

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): November 24, 2009

DATARAM CORPORATION

---

(Exact name of registrant as specified in charter)

New Jersey                      1-8266                      22-18314-09

---

State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer 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 November 24, 2009 Dataram Corporation announced the results of operations for the second fiscal quarter ended October 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 November 24, 2009 announcing second 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: November 25, 2009 /s/ Mark Maddocks

\_\_\_\_\_  
Mark Maddocks, Vice President-Finance  
and Chief Financial Officer

PRESS RELEASE

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

DATARAM REPORTS FISCAL 2010 SECOND QUARTER FINANCIAL RESULTS

PRINCETON, N.J. November 24, 2009 - Dataram Corporation (NASDAQ: DRAM) today reported its financial results for its fiscal second quarter ended October 31, 2009. Revenues for the second quarter were \$10.7 million, which compares to \$7.1 million for the comparable prior year period. Revenues for the first six months of the current fiscal year were \$19.9 million, which compares to \$14.6 million for the comparable prior year period. The Company's recently acquired Micro Memory Bank business unit generated approximately \$3.6 million and \$6.5 million in revenues, respectively in the second quarter and first six months of the current fiscal year versus nil in the prior fiscal year.

John H. Freeman, Dataram's president and CEO commented, "During our fiscal second quarter, we have seen demand increase as the economy recovers from the worldwide financial crises. Our memory solutions business has improved performance to the point where it is operating at a near cash break even level. I am confident that our sales and marketing strategy will drive further profitable growth. The price of memory has been volatile and we are seeing significant price increases. The upward pricing was based on consolidation of manufacturers, reduced production by manufacturers and increased demand. We expect that memory pricing will continue to increase at a slower pace and in a less volatile manner."

Mr. Freeman continued, "We recently announced at the Storage Networking World trade show, a unique intelligent SAN optimization solution, XcelaSAN. XcelaSAN is the industry's first solution to deliver substantive application performance improvement to existing applications such as Oracle, SQL, Exchange and VMware. XcelaSAN augments existing storage systems by transparently applying intelligent caching algorithms that serve the most active block-level data from high-speed solid state storage, creating an intelligent, virtual solid state SAN. This breakthrough solution allows organizations to dramatically increase the performance of their existing business-critical applications without the costly hardware upgrades or over-provisioning of storage typically found in current solutions for increased performance. This product launch supports our corporate strategy to deliver data center solutions that optimize performance, leverage existing IT investments, and make measurable reductions in the total cost of ownership associated with these assets. On a limited basis this product is currently being shipped in our fiscal third quarter to select early install clients. We expect the product to be generally available early in 2010. Over the past 18 months, the Company has made significant investments in research and development, primarily associated with the development of this product. In the second quarter and first six months of the current fiscal year, we incurred approximately \$1.6 million and \$2.5 million, respectively of total expense in that area which compares to approximately \$254,000 and \$466,000 in the comparable prior year periods. Current year second quarter expenditures include approximately \$402,000 of non-recurring expense related to the development of this product. We anticipate our third quarter research and development costs to be less than \$1.0 million.

The Company incurred a net loss for the second quarter of the current fiscal year of \$1.6 million, or \$0.18 per diluted share, which compares to a net loss of \$393,000, or \$0.04 per diluted share for the comparable prior year period. Current fiscal year six months net loss totaled approximately \$2.6 million, or \$0.29 per diluted share, which compares to an approximate net loss of \$999,000, or \$0.11 per diluted share in same prior year period. Last fiscal year's six months net loss included a charge to selling, general and administrative expense of approximately \$716,000 related to a retirement agreement entered into with the Company's former chief executive officer.

Mr. Freeman concluded, "Our financial condition remains strong. Our current ratio is 3.8 and our book value is \$2.13 per share. I look forward to reporting on our progress next quarter."

## ABOUT DATARAM CORPORATION

Founded in 1967, Dataram is a worldwide leader in the manufacture of high-quality computer memory, storage and software products. Our products and services deliver IT infrastructure optimization, dramatically increase application performance and deliver substantial cost savings. Dataram solutions are deployed in 70 Fortune 100 companies and in mission-critical government and defense applications around the world. 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  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(In thousands, except per share amounts)  
(Unaudited)

	Second Quarter Ended October 31,		Six Months Ended October 31,	
	2009	2008	2009	2008
Revenues	\$ 10,673	\$ 7,059	\$ 19,863	\$ 14,622
Costs and expenses:				
Cost of sales	7,937	4,660	14,592	9,595
Engineering and development	259	302	512	634
Research and development	1,621	254	2,495	466
Selling, general and administrative	3,113	2,370	5,842	5,428
Stock-based compensation expense*	225	130	380	256
Intangible asset amortization	164	-	328	-
	<u>13,319</u>	<u>7,716</u>	<u>24,149</u>	<u>16,379</u>
Loss from operations	(2,646)	(657)	(4,286)	(1,757)
Other income (expense)	(12)	16	22	125
Loss before income taxes	(2,658)	(641)	(4,264)	(1,632)
Income tax benefit	(1,042)	(248)	(1,670)	(633)
Net loss	<u>\$ (1,616)</u>	<u>\$ (393)</u>	<u>\$ (2,594)</u>	<u>\$ (999)</u>

Net loss per share:

Basic	\$ (0.18)	\$ (0.04)	\$ (0.29)	\$ (0.11)
Diluted	\$ (0.18)	\$ (0.04)	\$ (0.29)	\$ (0.11)
Weighted average number of share outstanding:				
Basic	8,869	8,869	8,869	8,869
Diluted	8,869	8,869	8,869	8,869

\*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  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(In thousands)  
(Unaudited)

October 31, 2009      April 30, 2009

ASSETS

Current assets

Cash and case equivalents	\$ 4,120	\$ 12,525
Accounts receivable, net	5,434	3,381
Inventories	5,587	2,201
Deferred income taxes	511	300
Other current assets	213	126

Total current assets	15,865	18,533
----------------------	--------	--------

Deferred income taxes	4,730	3,282
-----------------------	-------	-------

Property and equipment, net	1,305	1,100
-----------------------------	-------	-------

Intangible assets, net	1,176	1,504
------------------------	-------	-------

Other assets	118	136
--------------	-----	-----

Total assets	\$ 23,194	\$ 24,555
--------------	-----------	-----------

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities

Accounts payable	\$ 2,497	\$ 1,386
Accrued liabilities	1,624	1,689

Total current liabilities	4,121	3,075
---------------------------	-------	-------

Accrued liabilities	219	381
---------------------	-----	-----

Stockholders' equity	18,854	21,099
----------------------	--------	--------

Total liabilities and stockholders' equity	\$ 23,194	\$ 24,555
--	-----------	-----------