

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 26, 2009

DATARAM CORPORATION

(Exact name of registrant as specified in charter)

New Jersey 1-8266 22-18314-09

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

Route 571, P. O. Box 7258, Princeton, NJ 08543-7528

(Address of principal executive offices) (Zip Code)

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

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 2 - Financial Information

Item 2.02. Results of Operations and Financial Condition.

On February 26, 2009 Dataram Corporation announced the results of operations for the third fiscal quarter ended January 31, 2009. A copy of this public announcement is furnished as an exhibit. Further information about the Company is available at <http://www.dataram.com>.

The information provided in the attached press release and in this report may include forward-looking statements relating to future events, such as the development of new products, the pricing and availability of

raw materials, or the future financial performance of the Company. Actual results may differ from such projections and are subject to certain risks including, without limitation, risks arising from: changes in the price of memory chips, changes in the demand for memory systems, increased competition in the memory systems industry, order cancellations, delays in developing and commercializing new products and other factors described in the Company's most recent Annual Report on Form 10-K, filed with the Securities and Exchange Commission, which can be reviewed at <http://www.sec.gov>.

Section 9 - Financial Statements and Exhibits.

Item 9.01. Exhibits.

99 Press Release dated February 26, 2009 announcing third quarter results of operations. (Furnished not filed)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATARAM CORPORATION
By: MARK MADDOCKS

Date: February 26, 2009 _____/s/ Mark Maddocks_____
Mark Maddocks, Vice President-Finance
and Chief Financial Officer

PRESS RELEASE

Dataram Contact:

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Vice President-Finance, CFO
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DATARAM REPORTS FISCAL 2009 THIRD QUARTER FINANCIAL RESULTS

PRINCETON, N.J. February 26, 2009 - Dataram Corporation (NASDAQ: DRAM) today reported its financial results for its fiscal third quarter and nine months ended January 31, 2009. Revenues for the third quarter were \$5,635,000, which compares to \$6,676,000 for the comparable prior year period. Revenues for the first nine months of the current fiscal year were \$20.3 million, which compares to \$23.8 million for the comparable prior year period.

John H. Freeman, Dataram's president and CEO commented, "Our operating results in the third quarter were severely impacted by current economic conditions. Many of our customers have curtailed or temporarily suspended their capital spending while they adapt their business plans to the current environment. While challenging, this environment also presents us with opportunities, which we are aggressively pursuing. Our memory products offer clients significant savings which support budget tightening initiatives and also extend the life of their current systems. We are also seeing increased interest from government clients where we have recently invested as one of our strategic initiatives. Nevertheless, we cannot predict how long current conditions will continue and we are reviewing our business model to make improvements to meet today's business challenges."

Mr. Freeman continued, "The development of our new storage product line continues to progress. In our fiscal third quarter and nine months, we incurred approximately \$574,000 and \$1,041,000 respectively of total expense in that area. One of our products is now in beta test at clients and offers high performance storage improvements as well as cost savings. We are continuing to make investments in this product line and anticipate a formal product launch late this year."

The Company incurred a net loss for the third quarter and first nine months of the current fiscal year of \$1,024,000, or \$0.12 per diluted share and \$2,022,000, or \$0.23 per diluted share, respectively. This compares to net earnings of \$233,000, or \$0.03 per diluted share and \$1,208,000, or \$0.14 per diluted share for the comparable prior year periods. In addition to the expenses discussed above, the net loss for the nine months ended January 31, 2009 includes a charge to selling, general and administrative expense in the fiscal first quarter of approximately \$716,000 related to a retirement agreement entered into with the Company's former chief executive officer. Management expects no further costs will be incurred for this matter.

Mr. Freeman concluded, "Our financial condition remains strong. Our current ratio is 14.4 and our tangible book value is \$2.49 per share, of which cash and equivalents total \$1.71 per share. I look forward to reporting on our progress next quarter."

ABOUT DATARAM CORPORATION

Dataram is a worldwide leader in the design and manufacture of high capacity, reliable and innovative memory solutions. With over 40 years of experience, Dataram provides customized memory solutions for OEMs and compatible memory for leading brands including HP, Dell, IBM, Sun Microsystems and Intel. For more information about Dataram, visit www.dataram.com

The information provided in this press release may include forward-looking statements relating to future events, such as the development of new products, pricing and availability of raw materials or the future financial performance of the Company. Actual results may differ from such projections and are subject to certain risks including, without limitation, risks arising from: changes in the price of memory chips, changes in the demand

for memory systems, increased competition in the memory systems industry, order cancellations, delays in developing and commercializing new products and other factors described in the Company's most recent Annual Report on Form 10-K, filed with the Securities and Exchange Commission, which can be reviewed at <http://www.sec.gov>.

Financial Tables Follow

DATARAM CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)
(Unaudited)

	Third Quarter Ended January 31,		Nine Months Ended January 31,	
	2009	2008	2009	2008
Revenues	\$ 5,635	\$ 6,676	\$ 20,258	\$ 23,848
Costs and expenses:				
Costs of sales	3,896	4,032	13,492	14,925
Engineering and development	298	313	932	900
Research and development	574	0	1,041	0
Selling, general and administrative	2,501	2,051	7,928	6,485
Stock-based compensation expense*	138	66	394	231
	<u>7,407</u>	<u>6,462</u>	<u>23,787</u>	<u>22,541</u>
Earnings (loss) from operations	(1,772)	214	(3,529)	1,307
Other income	91	233	217	681
Earnings (loss) before income taxes	(1,681)	447	(3,312)	1,988
Income tax provision (benefit)	(657)	214	(1,290)	780
Net earnings (loss)	<u>\$ (1,024)</u>	<u>\$ 233</u>	<u>\$ (2,022)</u>	<u>\$ 1,208</u>
Net earnings (loss) per share:				
Basic	<u>\$ (0.12)</u>	<u>\$ 0.03</u>	<u>\$ (0.23)</u>	<u>\$ 0.14</u>
Diluted	<u>\$ (0.12)</u>	<u>\$ 0.03</u>	<u>\$ (0.23)</u>	<u>\$ 0.14</u>
Weighted average number of shares outstanding:				
Basic	<u>8,869</u>	<u>8,869</u>	<u>8,869</u>	<u>8,811</u>
Diluted	<u>8,869</u>	<u>8,875</u>	<u>8,869</u>	<u>8,851</u>

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

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

January 31, 2009 April 30, 2008

ASSETS

Current assets

Cash and cash equivalents	\$ 15,136	\$ 17,642
Accounts receivable, net	2,571	4,047
Inventories	1,634	1,977
Deferred income taxes	269	1,101
Other current assets	413	98

Total current assets 20,023 24,865

Deferred income taxes 2,423 480

Property and equipment, net 928 686

Other assets 127 79

Total assets \$ 23,501 \$ 26,110

LIABILITIES AND STOCKHOLDERS'

EQUITY

Current liabilities

Accounts payable	\$ 649	\$ 1,789
Accrued liabilities	740	702

Total current liabilities 1,389 2,491

Stockholders' equity 22,112 23,619

Total liabilities and
stockholders' equity \$ 23,501 \$ 26,110