purchase and subsequent cancellation of 51,450 shares	(51)	(59)	(120)	(230)
Net earnings	-	-	2,772	2,772
Dividends paid (1)	-	-	(1,773)	(1,773)
Balance at April 30, 2006	$ 8,487	$ 4,906	$10,133	$23,526
Issuance of 200,359 shares under stock option plans, including income tax				

benefit of $113	201	450	-	651
Net earnings	-	-	770	770
Stock-based compensation expense	-	440	-	440
Dividends paid (2)	-	-	(2,055)	(2,055)
Balance at April 30, 2007	$ 8,688	$ 5,796	$ 8,848	$23,332
Issuance of 181,429 shares under stock option plans, including income tax benefit of $81	181	315	-	496
Net earnings	-	-	1,608	1,608
Stock-based compensation expense	-	297	-	297
Dividends paid (3)	-	-	(2,114)	(2,114)
Balance at April 30, 2008	$ 8,869	$ 6,408	$ 8,342	$23,619

(1) Dividends paid in the fiscal year ended April 30, 2006 totaled $0.21 per common share and were paid at the rate of $0.05 per common share in each of the first three fiscal quarters of the year and $0.06 per common share in the fourth quarter of the fiscal year.
(2) Dividends paid in the fiscal year ended April 30, 2007 totaled $0.24 per common share and were paid quarterly at the rate of $0.06 per common share.
(3) Dividends paid in the fiscal year ended April 30, 2008 totaled $0.24 per common share and were paid quarterly at the rate of $0.06 per common share.

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements
(Dollars in thousands, except per share amounts)

(1) Significant Accounting Policies

Description of Business

Dataram Corporation is a worldwide provider of server and workstation memory. The Company offers a specialized line of gigabyte-class memory for entry to enterprise-level servers and workstations as well as customized memory solutions for original equipment manufacturers.

Principles of Consolidation

The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated.

The Company has certain foreign subsidiaries which act only as sales offices and which are deemed to be essentially branches of the US company. The functional currency of these sales offices is considered to be the US dollar. Accordingly, any amounts denominated in a currency other than the US dollar are being recorded at the balance sheet rate of exchange and gains and losses arising from changes in foreign currency rates for those assets and liabilities are being reported in the consolidated statements of earnings.

Cash and Cash Equivalents

Cash and cash equivalents consist of unrestricted cash, money market accounts and commercial paper purchased with maturities of three months or less when acquired.

Inventories

Inventories, consisting of materials, labor and manufacturing overhead, are stated at the lower of cost or market, with cost determined by the first-in, first-out method.

Note Receivable

On December 29, 2005, the Company closed on an agreement entered into in fiscal 2003 to sell its undeveloped land. The purchase price was $3,075 of which half, or $1,537, was paid in the form of a note that accrued interest, payable monthly, at 5% per annum for a period of one year and 7.5% per annum thereafter. The note was secured by a mortgage. Of the remainder, $250 had been previously paid as deposits and $1,253, which was net of closing costs, was received in cash at closing. The note receivable is treated as a non-cash transaction in the 2006 Consolidated Statements of Cash Flows. In fiscal 2008, the note was paid in full and the mortgage released.

Property and Equipment

Property and equipment is recorded at cost. Depreciation is computed on the straight-line basis. Depreciation and amortization rates are based on the estimated useful lives, which range from three to five years for machinery and equipment and five to six years for leasehold improvements. When property or equipment is retired or otherwise disposed of, related costs and accumulated depreciation and amortization are removed from the accounts.

Repair and maintenance costs are charged to operations as incurred.

Long-Lived Assets

In accordance with Statement of Financial Accounting Standards (SFAS) No. 144, "Accounting for the Impairment and Disposal of Long-Lived Assets" (SFAS No. 144), long-lived assets, such as property, plant and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the estimated fair value of the asset. Assets to be disposed of would be separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less cost to sell, and no longer depreciated. The Company considers various valuation factors, principally undiscounted cash flows, to assess the fair values of long-lived assets.

