

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 13, 2013**

DATARAM CORPORATION
(Exact name of registrant as specified in its 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 of 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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Item 5.03. Amendments to Articles of Incorporation or Bylaws, Change in Fiscal Year.

On March 13, 2013, Dataram Corporation (the “Company”) filed a Certificate of Amendment to its Certificate of Incorporation (the “Certificate of Amendment”) with the New Jersey Secretary of State in order to effect a 6-for-1 reverse stock split. The Certificate of Amendment will be effective on March 14, 2013.

The Certificate of Amendment is attached as Exhibit 3.1 hereto and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held a Special Meeting of Shareholders on March 13, 2013. Set forth below are the final results for the proposal submitted to shareholder vote.

Proposal No. 1 – Votes cast to authorize the Board of Directors to use its discretionary authority to affect a reverse stock split, of not less than 1-for-3 and not more than 1-for-6 to the common stock, \$1.00 par value, of the Corporation, was approved as follows:

For	Against	Abstain
7,277,866	1,324,620	41,786

Item 8.01. Other Events.

On March 13, 2013, at a Special Meeting of Stockholders, the Company’s stockholders approved a proposal that authorized the Company’s Board of Directors, in its discretion, to effect a reverse stock split by a ratio of not less than 1-for-3 and not more than 1-for-6 of the Company’s outstanding Common Stock, par value \$1.00 per share (“Common Stock”). The Company’s Board of Directors approved the implementation of a reverse stock split at a ratio of 1-for-6 (the “Reverse Stock Split”). As of the effective date of the Reverse Stock Split, every six shares of “old” Common Stock will be converted into one “new” share of Common Stock. Following the Reverse Stock Split, the “new” shares of Common Stock and that trading in the Common Stock on the NASDAQ Capital Market on a split adjusted basis would begin at the opening of trading on March 15, 2013 with the symbol of DRAM.

As a result of the Reverse Stock Split, holders of certificates representing shares of “old” Common Stock prior to the effective date have the right to receive, upon surrender of those certificates, “new” shares of Common Stock at the ratio of one share of “new” Common Stock for every six shares of “old” Common Stock. No fractional shares will be issued in connection with the Reverse Stock Split. Instead, holders of “old” shares of Common Stock who otherwise would have received fractional shares will receive the number of shares rounded up to the next whole number.

Existing stockholders holding Common Stock certificates will receive a Letter of Transmittal from the Company’s transfer agent, American Stock Transfer and Trust Company with specific instructions regarding the exchange of shares. Additional information regarding the effects of the Reverse Stock Split may be found in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on January 31, 2013.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Certificate of Amendment of Restated Certificate of Incorporation of the Company.

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

(Registrant)

Date

March 14, 2013

/s/ MARC P. PALKER

(Signature)

Marc P. Palker
Chief Financial Officer

**Certificate of Amendment
to
Certificate of Incorporation
of
Dataram Corporation**

Pursuant to the provisions of Section 14-A:9-2(4) and Section 14.A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Restated Certificate of Incorporation:

1. The name of the corporation is "Dataram Corporation."
2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 13th day of March, 2013.

Resolved, that the Certificate of Incorporation be amended to read as follows:

"SIXTH: The total number of shares of common stock that may be issued by the Company is 54,000,000 shares, each having a par value of \$1.00.

All or any part of said shares of common stock may be issued by the Company, from time to time, for such consideration as may be fixed by the Board of Directors as provided by law.

Upon this Certificate of Amendment of the Certificate of Incorporation of the Company becoming effective pursuant to the New Jersey Business Corporation Act (the "Effective Time"), each share of common stock of the Company, no par value per share (the "Old Common Stock"), issued and outstanding immediately prior to the Effective Time, shall without further action on the part of the Corporation or any holder of Old Common Stock automatically be reclassified as one-sixth of a share of Common Stock. Any stock certificate that, immediately prior to the Effective Time, represented shares of the Old Common Stock will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of shares of Common Stock as equals the quotient obtained by dividing the number of shares of Old Common Stock represented by such certificate immediately prior to the Effective Time by six (6); provided, however, that each holder of record of a certificate that represented shares of Old Common Stock shall receive upon surrender of such certificate a new certificate representing the number of shares of Common Stock into which the shares of Old Common Stock represented by such certificate have been reclassified pursuant hereto. In all cases, fractional shares resulting from the reclassification will be rounded up to the nearest whole share.

3. The number of shares outstanding at the time of the adoption of the amendment was: 10,521,755. The total number of shares entitled to vote thereon was: 10,521,755 shares of Common Stock.
4. The number of shares voting for and against such amendment is as follows:

Number of Shares Voting for Amendment: 7,227,866.

Number of Shares Voting Against Amendment: 1,324,620.

Resolved, that Restated Articles of the Certificate of Incorporation be amended to read as follows:

5. Upon this Certificate of Amendment of the Certificate of Incorporation of the Company becoming effective pursuant to the New Jersey Business Corporation Act (the "Effective Time"), each share of common stock of the Corporation, \$1.00 par value per share (the "Old Common Stock"), issued and outstanding immediately prior to the Effective Time, shall without further action on the part of the Corporation or any holder of Old Common Stock automatically be reclassified as one-sixth of a share of Common Stock. Any stock certificate that, immediately prior to the Effective Time, represented shares of the Old Common Stock will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of shares of Common Stock as equals the quotient obtained by dividing the number of shares of Old Common Stock represented by such certificate immediately prior to the Effective Time by six (6); provided, however, that each holder of record of a certificate that represented shares of Old Common Stock shall receive upon surrender of such certificate a new certificate representing the number of shares of Common Stock into which the shares of Old Common Stock represented by such certificate have been reclassified pursuant hereto. In all cases, fractional shares resulting from the reclassification will be rounded up to the nearest whole share.

6. This Certificate of Amendment shall become effective immediately upon filing with the State of New Jersey.

By: /s/ John H. Freeman
Name: John H. Freeman
Title: President

Dated this 13th day of March, 2013

May be executed by the Chairman of the Board, or the President or a Vice President of the Corporation