

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Giordano Rose Ann			2. Issuer Name and Ticker or Trading Symbol DATARAM CORP [DRAM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/15/2014					
21 OLD VILLAGE ROAD								
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
ACTON, MA 01720								
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$1.00 par value								893 (1)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Subordinated Secured Convertible Bridge Note	\$ 2.94	07/15/2014		A		3,401	(3)	(3)	Common Stock	(3)	\$ 2.94	3,401	D	
Common Stock Warrants	\$ 2.94	07/15/2014		A		4,000	(2)	(2)	Common Stock	(2)	\$ 2.94	4,000	D	
Common Stock Warrants	\$ 3	07/15/2014		A		4,000	(2)	(2)	Common Stock	(2)	\$ 3	4,000	D	
Common Stock Warrants	\$ 3.5	07/15/2014		A		4,000	(2)	(2)	Common Stock	(2)	\$ 3.5	4,000	D	
Options	\$ 11.94 (1)							09/25/2009 09/25/2019	Common Stock	2,666 (1)		2,666	D	
Options	\$ 15.42 (1)							09/24/2010 09/24/2020	Common Stock	6,666 (1)		6,666	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Giordano Rose Ann 21 OLD VILLAGE ROAD ACTON, MA 01720	X			

## Signatures

Rose Ann Giordano	08/08/2014
<small>**Signature of Reporting Person</small>	<small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The number of shares, options and respective exercise prices have been adjusted to reflect a 1-for-6 reverse stock split effective as of March 15, 2013. Options were granted at an exercise price equal to the closing market price of the Company's common stock on the date of grant.

On July 15, 2014, the reporting person entered into a Subordinated Secured Convertible Bridge Note and Warrant Purchase Agreement (the "Agreement") governing the issuance of up to \$750,000 aggregate principal amount of Subordinated Secured Convertible Bridge Notes (the "Notes") and Warrants. Pursuant to the terms of the Purchase Agreement, the reporting person purchased \$10,000 of Notes and Warrants to purchase 12,000 shares of the Company's Common Stock at exercise prices between \$2.94 and \$3.50 per share. The Warrants are exercisable for a five (5) year period commencing on the six month anniversary from the date of issuance.

(2) The Notes are convertible at any time prior to maturity into shares of the Company's common stock at the rate of one share for each \$2.94 of principal amount of the Notes. The Notes mature on October 15, 2014 (subject to a three (3) month extension at the option of a majority in principal amount of the Notes).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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