Revenue Recognition

Revenue is recognized when title passes upon shipment of goods to customers. The Company's revenue earning activities involve delivering or producing goods. The following criteria are met before revenue is recognized: persuasive evidence of an arrangement exists, shipment has occurred, selling price is fixed or determinable and collection is reasonably assured. The Company does experience a minimal level of sales returns and allowances for which the Company accrues a reserve at the time of sale in accordance with SFAS No. 48, "Revenue Recognition When Right of Return Exists". Estimated warranty costs are accrued by management upon product shipment based on an estimate of future warranty claims.

Product Development and Related Engineering

The Company expenses product development and related engineering costs as incurred. Engineering effort is directed to the development of new or improved products as well as ongoing support for existing products.

Income Taxes

The Company utilizes the asset and liability method of accounting for income taxes in accordance with the provisions of SFAS No. 109, "Accounting for Income Taxes"(SFAS No. 109). Under the asset and liability method of SFAS No. 109, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company considers certain tax planning strategies in its assessment as to the recoverability of its tax assets. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. Under SFAS No. 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period that the tax rate changes.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentration of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company maintains its cash and cash equivalents in financial institutions and brokerage accounts. To the extent that such deposits exceed the maximum insurance levels, they are uninsured. The Company performs ongoing evaluations of its customers' financial condition, as well as general economic conditions and, generally, requires no collateral from its customers. At April 30, 2008, amounts due from two customers totaled approximately 26% of accounts receivable. At April 30, 2007, amounts due from one customer totaled approximately 16% of accounts receivable.

In fiscal 2008, the Company had sales to one customer that accounted for approximately 14% of revenue. In fiscal 2007, the Company had no sales to any one customer that accounted for 10% or more of revenues. In fiscal 2006, sales to one customer accounted for approximately 11% of revenues.

Net Earnings Per Share

Net Earnings Per Share is presented in accordance with SFAS No. 128, "Earnings Per Share". Basic net earnings per share is calculated by dividing net earnings by the weighted average number of common shares outstanding during the period. Diluted net earnings per share was calculated in a manner consistent with basic net earnings per share except that the weighted average number of common shares outstanding also includes the dilutive effect of stock options outstanding (using the treasury stock method).

The following presents a reconciliation of the numerator and denominator used in computing basic and diluted net earnings per share.

	Year ended April 30, 2008		
	Earnings (numerator)	Shares (denominator)	Per share amount
Basic net earnings per share - -net earnings and weighted average common shares outstanding	$ 1,608	8,825,000	$ .18
Effect of dilutive securities - -stock options	-	29,000	-
Diluted net earnings per share - -net earnings, weighted average common shares outstanding and effect of			

	Earnings (numerator)	Shares (denominator)	Per share amount
stock options	$ 1,608	8,854,000	$ .18

Year ended April 30, 2007	Earnings (numerator)	Shares (denominator)	Per share amount
Basic net earnings per share - -net earnings and weighted average common shares outstanding	$ 770	8,572,000	$ .09
Effect of dilutive securities - -stock options	-	232,000	-
Diluted net earnings per share - -net earnings, weighted average common shares outstanding and effect of stock options	$ 770	8,804,000	$ .09

Year ended April 30, 2006	Earnings (numerator)	Shares (denominator)	Per share amount
Basic net earnings per share - -net earnings and weighted average common shares outstanding	$ 2,772	8,447,000	$ .33
Effect of dilutive securities - -stock options	-	374,000	-
Diluted net earnings per share - -net earnings, weighted average common shares outstanding and effect of stock options	$ 2,772	8,821,000	$ .31

Diluted net earnings per common share does not include the effect of options to purchase 756,135 shares of common stock for the year ended April 30, 2008 because they are anti-dilutive.

Diluted net earnings per common share does not include the effect of options to purchase 555,938 shares of common stock for the year ended April 30, 2007 because they are anti-dilutive.

