

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): **April 2, 2012**

**DATARAM CORPORATION**

(Exact name of registrant as specified in charter)

<b>New Jersey</b>	<b>1-8266</b>	<b>22-18314-09</b>
State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<b>Route 571, P. O. Box 7258, Princeton, NJ</b>		<b>08543-7528</b>
(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))

**Item 8.01 Other Events**

On May 3, 2012, Dataram Corporation (the "Company") issued a press release announcing the signing of a new term sheet with its existing lender. A copy of the Company's press release is being furnished as Exhibit 99.1 to this Current Report.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 99.1            Press release announcing the signing of a new term sheet with its existing lender (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

Date:    May 3, 2012

/s/ Marc P. Palker

By: Marc P. Palker  
Chief Financial Officer

**DATARAM SIGNS NEW TERM SHEET WITH EXISTING LENDER****May 3, 2012**

**Princeton, NJ, May 3, 2012** — Dataram Corporation [NASDAQ: DRAM], a leading international manufacturer of computer memory, storage and software products, announced today that it has signed a new term sheet with its existing lender. The term sheet provides for a reduction in the interest rate of approximately 25%, the elimination of the three clearing days for calculating the outstanding balance and increased availability based on formula by approximately \$1,200,000. The reduction in interest rate and clearing days will result in lower finance costs for the term of the agreement. The term sheet is subject to final documentation and the establishment of certain financial covenants. The total line remains at its current level of \$3,500,000.

**About Dataram**

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 [www.sec.gov](http://www.sec.gov).*

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