

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): March 16, 2011

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 March 16, 2011 Dataram Corporation announced the results of operations for the third fiscal quarter ended January 31, 2011. 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 March 16, 2011 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: March 16, 2011 /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 2011 THIRD QUARTER FINANCIAL RESULTS

PRINCETON, N.J. March 16, 2011 - Dataram Corporation (NASDAQ: DRAM) today reported its financial results for its fiscal third quarter and nine months ended January 31, 2011. Revenues for the third quarter and first nine months of fiscal 2011 were \$11.9 million and \$35.6 million, respectively, which compares to \$12.3 million and \$32.1 million for the comparable prior year periods. The Company incurred a pre-tax net loss for the third quarter of the current fiscal year of \$0.8 million which compares to a pre-tax net loss of \$1.3 million for the comparable prior year period. Nine month pre-tax net loss totaled \$3.8 million versus \$5.5 million for the comparable prior year period.

John H. Freeman, Dataram's president and CEO commented, "The release schedule and development of our XcelaSAN product line is on track. We have completed our coding and testing of High Availability functionality. Systems with High Availability functionality are shipping to customers this quarter."

Walker Blount, a respected storage systems analyst at Web-Foot Research, a memory and storage research firm said, "The subtle beauty of the Dataram XcelaSAN Model 100 is mid-level enterprise users have the most cost-effective and true plug-and-play fast storage appliance (450,000 IOPS), resulting in ease of integration for existing enterprise architectures. It can be up and running in less than two hours in a Fibre Channel server system. Users are looking for solutions that are easy to implement and that provide real cost savings - XcelaSAN delivers on both."

Mr. Freeman continued, "In the third quarter, our revenues and gross margin recovered from the decline we experienced in our second quarter and were in line with our expectations. Nonetheless, we are proceeding with our plan to improve profitability and minimize the impact of periodic downward market fluctuations. We will complete the consolidation of our manufacturing facilities by the end of the current fiscal year and have already reduced our S, G & A expenses in our memory solutions business. We project continued growth in our memory solutions business. Our actions should position this business unit to operate more profitably at current revenue levels."

The Company's net loss for the third quarter was \$0.8 million, or \$0.09 per share which compares to a net loss of \$6.5 million, or \$0.73 per share for the comparable prior year period. Nine month net loss totaled \$3.8 million versus \$9.1 million for the prior comparable period. In the third quarter of the current fiscal year the Company's XcelaSAN development project met the accounting requirements of having established technological feasibility, and accordingly, the Company capitalized approximately \$0.8 million of XcelaSAN development costs. The net loss for the prior year three and nine months comparable periods includes income tax expense of \$5.3 million and \$3.6 million, respectively, and is comprised of a valuation allowance the Company placed on its deferred income tax assets.

Mr. Freeman concluded, "We have taken the necessary actions to ensure that our memory solutions business is profitable and growing. Our outlook for XcelaSAN is strong, particularly as High Availability functionality is now a reality."

### 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)

	Third Quarter Ended January 31,		Nine Months Ended January 31,	
	2011	2010	2011	2010
Revenues	\$ 11,873	\$ 12,284	\$ 35,566	\$ 32,147
Costs and expenses:				
Cost of sales	8,970	8,899	27,127	23,490
Engineering and development	237	220	723	732
Research and development	112	892	1,825	3,388
Selling, general and administrative	2,954	3,009	8,556	8,851
Stock-based compensation expense*	148	346	461	726
Intangible asset amortization	107	164	322	492
	<u>12,528</u>	<u>13,530</u>	<u>39,014</u>	<u>37,679</u>

Loss from operations	(655)	(1,258)	(3,448)	(5,532)
Other income (expense)	(179)	(11)	(339)	11
Loss before income taxes	(834)	(1,257)	(3,787)	(5,521)
Income tax expense	5	5,281	5	3,611
Net loss	\$ (839)	\$ (6,538)	\$ (3,792)	\$ (9,132)
Net loss per share:				
Basic	\$ (0.09)	\$ (0.73)	\$ (0.43)	\$ (1.03)
Diluted	\$ (0.09)	\$ (0.73)	\$ (0.43)	\$ (1.03)
Weighted average number of shares outstanding:				
Basic	8,928	8,869	8,920	8,882
Diluted	8,928	8,869	8,920	8,882

\*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)

January 31, 2011    April 30, 2010

ASSETS

Current assets

Cash and cash equivalents	\$ 466	\$ 2,507
Accounts receivable, net	3,573	5,344
Inventories	5,108	6,872
Other current assets	328	87

Total current assets	9,475	14,810
----------------------	-------	--------

Property and equipment, net	787	1,117
-----------------------------	-----	-------

Other assets	83	105
--------------	----	-----

Intangible assets, net	1,313	867
------------------------	-------	-----

Goodwill	1,186	754
----------	-------	-----

Total assets	\$ 12,844	\$ 17,653
--------------	-----------	-----------

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities

Accounts payable	\$ 2,199	\$ 3,523
Accrued liabilities	704	1,738
Notes payable	1,867	1,000

Total current liabilities	4,770	6,261
---------------------------	-------	-------

Stockholders' equity	8,074	11,392
----------------------	-------	--------

Total liabilities and  
stockholders' equity

---

\$ 12,844    \$ 17,653

---

---