Diluted net earnings per common share does not include the effect of options to purchase 391,880 shares of common stock for the year ended April 30, 2006 because they are anti-dilutive.

Product Warranty

The majority of the Company's products are intended for single use; therefore, the Company requires limited product warranty accruals. The Company accrues estimated product warranty cost at the time of sale and any additional amounts are recorded when such costs are probable and can be reasonably estimated.

Balance Beginning of Year	Charges to Costs and Expenses	Deductions	Balance End of Year

Year Ended April 30, 2008	$ 54	20	(20)	$ 54
Year Ended April 30, 2007	$ 54	4	(4)	$ 54
Year Ended April 30, 2006	$ 54	19	(19)	$ 54

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value of Financial Instruments

The fair value of financial instruments is determined by reference to market data and other valuation techniques as appropriate. The Company believes that there is no material difference between the fair value and the reported amounts of financial instruments in the consolidated balance sheets.

Stock-Based Compensation

At April 30, 2008, the Company has stock-based employee and director compensation plans, which are described more fully in Note 5. New shares of the Company's common stock are issued upon exercise of stock options.

In December 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 123 (revised 2004), "Share-Based Payment" (SFAS 123R). SFAS 123R addresses the accounting for transactions in which an enterprise receives employee services in exchange for (a) equity instruments of the enterprise or (b) liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments. SFAS 123R supersedes APB No. 25 "Accounting for Stock Issued to Employees" (APB 25)and requires that such transactions be accounted for using a fair value-based method. SFAS 123R requires companies to recognize an expense for compensation cost related to share-based payment arrangements, including stock options and employee stock purchase plans. The Company implemented SFAS 123R effective May 1, 2006. To calculate the excess tax benefits available as of the date of adoption for use in offsetting future tax shortfalls, the Company followed the alternative transition method discussed in FASB Staff Position No. 123R-3.

Prior to May 1, 2006, as permitted under SFAS No. 123, "Accounting for Stock-Based Compensation," (SFAS 123), compensation cost for stock options was recognized using the intrinsic value method described in APB 25. Effective May 1, 2006, the Company adopted the fair value recognition provisions of SFAS 123R and Securities and Exchange Commission Staff Accounting Bulletin No. 107. Under SFAS 123R, the fair value of options granted is amortized over the related service period. SFAS 123R was adopted using the modified prospective transition method; therefore, prior periods have not been restated. Compensation expense recognized in fiscal 2008 includes compensation cost for all share-based payments granted prior to, but not yet vested as of May 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS 123. Compensation cost for any share-based payments granted subsequent to May 1, 2006 are based on the grant date fair value estimated in accordance with the provisions of SFAS 123R.

As a result of adopting SFAS 123R, our earnings before taxes and net earnings for the fiscal year ended April 30, 2008 are $297 and $180 lower, respectively, than if we had continued to account for stock-based compensation under APB 25. This resulted in a decrease in our reported basic and diluted net earnings per share of $.02. Compensation expense is recognized in the selling, general and administrative expenses line item of the accompanying consolidated statements of earnings on a ratable basis over the vesting periods. We measure the fair value of stock options using the Black-Scholes option pricing model based upon the market price of the underlying common stock as of the date of grant, reduced by the present value of estimated future dividends, using an expected quarterly dividend rate of $0.06 and risk-free interest rates ranging from 3.0% to 5.0%. Stock options are amortized over their applicable vesting period, which generally ranges from one to five years. These stock option grants have been classified as equity instruments, and as such, a corresponding increase of $297 has been reflected in additional paid-in capital in the accompanying balance sheet as of April 30, 2008. In fiscal 2007, there were stock-based compensation costs recorded of $440. This resulted in lower net earnings of $258 and a decrease in basic and diluted net earnings per share of $.03. A corresponding increase of $440 was reflected in additional paid-in capital in fiscal 2007's balance sheet.

