

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): **December 21, 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))

Section 2 - Financial Information

Item 2.02. Results of Operations and Financial Condition.

On December 21, 2012, Dataram Corporation announced the results of operations for fiscal 2013 second quarter ended October 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 December 21, 2012 announcing the results of operations for fiscal 2013 second quarter ended October 31, 2012. (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: December 21, 2012

By: /s/ MARC P. PALKER

Marc P. Palker

Chief Financial Officer



PRESS RELEASE

Dataram Contact:

Marc P. Palker
Chief Financial Officer
609-799-0071
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DATARAM REPORTS FISCAL 2013 SECOND QUARTER FINANCIAL RESULTS

PRINCETON, N.J. December 21, 2012— Dataram Corporation (NASDAQ: DRAM) today reported its financial results for the three and six months ended October 31, 2012. Revenues for the three and six months ended October 31, 2012 were \$7.0 million and \$15.0 million, respectively, which compares to \$10.4 million and \$20.7 million for the comparable prior year periods. The Company incurred a net loss for the three months ended October 31, 2012 of \$1.2 million which compares to a net loss of \$1.2 million for the comparable prior year period. For the six months ended October 31, 2012, the net loss totaled \$2.2 million as compared to \$2.0 million for the prior comparable period. The Company recorded a charge to cost of sales of approximately \$220,000 in the three months ended October 31, 2012 completing the write down of XcelaSAN product inventory.

John H. Freeman, Dataram's president and CEO commented, "The economy and especially the semiconductor industry continued to be soft due to oversupply of raw materials and reduced customer infrastructure investment. Since the close of our second quarter on October 31, 2012 we have seen a stabilization and increase in pricing which can positively impact our memory business in for the balance of the fiscal year."

In addition to a healthier semiconductor industry, we expect the two agreements which the Company entered into last quarter will generate growth and profits for Dataram in 2013 and beyond. One with Shoreline Memory Inc. ("Shoreline") and the other with Advanced Micro Devices, Inc. ("AMD") for the purpose of expanding our customer base and product offerings. The Shoreline Agreement provides for Dataram to fulfill 50% of the orders Shoreline receives from its primary customers. The second agreement with AMD provides for Dataram to develop and sell AMD licensed and branded versions of its RAMDisk software. AMD's Radeon RAMDisk will target the gaming enthusiast community. Management is unable to determine the extent that such agreements will generate revenues in the next two (2) quarters. However, the Company believes these agreements will provide new revenue sources and expanded markets for the Company's products.

Mr. Freeman concluded, “These recent agreements and other new opportunities we are currently pursuing should provide new sources of revenue, profit and growth for Dataram in 2013 and beyond. The experience, knowledge and assets we have gained from our current RAMDisk product, in the development of caching software and in solid state products are building a strong foundation for growth.”

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)

| | Second Quarter Ended October 31, | | Six Months Ended October 31, | |
|---|-------------------------------------|-------------------|---------------------------------|-------------------|
| | 2012 | 2011 | 2012 | 2011 |
| Revenues | \$ 6,959 | \$ 10,406 | \$ 14,958 | \$ 20,676 |
| Costs and expenses: | | | | |
| Cost of sales | 5,772 | 7,885 | 12,076 | 15,260 |
| Engineering and development | 190 | 185 | 396 | 354 |
| Selling, general and administrative | 2,069 | 3,213 | 4,283 | 6,490 |
| Stock-based compensation expense* | 79 | 135 | 179 | 283 |
| Intangible asset amortization* | 41 | 41 | 82 | 82 |
| | <u>8,151</u> | <u>11,459</u> | <u>17,016</u> | <u>22,469</u> |
| Loss from operations | (1,192) | (1,053) | (2,058) | (1,793) |
| Other expense | <u>(56)</u> | <u>(126)</u> | <u>(165)</u> | <u>(240)</u> |
| Loss before income taxes | (1,248) | (1,179) | (2,223) | (2,033) |
| Income tax benefit | <u>0</u> | <u>0</u> | <u>0</u> | <u>0</u> |
| Net loss | <u>\$ (1,248)</u> | <u>\$ (1,179)</u> | <u>\$ (2,223)</u> | <u>\$ (2,033)</u> |
| Net loss per share: | | | | |
| Basic | <u>\$ (0.12)</u> | <u>\$ (0.11)</u> | <u>\$ (0.21)</u> | <u>\$ (0.19)</u> |
| Diluted | <u>\$ (0.12)</u> | <u>\$ (0.11)</u> | <u>\$ (0.21)</u> | <u>\$ (0.19)</u> |
| Weighted average number of shares outstanding: | | | | |
| Basic | <u>10,703</u> | <u>10,703</u> | <u>10,703</u> | <u>10,549</u> |
| Diluted | <u>10,703</u> | <u>10,703</u> | <u>10,703</u> | <u>10,549</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)

| | October 31, 2012 | April 30, 2012 |
|---|-------------------------|-----------------------|
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | \$ 741 | \$ 3,275 |
| Accounts receivable, net | 2,651 | 2,605 |
| Inventories | 3,818 | 2,932 |
| Other current assets | 190 | 115 |
| Total current assets | 7,400 | 8,927 |
| Note receivable | 750 | - |
| Property and equipment, net | 566 | 698 |
| Other assets | 56 | 55 |
| Intangible assets, net | 215 | 297 |
| Goodwill | 1,456 | 1,453 |
| Total assets | \$ 10,443 | \$ 11,430 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities | | |
| Note payable-revolving credit line | \$ 1,739 | \$ 121 |
| Accounts payable | 829 | 1,017 |
| Accrued liabilities | 669 | 766 |
| Due to related party | 400 | 333 |
| Total current liabilities | 3,637 | 2,237 |
| Due to related party – long term | 1,467 | 1,667 |
| Total liabilities | 5,104 | 3,904 |
| Stockholders' equity | 5,339 | 7,526 |
| Total liabilities and stockholders' equity | \$ 10,443 | \$ 11,430 |