

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 14, 2011**

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))
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Section 2 - Financial Information

Item 2.02. Results of Operations and Financial Condition.

On September 14, 2011 Dataram Corporation announced the results of operations for the first fiscal quarter ended July 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 September 14, 2011 announcing first 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: September 14, 2011

/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 2012 FIRST QUARTER FINANCIAL RESULTS

PRINCETON, N.J. September 14, 2011 — Dataram Corporation (NASDAQ: DRAM) today reported its financial results for its fiscal first quarter ended July 31, 2011. Revenues for the first quarter were \$10.3 million, which compares to \$12.7 million for the comparable prior year period. The Company's net loss for the first quarter totaled \$854,000, or \$0.08 per share which compares to net loss of \$1,239,000, or \$0.14 per share for the comparable prior year period.

John H. Freeman, Dataram's president and CEO commented, "Memory pricing declined by approximately 15% in the first quarter of the current fiscal year from the prior sequential quarter, which impacted our revenues. Our gross margins remained strong, averaging approximately 28% and contributed to our memory solutions business operating profitably in the fiscal first quarter. The implementation of our manufacturing facilities consolidation coupled with other cost containment initiatives is having a positive effect on our memory business, which is increasingly cash profitable."

Mr. Freeman continued, "In the first quarter, we continued to invest in XcelaSAN development, quality assurance and testing. Our development team has successfully designed and developed new functions and capabilities over the past fifteen months. These functions are part of a robust multi-year roadmap which will insure XcelaSAN a place in the storage hierarchy. Our recent development of enhancements and functions position us well for the next twelve months and we anticipate a declining requirement for development infrastructure over the next few quarters. We are presently taking actions to reduce our infrastructure costs by approximately \$650,000 per quarter. The product is currently installed and being evaluated for purchase at selected customer sites. These tests continue to affirm that XcelaSAN provides significant performance improvements over traditional solutions at dramatically less cost.

On May 17, 2011, the Company and certain investors closed a securities purchase agreement pursuant to which the Company agreed to sell an aggregate of 1,775,000 shares of its common stock and warrants to purchase a total of 1,331,250 shares of its common stock to such investors. The aggregate net proceeds of such offering and sale, after deducting fees to the Placement Agent and other estimated offering expenses payable by the Company, was approximately \$3.0 million.

Mr. Freeman concluded, "Our memory solutions business is profitable and generating positive cash flow. In the first quarter we secured the financing, which coupled with the expense containment actions, we believe necessary to sustain the Company through the period of the XcelaSAN product launch."

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,

	2011	2010
Revenues	\$ 10,270	\$ 12,744
Costs and expenses:		
Cost of sales	7,375	9,621
Engineering and development	169	261
Research and development	0	871
Selling, general and administrative	3,277	2,855
Stock-based compensation expense*	148	158
Intangible asset amortization expense*	41	107
	<u>11,010</u>	<u>13,873</u>
Loss from operations	(740)	(1,129)
Other income (expense)	(114)	(110)
Loss before income taxes	(854)	(1,239)
Income tax benefit	0	0
Net loss	<u>\$ (854)</u>	<u>\$ (1,239)</u>
Net loss per share:		
Basic	<u>\$ (0.08)</u>	<u>\$ (0.14)</u>
Diluted	<u>\$ (0.08)</u>	<u>\$ (0.14)</u>
Weighted average number of shares outstanding:		
Basic	<u>10,395</u>	<u>8,918</u>
Diluted	<u>10,395</u>	<u>8,918</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, 2011 April 30, 2011

ASSETS

Current assets

Cash and cash equivalents	\$ 747	\$ 345
Accounts receivable, net	3,838	4,630
Inventories	5,333	5,462
Other current assets	162	128

Total current assets	10,080	10,565
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Property and equipment, net	1,030	962
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Other assets	97	111
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Intangible assets, net	2,532	1,940
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Goodwill	1,299	1,242
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Total assets	\$ 15,038	\$ 14,820
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LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities

Note payable-revolving credit line	\$ 1,025	\$ 2,154
Accounts payable	1,935	2,945
Accrued liabilities	905	840
Due to related party	1,500	1,500

Total current liabilities	5,365	7,439
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Stockholders' equity	9,673	7,381
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Total liabilities and stockholders' equity	\$ 15,038	\$ 14,820
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