Prior to the adoption of SFAS 123R, benefits of tax deductions in excess of recognized compensation costs were reported as operating cash flows. SFAS 123R requires excess tax benefits to be reported as a financing cash inflow. The Company had $81 of excess tax benefits in fiscal 2008. The Company had $113 of excess tax benefits in fiscal 2007.

A summary of option activity under the plans for the fiscal year ended April 30, 2008 is as follows:

	Shares	Weighted average exercise price	Weighted average remaining contractual life	Aggregate intrinsic value(1)
Balance April 30, 2007	1,208,066	$5.24	3.22	$ 675
Granted	135,000	$3.33	-	-
Exercised	(292,464)	$2.81	-	$ 250
Expired	(151,602)	$6.65	-	-
Balance April 30, 2008	899,000	$5.69	3.64	$ 26
Exercisable April 30, 2008	734,000	$6.13	3.29	$ 26

(1) These amounts represent the difference between the exercise price and $3.28, the closing price of Dataram common stock on April 30, 2008 as reported on the NASDAQ Stock Market, for all in-the-money options outstanding. For exercised options, intrinsic value represents the difference between the exercise price and the closing price of Dataram common stock on the date of exercise.

Total cash received from the exercise of options in fiscal 2008 was $496. During fiscal 2008, 141,300 options completed vesting. As of April 30, 2008, there were $182 of total unrecognized compensation costs related to stock options. These costs are expected to be recognized over a weighted average period of one year. At April 30, 2008, an aggregate of 1,151,902 shares were authorized for future grant under the Company's stock option plans.

The following table illustrates the pro forma effect on net earnings and earnings per share for fiscal year 2006 if the Company had applied the fair value recognition provisions of SFAS 123R to stock-based employee compensation:

2006

Net earnings as reported	$ 2,772
Deduct: Total stock-based employee compensation expense determined under fair value method for all awards, net of tax	(517)
Pro forma net earnings	$ 2,255

Basic and diluted net earnings per common share:	
Basic:	
As reported	$ .33
Pro forma under SFAS 123R	$ .27
Diluted:	
As reported	$ .31
Pro forma under SFAS 123R	$ .26

The fair value of each stock option granted during the year is estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:

	2008	2007	2006(1)
Expected life (years)	4.0	4.0	4.0
Expected volatility	110%	67%	63%
Expected dividend yield	7.2%	5.1%	-
Risk-free interest rate	5.0%	5.0%	5.0%
Weighted average fair value of options granted during the year	$ 1.81	$ 2.00	$ 3.18

(1) Estimated values and assumptions used in the calculation of fair value prior to the adoption of SFAS 123R.

Expected life is based on the Company's historical experience of option exercises relative to option contractual lives. Expected volatility is based on the historical volatility of the Company's share price. Expected dividend yield assumes the current dividend rate remains unchanged. Risk free interest rate approximates United States government debt rates at the time of option grants.

(2) Subsequent Event

On May 7, 2008, Mr. John H. Freeman succeeded Mr. Robert V. Tarantino as President and Chief Executive Officer of the Company. The Company has entered into an agreement with Mr. Tarantino that provides for payments totaling the equivalent of two years' salary as well as continuation of certain other benefits. Accordingly, the Company will recognize a charge, as a component of its selling, general and administrative expense, of approximately $660 in its fiscal first quarter ending July 31, 2008.

(3) Long-Term Debt

On June 21, 2004, the Company entered into a credit facility with a bank, which provides for up to a $5,000 revolving credit line. Advances under the facility were limited to 75% of eligible receivables, as defined in the agreement. The agreement provides for LIBOR rate loans and base rate loans at an interest rate no higher than the bank's base commercial lending rate. The Company is required to pay a fee equal to one-eighth of one percent per annum on the unused commitment. The agreement contains certain restrictive covenants, specifically a trailing twelve month profitability requirement, a current asset to current liabilities ratio, a total liabilities to tangible net worth ratio and certain other covenants, as defined in the agreement. The agreement was amended on April 4, 2005. The effect of the amendment was to increase the limit of the Company's combined open market stock repurchases and dividend payments to $2,500 per year from $1,000 per year without prior waiver. The agreement was scheduled to expire on June 21, 2006. On June 20, 2006, the agreement was amended. The effect of the amendment was to extend the expiration date of the agreement to August 15, 2008 and remove the eligible accounts receivable limitation on advances under the facility. The amendment also modified the total liabilities to tangible net worth ratio covenant. The Company is in compliance with all covenants of the agreement and there were no borrowings against the credit line in fiscal 2008.

