

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): December 7, 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 December 7, 2010 Dataram Corporation announced the results of
operations for the second fiscal quarter ended October 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 December 7, 2010 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: December 7, 2010 /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 2011 SECOND QUARTER FINANCIAL RESULTS

PRINCETON, N.J. December 7, 2010 - Dataram Corporation (NASDAQ: DRAM) today reported its financial results for its fiscal second quarter and six months ended October 31, 2010. Revenues for the second quarter and first six months of fiscal 2011 were \$10.9 million and \$23.7 million, respectively, which compares to \$10.7 million and \$19.9 million for the comparable prior year periods. The Company incurred a pre-tax net loss for the second quarter of the current fiscal year of \$1.7 million which compares to a pre-tax net loss of \$2.7 million for the comparable prior year period. Six month pre-tax net loss totaled \$3.0 million versus \$4.3 million for the prior sequential period.

John H. Freeman, Dataram's president and CEO commented, "In the second quarter, our revenues and gross margin came under downward pricing pressure. Declining prices, along with our R&D investment in XcelaSAN were the primary contributors to our second quarter loss. Average selling prices in our memory business were lower by approximately 13 percent, when compared to first quarter levels. This was primarily due to the well-publicized industry wide decline in the price of memory. We are initiating actions to align our costs with our revenues. Those actions include the consolidation of our manufacturing facilities by the end of the current fiscal year as well as reducing our S, G & A expenses. Although we project continued growth in our memory solutions business, these actions should position the memory solutions business to operate profitably at current revenue levels."

Mr. Freeman continued, "The release schedule and development of our XcelaSAN product line is on track. In the second quarter, we released a product with enhanced features and functionality which increases its ease of use, ease of installation and interoperability. We have sold the first unit of our newly released version of XcelaSAN and have delivered and successfully installed systems at other clients. High Availability systems are scheduled for testing at customers this month and will be generally available in January. 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."

The Company's net loss for the second quarter was \$1.7 million, or \$0.19 per share which compares to a net loss of \$1.6 million, or \$0.18 per share for the comparable prior year period. Six month net loss totaled \$3.0 million versus \$2.6 million for the prior sequential period. The prior fiscal year's second quarter and six month net loss includes an income tax benefit of \$1.0 million and \$1.7 million, respectively, on which the Company subsequently placed a 100% valuation allowance in its third quarter of fiscal 2010.

Mr. Freeman concluded, "We are taking the necessary actions to ensure that our memory solutions business is generating positive cash flow and growing. Our outlook for XcelaSAN is very robust, particularly as High Availability systems come to market."

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
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)
(Unaudited)

	Second Quarter Ended		Six Month Ended	
	October 31,		October 31,	
	2010	2009	2010	2009
Revenues	\$ 10,949	\$ 10,673	\$ 23,693	\$ 19,863
Costs and expenses:				
Cost of sales	8,536	7,937	18,157	14,592
Engineering and development	225	259	486	512
Research and development	842	1,621	1,714	2,495
Selling, general and administrative	2,748	3,113	5,602	5,842
Stock-based compensation expense*	155	225	313	380
Intangible asset amortization	107	164	214	328
	<u>12,613</u>	<u>13,319</u>	<u>26,486</u>	<u>24,149</u>
Loss from operations	(1,664)	(2,646)	(2,793)	(4,286)
Other income (expense)	(51)	(12)	(161)	22

Loss before income taxes	(1,715)	(2,658)	(2,954)	(4,264)
Income tax benefit	0	(1,042)	0	(1,670)
Net loss	<u>\$ (1,715)</u>	<u>\$ (1,616)</u>	<u>\$ (2,954)</u>	<u>\$ (2,594)</u>
Net loss per share:				
Basic	<u>\$ (0.19)</u>	<u>\$ (0.18)</u>	<u>\$ (0.33)</u>	<u>\$ (0.29)</u>
Diluted	<u>\$ (0.19)</u>	<u>\$ (0.18)</u>	<u>\$ (0.33)</u>	<u>\$ (0.29)</u>
Weighted average number of shares outstanding:				
Basic	<u>8,918</u>	<u>8,869</u>	<u>8,918</u>	<u>8,869</u>
Diluted	<u>8,918</u>	<u>8,869</u>	<u>8,918</u>	<u>8,869</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)

October 31, 2010 April 30, 2010

ASSETS

Current assets

Cash and case equivalents	\$ 614	\$ 2,507
Accounts receivable, net	4,867	5,344
Inventories	5,296	6,872
Other current assets	252	87

Total current assets	<u>11,029</u>	<u>14,810</u>
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Property and equipment, net	831	1,117
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Other assets	86	105
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Intangible assets, net	652	867
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Goodwill	1,124	754
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Total assets	<u>\$ 13,722</u>	<u>\$ 17,653</u>
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LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities

Accounts payable	\$ 1,350	\$ 3,523
Accrued liabilities	1,087	1,738
Notes payable	2,533	1,000

Total current liabilities	<u>4,970</u>	<u>6,261</u>
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Stockholders' equity	<u>8,752</u>	<u>11,392</u>
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Total liabilities and stockholders' equity	<u>\$ 13,722</u>	<u>\$ 17,653</u>
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