

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 29, 2013**

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. – Financial Statements and Exhibits.

On July 29, 2013, Dataram Corporation announced the results of operations for the fourth fiscal quarter and fiscal year ended April 30, 2013. 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 related 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 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 0 Financial Statements and Exhibits

Item 9.01 – Exhibits

99 Press Release dated July 29, 2013 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
(Registrant)

Date July 29, 2013

/s/ Marc P. Palker

(Signature)

Marc P. Palker
Chief Financial Officer



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

PRESS RELEASE

DATARAM REPORTS FISCAL 2013 FOURTH QUARTER AND ANNUAL FINANCIAL RESULTS

PRINCETON, N.J. July 29, 2013 — Dataram Corporation (NASDAQ: DRAM) today reported its financial results for its fourth quarter and year ended April 30, 2013. Revenues for the fourth quarter and year ended April 30, 2013 were \$6.2 million and \$27.6 million, respectively, which compares to \$7.0 million and \$36.1 million for the comparable prior year periods. The Company reported a net loss of \$1.6 million for the fourth quarter which included \$0.4 million impairment of goodwill charge, which compares to net income of \$3.0 million in the comparable prior year period. Net income for the 2012 fourth quarter included \$4.1 million of other income resulting from the sale of patents. The net loss in fiscal year ended April 30, 2013 totaled \$4.6 million versus \$3.3 million in the comparable prior year period. Loss in fiscal year ended April 30, 2012 was offset by the aforementioned sale of patents.

John H. Freeman, Dataram's President and CEO commented, "The primary factor impacting our financial results was a 33% industry wide decline in material cost per gigabyte. Despite these industry wide challenges, we continue to see signs of revenue growth through our new partnerships, new distribution channels and further development of our RAMDisk software".

Our RAMDisk software continues to generate increasing interest and presence in the personal and commercial marketplace. We introduced new Dataram versions into the market as well as versions specifically designed for Advanced Micro Devices, Inc. ("AMD") and branded Radeon RAMDisk under a branding and licensing agreement. It is a price performance leader in the virtual RAM drive software market and is being used in a number of applications and commercial uses. The relationship with AMD for the RAMDisk product has enabled us to develop a consumer memory product line also branded under the AMD brand Radeon. We have recently begun producing and selling server memory under the Radeon brand name.

Mr. Freeman concluded, “We have eliminated approximately \$900,000 of costs on an annual basis since our year end and continue to look for ways to reduce our operating cost. These cost reductions, combined with the AMD branding agreements, provide us with new opportunities and a path to revenue growth in fiscal year 2014. To support our growth we intend to seek additional financing to help us execute our fiscal 2014 plan”.

ABOUT DATARAM CORPORATION

Founded in 1967, Dataram is a worldwide leader in the manufacture of high-quality computer memory 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,	
	2013	2012	2013	2012
Revenues	\$ 6,219	\$ 6,983	\$ 27,616	\$ 36,079
Costs and expenses:				
Cost of sales	5,037	5,499	22,042	27,509
Engineering and development	167	168	715	691
Selling, general and administrative	2,019	2,244	8,305	11,758
Impairment of goodwill	438	—	438	—
Impairment of capitalized software	—	—	—	2,387
Stock-based compensation expense*	26	72	231	451
Intangible asset amortization*	41	41	164	164
	<u>7,728</u>	<u>8,024</u>	<u>\$ 31,895</u>	<u>\$ 42,960</u>
Loss from operations	(1,509)	(1,041)	(4,279)	(6,881)
Other income (expense)	<u>(106)</u>	<u>3,998</u>	<u>(341)</u>	<u>3,627</u>
Income (loss) before income taxes	(1,615)	2,957	(4,620)	(3,254)
Income tax expense	<u>5</u>	<u>—</u>	<u>5</u>	<u>5</u>
Net income (loss)	<u>\$ (1,620)</u>	<u>\$ 2,957</u>	<u>\$ (4,625)</u>	<u>\$ (3,259)</u>
Net income (loss) per share:				
Basic	<u>\$ (0.92)</u>	<u>\$ 1.66</u>	<u>\$ (2.60)</u>	<u>\$ (1.84)</u>
Diluted	<u>\$ (0.92)</u>	<u>\$ 1.66</u>	<u>\$ (2.60)</u>	<u>\$ (1.84)</u>
Weighted average number of shares outstanding:				
Basic	<u>1,755</u>	<u>1,784</u>	<u>1,777</u>	<u>1,771</u>
Diluted	<u>1,755</u>	<u>1,784</u>	<u>1,777</u>	<u>1,771</u>

Note- All amounts shown have been adjusted to reflect the reverse 6-for-1 stock split effective March 18, 2013.

* 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)

	April 30, 2013	April 30, 2012
ASSETS		
Current assets		
Cash and cash equivalents	\$ 324	\$ 3,275
Accounts receivable, net	2,885	2,605
Inventories	2,903	2,932
Note receivable	275	—
Other current assets	81	116
Total current assets	6,468	8,928
Property and equipment, net	425	698
Other assets	56	54
Intangible assets, net	133	297
Goodwill	1,083	1,453
Total assets	\$ 8,165	\$ 11,430
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Note payable-revolving credit line	\$ 1,876	\$ 121
Accounts payable	948	1,017
Accrued liabilities	684	766
Due to related party – current portion	400	333
Total current liabilities	3,908	2,237
Due to related party – long term	1,267	1,667
Total liabilities	5,175	3,904
Stockholders' equity	2,990	7,526
Total liabilities and stockholders' equity	\$ 8,165	\$ 11,430