(4) Income Taxes

Income tax expense (benefit) for the years ended April 30 consists of the following:

	2008	2007	2006
Current:			
Federal	$ 75	$ 113	$ 117
State	267	68	202
	342	181	319
Deferred:			
Federal	678	274	1,238
State	13	(5)	109
	691	269	1,347
Total income tax expense	$ 1,033	$ 450	$ 1,666

The actual income tax expense (benefit) differs from "expected" tax expense (benefit) (computed by applying the U. S. corporate tax rate of 35% to earnings before income taxes) as follows:

	2008	2007	2006
Computed "expected" tax expense	$ 924	$ 427	$ 1,553
State income taxes(net of Federal income tax benefit)	173	41	147
Other	(64)	(18)	(34)
	$ 1,033	$ 450	$ 1,666

The tax effect of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are presented below:

	2008	2007
Deferred tax assets:		
Compensated absences, principally due to accrual for financial reporting purposes	$ 75	$ 111

Stock-based compensation expense	289	163
Accounts receivable, principally due to allowance for doubtful accounts and sales returns	98	111
Property and equipment, principally due to differences in depreciation	63	37
Inventories	115	100
Foreign tax credit	53	53
Domestic net operating losses	506	1,692
Alternative minimum tax	382	382
Gross deferred tax assets	1,581	2,649
Deferred tax liabilities:		
Installment sale obligation, principally due to note receivable	-	(377)
Gross deferred tax liabilities	-	(377)
Net deferred tax assets	$ 1,581	$ 2,272

The Company has U.S. net operating loss carryforwards of approximately $1,509 which can be used to offset income through 2023. The tax benefit of net operating loss carryforwards utilized in each of the three years ended April 30, 2008 is as follows:

	Federal	State	Total
2008	$2,208	$ -	$2,208
2007	$1,056	$ -	$1,056
2006	$1,901	$109	$2,010

(5) Stock Option Plans

The Company has a 1992 incentive and non-statutory stock option plan for the purpose of permitting certain key employees to acquire equity in the Company and to promote the growth and profitability of the Company by attracting and retaining key employees. In general, the plan allowed granting of up to 2,850,000 shares, adjusted for stock splits, of the Company's common stock at an option price to be no less than the fair market value of the stock on the date such options are granted. Under option agreements granted under the plan, the holder of the option may purchase 20% of the common stock with respect to which the option has been granted on or after the first anniversary of the date of the grant and an additional 20% of such shares on or after each of the four succeeding anniversary dates. At April 30, 2008, 54,050 of the outstanding options are exercisable. No further options may be granted under this plan.

The Company also has a 2001 incentive and non-statutory stock option plan for the purpose of permitting certain key employees to acquire equity in the Company and to promote the growth and profitability of the Company by attracting and retaining key employees. In general, the plan allows granting of up to 1,800,000 shares of the Company's common stock at an option price to be no less than the fair market value of the Company's common stock on the date such options are granted. Currently, options granted under the plan vest ratably on the annual anniversary date of the grants. Vesting periods for options currently granted under the plan range from one to five years. At April 30, 2008, 483,950 of the outstanding options are exercisable.

