

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): **July 27, 2012**

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 July 27, 2012, Dataram Corporation announced the results of operations for the fourth fiscal quarter and fiscal year ended April 30, 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 July 27, 2012 announcing fourth quarter and fiscal year 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: July 27, 2012

/s/ Marc P. Palker

Marc P. Palker
Chief Financial Officer



PRESS RELEASE

Dataram Contact:
Marc P. Palker
CFO
609-799-0071 ext.2207
info@dataram.com

DATARAM REPORTS FISCAL 2012 FOURTH QUARTER AND ANNUAL FINANCIAL RESULTS

PRINCETON, N.J. July 27, 2012 — Dataram Corporation (NASDAQ: DRAM) today reported its financial results for its fourth fiscal quarter and year ended April 30, 2012. Revenues for the fourth quarter and twelve months of fiscal 2012 were \$7.0 million and \$36.1 million, respectively, which compares to \$11.3 million and \$46.8 million for the comparable prior year periods. The Company reported net income of \$3.0 million for the fourth quarter as a result of the sale of patents which compares to a net loss of \$0.8 million for the comparable prior year period. The twelve month net loss totaled \$3.3 million versus \$4.6 million for the prior comparable period.

John H. Freeman, Dataram's President and CEO commented, "I am disappointed in this year's revenue decline after two years of growth outpacing the industry. The primary factor impacting revenue was a 43% industry decline in material cost per gigabyte. I look forward to a return to growth this year.

We were able to monetize our patent portfolio in the fourth quarter with the sale and license back of 13 patents which contributed \$4.1M to our business. I am especially pleased with our patent sale since it was a result of a new and successful initiative Dataram started in 2009 to build a patent portfolio.

In the third quarter we began to reallocate resources to our RAMDisk product. Since then RAMDisk has generated increasing interest and presence in the personal and commercial marketplace. It is a price performance leader in the virtual RAM drive software market and is being used in specialized commercial products.

Our web sales tripled and now contribute over 12% of our business. We've invested in developing a unique web based quote to order app that results in Dataram being a more responsive and valued partner and supplier to our customers."

Mr. Freeman concluded, "We are actively pursuing and working on opportunities that we expect will generate growth and profits for Dataram in 2013 and beyond. The experiences, knowledge and assets we have gained in the development and sales of caching software and solid state products are a strong foundation for growth. Clients and partners are pursuing us to work with them in these areas. 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 and Subsidiaries
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)
(Unaudited)

	Fourth Quarter Ended April 30,		Twelve Months Ended April 30,	
	2012	2011	2012	2011
Revenues	\$ 6,983	\$ 11,281	\$ 36,079	\$ 46,847
Costs and expenses:				
Cost of sales	5,499	8,650	27,509	35,777
Engineering and development	168	256	691	980
Research and development	0	0	0	1,843
Selling, general and administrative	2,244	2,927	11,758	11,483
Impairment of capitalized software	0	0	2,387	0
Stock-based compensation expense*	72	142	451	585
Intangible asset amortization*	41	85	164	407
	<u>8,024</u>	<u>12,060</u>	<u>\$ 42,960</u>	<u>\$ 51,075</u>
Loss from operations	(1,041)	(779)	(6,881)	(4,228)
Other income (expense)	<u>3,998</u>	<u>(62)</u>	<u>3,627</u>	<u>(401)</u>
Income (loss) before income taxes	2,957	(841)	(3,254)	(4,629)
Income tax expense	<u>0</u>	<u>0</u>	<u>5</u>	<u>5</u>
Net income (loss)	<u>\$ 2,957</u>	<u>\$ (841)</u>	<u>\$ (3,259)</u>	<u>\$ (4,634)</u>
Net income (loss) per share:				
Basic	<u>\$ 0.28</u>	<u>\$ (0.09)</u>	<u>\$ (0.31)</u>	<u>\$ (0.52)</u>
Diluted	<u>\$ 0.28</u>	<u>\$ (0.09)</u>	<u>\$ (0.31)</u>	<u>\$ (0.52)</u>
Weighted average number of shares outstanding:				
Basic	<u>10,703</u>	<u>8,928</u>	<u>10,626</u>	<u>8,923</u>
Diluted	<u>10,703</u>	<u>8,928</u>	<u>10,626</u>	<u>8,923</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-K.

DATARAM CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)
(Unaudited)

	<u>April 30,</u> <u>2012</u>	<u>April 30,</u> <u>2011</u>
ASSETS		
Current assets		
Cash and cash equivalents	\$ 3,275	\$ 345
Accounts receivable, net	2,605	4,630
Inventories	2,932	5,462
Other current assets	116	127
Total current assets	<u>8,928</u>	<u>10,564</u>
Property and equipment, net	698	963
Other assets	54	111
Intangible assets, net	297	1,940
Goodwill	<u>1,453</u>	<u>1,242</u>
Total assets	<u>\$ 11,430</u>	<u>\$ 14,820</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Note payable-revolving credit line	\$ 121	\$ 2,154
Accounts payable	1,017	2,945
Accrued liabilities	766	840
Due to related party – current portion	<u>333</u>	<u>1,500</u>
Total current liabilities	2,237	7,439
Due to related party – long term	<u>1,667</u>	<u>—</u>
Total liabilities	3,904	7,439
Stockholders' equity	<u>7,526</u>	<u>7,381</u>
Total liabilities and stockholders' equity	<u>\$ 11,430</u>	<u>\$ 14,820</u>