

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

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FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): June 18, 2009

DATARAM CORPORATION

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(Exact name of registrant as specified in charter)

New Jersey                      1-8266                      22-18314-09

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

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

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(Address of principal executive offices)                      (Zip Code)

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

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

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

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

## Section 2 - Financial Information

### Item 2.02. Results of Operations and Financial Condition.

On June 18, 2009 Dataram Corporation announced the results of operations for the fourth fiscal quarter and fiscal year ended April 30, 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 June 18, 2009 announcing fourth quarter and fiscal year 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: June 18, 2009 \_\_\_\_\_/s/ Mark Maddocks\_\_\_\_\_

Mark Maddocks, Vice President-Finance  
and Chief Financial Officer

PRESS RELEASE

Dataram Contact:

Mark Maddocks  
Vice President-Finance, CFO  
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DATARAM REPORTS FISCAL 2009 FOURTH QUARTER FINANCIAL RESULTS

PRINCETON, N.J. June 18, 2009 - Dataram Corporation (NASDAQ: DRAM) today reported its financial results for its fiscal fourth quarter and year ended April 30, 2009. Revenues for the fourth quarter were \$5,639,000, which compares to \$7,045,000 for the comparable prior year period. Revenues for the fiscal year totaled \$25.9 million, which compares to \$30.9 million for the comparable prior fiscal year.

On March 31, 2009, the Company acquired certain assets of Micro Memory Bank, Inc. ("MMB"), a privately-held corporation. MMB is a manufacturer of legacy to advanced solutions in laptop, desktop and server memory products which are produced in its facility in Pennsylvania. The operating results of this business unit are incorporated in the Company's consolidated fourth quarter and fiscal year financial results commencing April 1, 2009. Concerning the acquisition, John H. Freeman, Dataram's president and CEO commented, "This acquisition was an important part of our strategy to expand and grow our memory solutions business. MMB positions Dataram with a more comprehensive product set, new routes to market and an established customer base. Its products, personnel and reach directly support our strategy to grow our memory solutions business."

Mr. Freeman continued, "Our operating results in the fourth quarter continued to be impacted by current economic conditions. As recently reported by IDC and Gartner, server sales experienced a 25% sequential decline in the quarter corresponding to our fiscal fourth quarter. Many of our customers have curtailed or temporarily suspended their capital spending while they adapt their business plans to the current environment. We have also seen customers delay their investment in new servers as they wait for products based on Intel's recently released Nehalem architecture to become available. These systems are now shipping and we are beginning to see an increase in demand for our memory. We cannot predict how long current conditions will continue and we have adapted our business model by reducing our cost structure as well as making process improvements to meet today's business climate."

Mr. Freeman further stated, "The development of our new storage product line continues to progress. In our fiscal fourth quarter and twelve months, we invested approximately \$490,000 and \$1,531,000 respectively in R&D to develop our initial product offering. These products will offer high performance storage improvements as well as cost savings to our clients. Certain clients have completed beta testing of our products and other tests are in process or scheduled. Early client feedback has been very positive. 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 fourth quarter and fiscal year of \$1,112,000, or \$0.13 per share and \$3,135,000, or \$0.35 per share, respectively. This compares to net earnings of \$401,000, or \$0.05 per diluted share and \$1,608,000, or \$0.18 per diluted share for the comparable prior year periods. In addition to the expenses discussed above, the net loss for the fourth quarter and fiscal year ended April 30, 2009 includes charges of \$270,000 and \$451,000, respectively related to a reduction in workforce and also includes a charge in the fiscal first quarter of approximately \$716,000 related to a retirement agreement entered into with the Company's former chief executive officer.

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Mr. Freeman concluded, "Our financial condition remains strong. Our current ratio is 5.4 and our tangible book value is \$2.21 per share, of which cash and equivalents total \$1.41 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](http://www.dataram.com)

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

Financial Tables Follow

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

	Fourth Quarter Ended		Fiscal Year Ended	
	April 30		April 30	
	2009	2008	2009	2008
Revenues	\$ 5,639	\$ 7,045	\$ 25,897	\$ 30,893
Costs and expenses:				
Costs of sales	3,952	4,091	17,443	19,015
Engineering and development	287	366	1,219	1,267
Research and development	490	0	1,531	0
Selling, general and administrative	2,548	2,055	10,477	8,541
Stock-based compensation expense*	138	66	532	297
Intangible asset amortization expense	55	0	55	0
	<u>7,470</u>	<u>6,578</u>	<u>31,257</u>	<u>29,120</u>
Earnings (loss) from operations	(1,831)	467	(5,360)	1,773
Other income	7	187	223	868

Earnings (loss)				
before income taxes	(1,824)	654	(5,137)	2,641
Income tax provision (benefit)	(712)	263	(2,002)	1,033
Net earnings (loss)	\$ (1,112)	\$ 401	\$ (3,135)	\$ 1,608

Net earnings (loss) per share:

Basic	\$ (0.13)	\$ 0.05	\$ (0.35)	\$ 0.18
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Diluted	\$ (0.13)	\$ 0.05	\$ (0.35)	\$ 0.18
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Weighted average number of shares outstanding:

Basic	8,869	8,869	8,869	8,825
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Diluted	8,869	8,873	8,869	8,854
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\*Stock-based compensation expense is recorded as a component of selling, general and administrative expenses in the Company's financial statements filed with the Securities and Exchange Commission on Form 10-K.

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

April 30, 2009      April 30, 2008

ASSETS

Current assets

Cash and cash equivalents	\$ 12,525	\$ 17,642
Accounts receivable, net	3,381	4,047
Inventories	2,201	1,977
Deferred income taxes	300	1,101
Other current assets	126	98

Total current assets	18,533	24,865
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Deferred income taxes	3,283	480
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Property and equipment, net	1,099	686
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Other assets	136	79
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Intangible assets, net	1,504	0
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Total assets	\$ 24,555	\$ 26,110
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LIABILITIES AND STOCKHOLDERS'

EQUITY

Current liabilities

Accounts payable	\$ 1,385	\$ 1,789
Accrued liabilities	2,070	702

Total current liabilities	3,455	2,491
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Stockholders' equity	21,100	23,619
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Total liabilities and stockholders' equity	\$ 24,555	\$ 26,110
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