The status of the plans for the three years ended April 30, 2008, is as follows:

Options Outstanding

Exercise price Weighted average

	Shares	per share	exercise price
Balance April 30, 2005	1,254,850	$ 1.708-24.250	$ 4.422
Granted	147,600	5.140-6.630	6.125
Exercised	(180,475)	1.708-4.833	2.923
Expired	(94,600)	2.990-7.980	5.835
Balance April 30, 2006	1,127,375	1.708-24.250	4.767
Granted	103,300	4.700	4.700
Exercised	(200,359)	2.313-4.090	2.684
Expired	(18,250)	2.313-10.000	6.026
Balance April 30, 2007	1,012,066	2.813-24.250	5.150
Granted	95,000	3.330	3.330
Exercised	(292,464)	2.813	2.813
Expired	(151,602)	2.813-24.250	5.553
Balance April 30, 2008	663,000	$ 2.813-24.250	$ 5.828

The Company periodically grants nonqualified stock options to non-employee directors of the Company. These options are granted for the purpose of retaining the services of directors who are not employees of the Company and to provide additional incentive for such directors to work to further the best interests of the Company and its shareholders. The options granted to these non-employee directors are exercisable at a price representing the fair value at the date of grant, and expire either five or ten years after date of grant. Of each option, 100% are exercisable one year after the date of grant. At April 30, 2008, 196,000 of the outstanding options are exercisable.

The status of the non-employee director options for the three years ended April 30, 2008, is as follows:

	Options Outstanding		
	Shares	Exercise price per share	Weighted average exercise price
Balance April 30, 2005	144,000	$ 2.990-7.980	$ 5.665
Granted	44,000	6.420-6.630	6.573
Exercised	(16,000)	2.990-4.090	3.540
Expired	-	-	-
Balance April 30, 2006	172,000	2.990-7.980	6.095
Granted	40,000	4.700	4.700
Exercised	-	-	-
Expired	(16,000)	6.750-7.980	7.365
Balance April 30, 2007	196,000	2.990-7.980	5.965
Granted	40,000	3.330	3.330
Exercised	-	-	-
Expired	-	-	-

Balance April 30, 2008	236,000	$ 2.990-7.980	$ 5.304

(6) Accrued Liabilities

Accrued liabilities consist of the following at April 30:

	2008	2007
Payroll, including vacation	$ 317	$ 300
Severance costs	0	310
Commissions	133	180
Other	252	186
	$ 702	$ 976

(7) Commitments

Leases

The Company and its subsidiaries occupy various facilities and operate various equipment under operating lease arrangements. Rent charged to operations pursuant to such operating leases amounted to approximately $655 in 2008, $725 in 2007 and $769 in 2006.

Future minimum lease payments under non-cancelable operating leases (with initial or remaining lease terms in excess of one year) as of April 30, 2008 are as follows:

Year ending April 30:	Operating leases
2009	$ 411,000
2010	418,000
2011	371,000
2012	34,000
Thereafter	0
	$ 1,234,000

Purchases

At April 30, 2008, the Company had open purchase orders outstanding totaling $1.6 million, primarily for inventory items to be delivered in the first quarter of fiscal 2009. These purchase orders are cancelable.

License Agreements

The Company has entered into certain licensing agreements with varying terms and conditions. The Company is obligated to pay royalties on certain of these agreements. Royalties charged to operations pursuant to such agreements amounted to approximately $171 in 2008, $119 in 2007 and $173 in 2006.

Legal Proceedings

The Company is not involved in any claim or legal action that, in the opinion of management, would have a material effect on the Company's consolidated financial position, results of operations or liquidity.

(8) Employee Benefit Plan

The Company has a defined contribution plan (the Plan) which is available to all qualified employees. Employees may elect to contribute a portion of their compensation to the Plan, subject to certain limitations. The Company contributes a percentage of the employee's contribution, subject to a maximum of 6 percent of the employee's eligible compensation, based on the employee's years of service. The Company's matching contributions aggregated approximately $239, $236 and $250 in 2008, 2007 and 2006, respectively.

