

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): September 2, 2010

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 September 2, 2010 Dataram Corporation announced the results of operations for the first fiscal quarter ended July 31, 2010. 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 September 2, 2010 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: September 2, 2010 /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 2011 FIRST QUARTER FINANCIAL RESULTS

PRINCETON, N.J. September 2, 2010 - Dataram Corporation (NASDAQ: DRAM) today reported its financial results for its fiscal first quarter ended July 31, 2010. Revenues for the first quarter were \$12.7 million, which compares to \$9.2 million for the comparable prior year period and also compares to \$11.9 million for the prior sequential quarter. The Company incurred a pre-tax net loss for the first quarter of the current fiscal year of \$1.2 million which compares to a pre-tax net loss of \$1.6 million for the comparable prior year period and a pre-tax net loss of \$1.6 million for the prior sequential period.

John H. Freeman, Dataram's president and CEO commented, "Our memory solutions business continued to grow in our fiscal first quarter. The implementation of our sales and marketing strategy coupled with the gradual economic recovery is having a positive effect on demand for our products and our memory business is increasingly cash profitable."

Mr. Freeman stated, "The release schedule and development of our XcelaSAN product line is on track. Subsequent to the first quarter, we released the product with enhanced features and functionality which increases its ease of use, ease of installation and interoperability. We have accepted our first purchase order for this released version of XcelaSAN and have delivered and successfully installed the system. High Availability systems are still expected to be available for sale in December. We anticipate that our enhancements and the shipment of high availability systems will accelerate product sales and broaden market adoption. XcelaSAN is a unique intelligent Storage Area Network (SAN) optimization solution that delivers substantive application performance improvement to applications such as Oracle, SQL and VMware. XcelaSAN augments existing storage systems by transparently applying intelligent caching algorithms that serve the most active block-level data from high-speed storage, creating an intelligent, virtual solid state SAN. This breakthrough solution allows organizations to dramatically increase the performance of their business-critical applications without the costly hardware upgrades or over-provisioning of storage typically found in current solutions for increased performance.

Mr. Freeman continued, "We are continuing our investments in research and development in XcelaSAN and recognized that we required external financing to continue these investments. In July 2010, we entered into an agreement with a financial institution for secured debt financing of up to \$5.0 million. Also in July 2010, we entered into an agreement with a related party vendor to consign up to \$3.0 million of certain inventory into our manufacturing facilities. This will allow us to substantially reduce our inventory carrying requirements while still maintaining our ability to service our customers. We expect that these two agreements together with cash generated from our memory solutions business will generate sufficient liquidity for us to meet our operating plans for fiscal 2011."

The Company's net loss for the first quarter was of \$1,239,000, or \$0.14 per share which compares to net loss of \$978,000, or \$0.11 per share for the comparable prior year period. The prior fiscal year's first quarter net loss includes an income tax benefit of \$628,000 on which the Company subsequently placed a 100% valuation allowance in its third quarter of fiscal 2010.

Mr. Freeman concluded, "The turnaround of our memory solutions business is on track. Our memory solutions business is generating positive cash flow and growing. Our outlook for XcelaSAN is very robust, particularly as we move into High Availability systems later this year. We expect that the enhancements under development will further strengthen our value proposition and sales."

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.

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)

	First Quarter Ended July 31	
	2010	2009
Revenues	\$ 12,744	\$ 9,190
Costs and expenses:		
Cost of sales	9,621	6,655
Engineering and development	261	253
Research and development	871	874
Selling, general and administrative	2,855	2,728
Stock-based compensation expense*	158	156
Intangible asset amortization expense:	107	164
	<u>13,783</u>	<u>10,830</u>
Loss from operations	(1,129)	(1,640)
Other income (expense)	(109)	34
	<u>(1,239)</u>	<u>(1,606)</u>
Loss before income taxes	(1,239)	(1,606)

Income tax benefit	0	(628)
	<u> </u>	<u> </u>
Net loss	\$ (1,239)	\$ (978)
	<u> </u>	<u> </u>
Net loss per share:		
Basic	\$ (0.14)	\$ (0.11)
	<u> </u>	<u> </u>
Diluted	\$ (0.14)	\$ (0.11)
	<u> </u>	<u> </u>
Weighted average number of shares outstanding:		
Basic	8,918	8,869
	<u> </u>	<u> </u>
Diluted	8,918	8,869
	<u> </u>	<u> </u>

*Items are recorded as a component of operating costs and 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)

July 31, 2010 April 30, 2010

ASSETS

Current assets

Cash and cash equivalents	\$ 786	\$ 2,507
Accounts receivable, net	5,495	5,344
Inventories	5,748	6,872
Other current assets	209	87

Total current assets	<u>12,238</u>	<u>14,810</u>
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Property and equipment, net	942	1,117
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Other assets	100	105
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Intangible assets, net	760	867
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Goodwill	1,020	754
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Total assets	<u>\$ 15,060</u>	<u>\$ 17,653</u>
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LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities

Accounts payable	\$ 2,015	\$ 3,523
Accrued liabilities	1,734	1,738
Note payable to related party	1,000	1,000

Total current liabilities	<u>4,749</u>	<u>6,261</u>
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Stockholders' equity	<u>10,311</u>	<u>11,392</u>
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Total liabilities and stockholders' equity	<u>\$ 15,060</u>	<u>\$ 17,653</u>
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