

Registration No. 333-173212

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

PRE-EFFECTIVE AMENDMENT NO. 1 TO
Form S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

DATARAM CORPORATION

(Exact name of registrant as specified in its charter)

New Jersey 22-1831409

(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

P.O. Box 7528, Princeton, NJ 08543

(Address of principal executive offices) (Zip Code)

(609) 799-0071

(Registrant's telephone number, including area code)

Agent For Service

MARK E. MADDOCKS
Dataram Corporation
186 Princeton-Hightstown Road
West Windsor, New Jersey 08550
(609) 799-0071

With Copies To:

THOMAS J. BITAR, ESQ.
Dillon, Bitar & Luther, L.L.C.
200 Park Avenue, Suite 301
Florham Park, NJ 07932
(973) 539-3100

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [x]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. []

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. []

Large accelerated filer [] Accelerated filer []
Non-accelerated filer [] Smaller reporting company [x]

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Offering:		
Common Stock, \$1.00 par value per share	(2)	-
Debt Securities	(2)	-
Warrants	(2)	-
Units	(2)	-
Total Offering	\$20,000,000.00	\$2,322.00(3)

(1) There are being registered hereunder such indeterminate number of shares of common stock, such indeterminate principal amount of debt securities, such indeterminate number of warrants to purchase common stock or debt securities, and such indeterminate number of units, as shall have an aggregate initial offering price not to exceed \$20,000,000.00. If any debt securities are issued at an original issue discount, then the offering price of such debt securities shall be in such greater principal amount as shall result in an aggregate initial offering price not to exceed \$20,000,000.00, less the aggregate dollar amount of all securities previously issued hereunder. Any securities registered hereunder may be sold separately or as units with other securities registered hereunder. The proposed maximum initial offering price per unit will be determined, from time to time, by the registrant in connection with the issuance by the registrant of the securities registered hereunder. The securities registered also include such indeterminate number of shares of common stock and amount of debt securities as may be issued upon conversion of or exchange for debt securities that provide for conversion or exchange, upon exercise of warrants or pursuant to the anti-dilution provisions of any such securities. In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended, the shares being registered hereunder include such indeterminate number of shares of common stock as may be issuable with respect to the shares being registered hereunder as a result of stock splits, stock dividends or similar transactions.

(2) The proposed maximum aggregate offering price per class of security will be determined from time to time by the registrant in connection with the issuance by the registrant of the securities registered hereunder and is not specified as to each class of security pursuant to General Instruction II(D) of Form S-3 under the Securities Act of 1933, as amended.

(3) Calculated pursuant to Rule 457(o) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant hereby amends this registration statement on such date as may

be necessary to delay its effective date until we shall further file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The registrant hereby amends Item 16 to include the following amended exhibits:

Item 16. Exhibits and Financial Statement Schedules

(a) Exhibits.

3(a) Restated Certificate of Incorporation. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2008, filed with the Securities and Exchange Commission, SEC file number 001-08266, on July 25, 2008.*

3(b) By-Laws. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2008, filed with the Securities and Exchange Commission, SEC file number 001-08266, on July 25, 2008.*

4(a) Specimen certificate for shares of common stock.*

4(b) Form of Indenture.*

4(c) Form of Debt Security (included in Exhibit 4(b)).*

4(d) Form of Warrant Agreement.***

4(e) Form of Warrant.***

5.1 Opinion of Dillon, Bitar & Luther, L.L.C.**

23(a) Consent of J.H. Cohn LLP.*

23(b) Consent of Dillon, Bitar & Luther, L.L.C. (contained in Exhibit 5.1).**

24 Powers of Attorney (included on the signature pages to the original Registration Statement).*

25 Statement of Eligibility of Trustee for the Debt Securities.****

* Previously filed.

** Amended Exhibit filed herewith.

*** To be filed, if necessary, on an exhibit to a post-effective amendment to this registration statement or as an exhibit to a Current Report on Form 8-K to be filed by the registrant in connection with a specific offering, and incorporated herein by reference.

**** To be filed pursuant to Section 305(b)(2) of the Trust Indenture Act.

(b) Financial Statement Schedules.

Not applicable.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant, Dataram Corporation, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of West Windsor, State of New Jersey, on the 22nd day of April, 2011.

DATARAM CORPORATION

By: /s/ MARK E. MADDOCKS

Mark E. Maddocks
Vice President, Finance

Date: April 22, 2011 *

Roger C. Cady, Chairman of the
Board of Directors

Date: April 22, 2011 *

John H. Freeman, President,
Chief Executive Officer and
Director

Date: April 22, 2011 *

Thomas A. Majewski, Director

Date: April 22, 2011 *

Rose Ann Giordano, Director

Date: April 22, 2011 By: /s/ MARK E. MADDOCKS

Mark E. Maddocks
Vice President, Finance
(Principal Financial & Accounting Officer)

* By: /s/ MARK E. MADDOCKS
Mark E. Maddocks
Attorney in Fact

OPINION OF COUNSEL

April 22, 2011

Dataram Corporation
186 Princeton-Hightstown Road
West Winsor, New Jersey 08550

Re: Dataram Corporation
Registration Statement on Form S-3

Ladies and Gentlemen:

We are providing this opinion letter in our capacity as counsel to Dataram Corporation, a New Jersey corporation (the "Company"), in connection with the filing by the Company of a registration statement on Form S-3 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), with the United States Securities and Exchange Commission (the "Commission"). The Registration Statement relates to the sale by the Company of (a) Common Stock, one dollar par value per share, (b) Debt Securities, (c) Warrants, (d) Units, and (e) any combination of the foregoing (collectively, the "Securities") to be issued by the Company in the future upon the filing of an appropriate amendment to the Registration Statement and/or Supplement to the Prospectus contained therein. The Debt Securities will be issued pursuant to an indenture by and among the Company, as issuer, and a trustee to be selected by the Company (the "Trustee"), in the form included as Exhibit 4.2 to the Registration Statement, as such indenture may be amended or supplemented from time to time (the "Indenture").