(9) Revenues by Geographic Location

The Company operates in one business segment and develops, manufactures and markets a variety of memory systems for use with servers and workstations which are manufactured by various companies. Revenues, total assets and log lived assets for 2008, 2007 and 2006 by geographic region is as follows:

	United States	Europe	Other*	Consolidated
April 30, 2008				
Revenues	$ 22,270	$ 5,875	$ 2,748	$ 30,893
Total assets	$ 26,030	$ 78	$ 2	$ 26,110
Long lived assets	$ 686	$ 0	$ 0	$ 686
April 30, 2007				
Revenues	$ 27,583	$ 6,484	$ 4,337	$ 38,404
Total assets	$ 25,428	$ 464	$ 13	$ 25,905
Long lived assets	$ 784	$ 0	$ 0	$ 784
April 30, 2006				
Revenues	$ 29,321	$ 9,151	$ 3,323	$ 41,795
Total assets	$ 25,761	$ 447	$ 28	$ 26,236
Long lived assets	$ 847	$ 0	$ 0	$ 847

*Principally Asia Pacific Region

(10) Quarterly Financial Data (Unaudited)

	Quarter Ended			
Fiscal 2008	July 31	October 31	January 31	April 30
Revenues	$ 8,617	$ 8,556	$ 6,675	$ 7,045
Gross profit	3,037	3,242	2,644	2,954
Net earnings	405	569	233	401
Net earnings per diluted common and common equivalent share	.05	.06	.03	.05

	Quarter Ended			
Fiscal 2007	July 31	October 31	January 31	April 30
Revenues	$ 9,305	$10,902	$ 9,366	$ 8,831
Gross profit	2,405	2,577	1,862	2,150
Net earnings (loss)	(70)	1,446	(297)	(309)
Net earnings (loss) per diluted common and common equivalent share	(.01)	.16	(.03)	(.04)

Earnings per share is calculated independently for each quarter and therefore may not equal the total for the year.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Dataram Corporation:

We have audited the accompanying consolidated balance sheets of Dataram Corporation and Subsidiaries as of April 30, 2008 and 2007, and the related consolidated statements of earnings, stockholders' equity and cash flows for each of the years in the three-year period ended April 30, 2008. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Dataram Corporation and Subsidiaries as of April 30, 2008 and 2007, and their results of operations and cash flows for each of the years in the three-year period ended April 30, 2008 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the consolidated financial statements, the Company changed the manner in which it accounts for share-based compensation in fiscal 2007.

/s/ J.H. Cohn LLP

J.H. Cohn LLP
Lawrenceville, New Jersey
July 24, 2008

Selected Financial Data

(Not covered by Independent Registered Public Accounting Firm's Reports)
(In thousands, except per share amounts)

Years Ended April 30,	2008	2007	2006	2005	2004
Revenues	$ 30,893	$ 38,404	$ 41,795	$ 65,684	$ 61,984
Net earnings	1,608	770	2,772	6,715	2,271
Basic earnings per share	.18	.09	.33	.78	.27
Diluted earnings per share	.18	.09	.31	.74	.25
Current assets	24,865	23,893	24,108	23,435	19,004
Total assets	26,110	25,905	26,236	26,147	21,912
Current liabilities	2,491	2,573	2,710	3,966	5,508

Total stockholders' equity	23,619	23,332	23,526	22,181	16,404
Cash dividends paid	2,114	2,055	1,773	-	-

DIRECTORS AND CORPORATE OFFICERS

Directors

John H. Freeman
President and Chief Executive Officer
of Dataram Corporation

Thomas A. Majewski*
Principal, Walden Inc.

Bernard L. Riley*
Private Investor

Roger C. Cady*
Principal, Arcadia Associates

Rose Ann Giordano*
President, Thomis Partners

*Member of audit committee

Corporate Officers

John H. Freeman
President and Chief Executive Officer

Mark E. Maddocks
Vice President, Finance and
Chief Financial Officer

Jeffrey H. Duncan
Vice President of Manufacturing
and Engineering

Tony Pawlik
Vice President of Sales

Anthony M. Lougee
Controller

Thomas J. Bitar
Secretary
Member, Dillon, Bitar & Luther, L.L.C.

