

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, 2012**

DATARAM CORPORATION

(Exact name of registrant as specified in charter)

New Jersey
State or other jurisdiction
of incorporation)

1-8266
(Commission
File Number)

22-18314-09
(IRS Employer
Identification No.)

Route 571, P. O. Box 7258, Princeton, NJ
(Address of principal executive offices)

08543-7528
(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 March 16, 2012 Dataram Corporation announced the results of operations for the third fiscal quarter ended January 31, 2012. 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, 2012 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: MARC P. PALKER

Date: March 16, 2012

/s/ Marc P. Palker

Marc P. Palker
Chief Financial Officer



Dataram Contact:
Marc Palker
CFO
609-799-0071
info@dataram.com

PRESS RELEASE

DATARAM REPORTS FISCAL 2012 THIRD QUARTER FINANCIAL RESULTS

PRINCETON, N.J. March 16, 2012 — Dataram Corporation (NASDAQ: DRAM) today reported its financial results for its fiscal third quarter and nine months ended January 31, 2012. Revenues for the third quarter and first nine months of fiscal 2012 were \$8.4 million and \$29.1 million, respectively, which compares to \$11.9 million and \$35.6 million for the comparable prior year periods. The Company incurred a tax net loss for the second quarter of the current fiscal year of \$4.2 million which compares to a net loss of \$0.8 million for the comparable prior year period. Nine month net loss totaled \$6.2 million versus \$3.8 million for the prior comparable period.

John H. Freeman, Dataram's President and CEO commented, "In the third quarter, our revenues and gross margin continued to come under downward pricing pressure. Declining prices, worldwide industry softness along with one time charges related to XcelaSAN[®] were the primary contributors to our third quarter loss. SSD supply shortages and the delay in the availability of the Sandy Bridge technology impacted industry server sales which also impacts one of Dataram's larger sales opportunities. We expect sales opportunities to improve during the next 90 days."

Mr. Freeman continued, "In the third quarter, we established that the features and functions currently available in XcelaSAN[®] are robust and able to meet the needs of the marketplace. Based on this foundation we have further reduced our XcelaSAN[®] development costs to focus on client installations and our new Dell platform. The product is currently installed at selected customer sites and new customers are evaluating for purchase. Tests continue to affirm that XcelaSAN[®] provides significant performance improvements over traditional solutions at dramatically less cost. In addition to pursuing a traditional sales strategy for XcelaSAN[®], management is also pursuing alternative means to monetize the Company's investment in the XcelaSAN[®] product line."

On March 9, 2012, Dataram received an offer to sell patents which were issued to Dataram over the past few years. The offer preserves the right for Dataram to use the patents. Dataram also retains the right to sell a transferable license to another company. The ability to use the patents and also have a transferable license satisfies our needs while providing a path to recoup a portion of our investment and increase value to our shareholders. This is the first time in Dataram's 44 year history we have invested time and money to formally create, write and apply for patents. The patents protect XcelaSAN[®] and other storage architectures. Management expects to monetize the investment in patents.

Mr. Freeman concluded, "We are taking the necessary actions to ensure that our business rebounds to generate positive cash flow and growth. We have secured financing and instituted expense containment actions that we believe are necessary to sustain the Company."

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)

| | Third Quarter Ended | | Nine Months Ended | |
|---|----------------------------|------------------|--------------------------|-------------------|
| | January 31, | | January 31, | |
| | 2012 | 2011 | 2012 | 2011 |
| Revenues | \$ 8,420 | \$ 11,873 | \$ 29,096 | \$35,566 |
| Costs and expenses: | | | | |
| Cost of sales | 6,750 | 8,970 | 22,010 | 27,127 |
| Engineering and development | 169 | 237 | 523 | 723 |
| Research and development | - | 112 | - | 1,825 |
| Selling, general and administrative | 3,025 | 2,954 | 9,515 | 8,556 |
| Impairment of capitalized software | 2,387 | - | 2,387 | - |
| Stock-based compensation expense* | 95 | 148 | 378 | 461 |
| Intangible asset amortization* | 41 | 107 | 123 | 322 |
| | <u>12,467</u> | <u>12,528</u> | <u>34,936</u> | <u>39,014</u> |
| Loss from operations | (4,047) | (655) | (5,840) | (3,448) |
| Other expense | <u>(131)</u> | <u>(179)</u> | <u>(370)</u> | <u>(339)</u> |
| Loss before income taxes | (4,178) | (834) | (6,210) | (3,787) |
| Income tax expense | <u>5</u> | <u>5</u> | <u>5</u> | <u>5</u> |
| Net loss | <u>\$ (4,183)</u> | <u>\$ (839)</u> | <u>\$ (6,215)</u> | <u>\$ (3,792)</u> |
| Net loss per share: | | | | |
| Basic | <u>\$ (0.39)</u> | <u>\$ (0.09)</u> | <u>\$ (0.59)</u> | <u>\$ (0.43)</u> |
| Diluted | <u>\$ (0.39)</u> | <u>\$ (0.09)</u> | <u>\$ (0.59)</u> | <u>\$ (0.43)</u> |
| Weighted average number of shares outstanding: | | | | |
| Basic | <u>10,703</u> | <u>8,928</u> | <u>10,600</u> | <u>8,920</u> |
| Diluted | <u>10,703</u> | <u>8,928</u> | <u>10,600</u> | <u>8,920</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)

| | <u>January 31, 2012</u> | <u>April 30, 2011</u> |
|---|-------------------------|-----------------------|
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | \$ 739 | \$ 345 |
| Accounts receivable, net | 2,763 | 4,630 |
| Inventories | 3,324 | 5,462 |
| Other current assets | 96 | 128 |
| Total current assets | <u>6,922</u> | <u>10,565</u> |
| Property and equipment, net | 783 | 962 |
| Other assets | 82 | 111 |
| Intangible assets, net | 337 | 1,940 |
| Goodwill | <u>1,453</u> | <u>1,242</u> |
| Total assets | <u>\$ 9,577</u> | <u>\$ 14,820</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities | | |
| Note payable-revolving credit line | \$ 1,471 | \$ 2,154 |
| Accounts payable | 706 | 2,945 |
| Accrued liabilities | 858 | 840 |
| Due to related party – current portion | 233 | 1,500 |
| Total current liabilities | <u>3,268</u> | <u>7,439</u> |
| Due to related party – long term | 1,767 | - |
| Total liabilities | <u>5,035</u> | <u>7,439</u> |
| Stockholders' equity | <u>4,542</u> | <u>7,381</u> |
| Total liabilities and stockholders' equity | <u>\$ 9,577</u> | <u>\$ 14,820</u> |