You have requested that we render the opinion set forth in this letter and we are furnishing this opinion in accordance with the requirements of Part II, Item 16 of Form S-3 and Item 601(b)(5)(i) of Regulation S-K promulgated by the Commission under the Securities Act.

In connection with the foregoing registration, we have examined originals, or copies certified or otherwise identified to our satisfaction, of (i) the form of Registration Statement and the form of Indenture, each as provided to us by the Company, (ii) the Company's Restated Certificate of Incorporation, as amended and restated to date (the "Certificate of Incorporation"), (iii) the Company's By-Laws, as amended and/or restated to date (the "By-Laws"), (iv) certain resolutions of the Board of Directors of the Company relating to the Registration Statement, and (v) such other documents as we have deemed necessary or appropriate for purposes of rendering the opinion set forth herein.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such latter documents. With your consent, we have also assumed (a) that each of the Debt Securities and the Indenture, and any other documents executed by parties other than the Company with respect to the Securities (collectively, the "Documents") have been duly authorized, executed and delivered by the parties thereto other than the Company, (b) that the Documents constitute legally valid and binding obligations of the parties thereto other than the Company, enforceable against each of them in accordance with their respective terms, and (c) that the status of the Documents as legally valid and binding obligations of the parties is not affected by any (i) breaches of, or defaults under, agreements or instruments, (ii) violations of statutes, rules, regulations or court or governmental orders, or (iii) failures to obtain required consents, approvals or authorizations from, or to make required registrations, declarations or filings with, governmental authorities. As to any facts material to the opinion expressed herein that were not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others.

Based upon and subject to the foregoing, we are of the opinion that:

1. When an issuance of Common Stock has been duly authorized by all necessary corporate action of the Company, upon issuance, delivery and payment therefor and in an amount not less than the par value thereof, in an amount less than or equal to the number of shares of Common Stock authorized by the Company's Certificate of Incorporation remaining available for issuance and in the manner contemplated by the Registration Statement and Prospectus Documents and by such corporate action, such shares of Common Stock will be validly issued, fully paid and nonassessable.

2. When an appropriately qualified trustee has been selected and agrees to act as Trustee under the Indenture, the Indenture has been duly authorized, executed and delivered by the Company, and the specific terms of any particular series of Debt Securities have been duly established in accordance with the Indenture and applicable law and authorized by all necessary corporate action of the Company (including, without limitation, by the adoption by the Board of Directors of the Company of resolutions duly authorizing the issuance and delivery of such Debt Securities), and when any such Debt Securities have been duly executed and issued by the Company, duly authenticated by the Trustee and duly delivered by or on behalf of the Company against payment therefore in accordance with the Indenture and in the manner contemplated by the Registration Statement and Prospectus Documents and by such corporate action, such Debt Securities will be the legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

3. When a Warrant Agreement has been duly authorized, executed and delivered by the Company in accordance with applicable law, the specific terms of a particular issuance of Warrants have been duly established in accordance with the Warrant Agreement and authorized by all necessary corporate action of the Company, and the Warrants have been duly executed, authenticated, issued and delivered against payment therefore in accordance with the Warrant Agreement and in the manner contemplated by the Registration Statement and Prospectus Documents and by such corporate action (assuming the securities issuable upon exercise of the Warrants have been duly authorized and reserved for issuance by all necessary corporate action and in accordance with applicable law), the Warrants will be legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

4. When Units have been duly authorized, executed and delivered by the Company in accordance with applicable law, the specific terms of a particular issuance of Units have been duly established and authorized by all necessary corporate action of the Company, and the Units have been duly executed, authenticated, issued and delivered against payment therefore in accordance with the Warrant Agreement and in the manner contemplated by the Registration Statement and Prospectus Documents and by such corporate action (assuming the securities issuable upon exercise of the Units have been duly authorized and reserved for issuance by all necessary corporate action and in accordance with applicable law), the Units will be legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

Our opinions are limited to the laws of the states of New York and New Jersey. Our opinions are subject to: (i) the effect of bankruptcy, insolvency, reorganization, preference, fraudulent transfer, moratorium or other similar laws relating to or affecting the rights and remedies of creditors; (ii) the effect of general principles of equity, whether considered in a proceeding in equity or at law (including the possible unavailability of specific performance or injunctive relief), concepts of materiality, reasonableness, good faith and fair dealing, and the discretion of the court before which a proceeding is brought; (iii) the invalidity under certain circumstances under law or court decisions of provisions providing for the indemnification of or contribution to a party with respect to a liability where such indemnification or contribution is contrary to public policy; and (iv) we express no opinion as to (a) any provision for liquidated damages, default interest, late charges, monetary penalties, make-whole premiums or other economic remedies to the extent such provisions are deemed to constitute a penalty, (b) consents to, or restrictions upon, governing law, jurisdiction, venue, arbitration, remedies or judicial relief, (c) any waiver of rights or defenses under usury laws; (d) any provision requiring the payment of attorneys' fees, where such payment is contrary to law or public policy; (e) any provision permitting, upon acceleration of the Debt Securities, collection of that portion of the

stated principal amount thereof which might be determined to constitute unearned interest thereon; and (f) the severability, if invalid, of provisions to the foregoing effect.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. We assume no obligation to revise or supplement this opinion should the present laws of the State of New Jersey be changed by legislative action, judicial decision or otherwise.

Very truly yours,

/s/ Dillon, Bitar & Luther, L.L.C.

DILLON, BITAR & LUTHER, L.L.C.