Corporate Headquarters

Dataram Corporation

186 Princeton Road (Route 571)
West Windsor, NJ 08550
609-799-0071

Auditors

J.H. COHN LLP
Lawrenceville, NJ

General Counsel

Dillon, Bitar & Luther, L.L.C.
Morristown, NJ

Transfer Agent and Registrar

American Stock Transfer and Trust Company
10150 Mallard Creek Drive
Suite 307
Charlotte, NC 28262

Stock Listing

Dataram's common stock is listed on
the NASDAQ with the trading symbol DRAM.

Annual Meeting

The annual meeting of shareholders
will be held on Thursday, September 25,
2008, at 2:00 p.m. at Dataram's
corporate headquarters at:
186 Princeton Road (Route 571)
West Windsor, NJ 08550

Form 10-K

A copy of the Company's Annual Report
on Form 10-K filed with the Securities
& Exchange Commission is available
without charge to shareholders.

Address requests to:

Vice President, Finance
Dataram Corporation
186 Princeton Road (Route 571)
West Windsor, NJ 08550

Corporate Headquarters
Dataram Corporation
186 Princeton Road (Route 571)
West Windsor, NJ 08550
Toll Free: 800-DATARAM
Phone: 609-799-0071
Fax: 609-799-6734
www.dataram.com

End of Document

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Dataram Corporation:

We consent to incorporation by reference in the Registration Statement (No. 33-56282) on Form S-8 of Dataram Corporation and Subsidiaries of our reports dated July 24, 2008, relating to the consolidated balance sheets of Dataram Corporation and Subsidiaries as of April 30, 2008 and 2007, and the related consolidated statements of earnings, stockholders' equity and cash flows for each of the years in the three-year period then ended, and the related financial statement schedule which reports appear in the April 30, 2008 annual report on Form 10-K of Dataram Corporation.

/s/ J.H. COHN LLP

J.H. Cohn LLP
Lawrenceville, New Jersey
July 24, 2008

Exhibit 31(a)

Rule 13a-14(a) Certification

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302

I, John H. Freeman, certify that:

1. I have reviewed this annual report on Form 10-K of Dataram Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's Board of Directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 25, 2008 /s/ John H. Freeman

John H. Freeman, President and
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31(b)

Rule 13a-14(a) Certification

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302

I, Mark E. Maddocks, certify that:

1. I have reviewed this annual report on Form 10-K of Dataram Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's Board of Directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 25, 2008 /s/ Mark E. Maddocks

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Mark E. Maddocks
Vice President, Finance
(Principal Financial & Accounting
Officer)

Exhibit 32(a)

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

In connection with the Annual Report of Dataram Corporation, a New Jersey corporation (the "Company"), on Form 10-K for the year ended April 30, 2008, as filed with the Securities and Exchange Commission (the "Report"), John H. Freeman, Chief Executive Officer of the Company, does hereby certify, pursuant to ? 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. ? 1350), that to his knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

July 25, 2008 /s/ John H. Freeman

John H. Freeman
President and Chief Executive
Officer

[A signed original of this written statement required by Section 906 has been provided to Dataram Corporation and will be retained by Dataram Corporation and furnished to the Securities and Exchange Commission or its staff upon request.]

Exhibit 32(b)

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

In connection with the Annual Report of Dataram Corporation, a New Jersey corporation (the "Company"), on Form 10-K for the year ended April 30, 2008, as filed with the Securities and Exchange Commission (the "Report"), Mark E. Maddocks, Chief Financial Officer of the Company, does hereby certify, pursuant to ? 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. ? 1350), that to his knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

July 25, 2008 /s/ Mark E. Maddocks

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Mark E. Maddocks
Vice President, Finance and Chief Financial Officer

[A signed original of this written statement required by Section 906 has been provided to Dataram Corporation and will be retained by Dataram Corporation and furnished to the Securities and Exchange Commission or its staff upon request.]