

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 2, 2014

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))

Item 8.01. Other Events.

On December 2, 2014, Dataram Corporation (the “Company”) received notification from The NASDAQ Stock Market LLC (“NASDAQ”) indicating that the Company has demonstrated compliance with the applicable stockholders’ equity requirement and all other applicable requirements for continued listing on The NASDAQ Capital Market. As a result, the Company’s securities will continue to trade on The NASDAQ Capital Market and NASDAQ’s listing review has been closed.

Item 7.01 Regulation of FD Disclosure.

On December 3, 2014, the Company issued a press release announcing its receipt of the NASDAQ compliance determination. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein. In accordance with General Instruction B.2 of Form 8-K, Exhibit 99.1 hereto shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated December 3, 2014.

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: December 3, 2014

/s/ MARC P. PALKER
(Signature)
Marc P. Palker
Chief Financial Officer



PRESS RELEASE

Dataram Contact:
Marc P. Palker
Chief Financial Officer
609-799-0071
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DATARAM REGAINS COMPLIANCE FOR CONTINUED LISTING ON NASDAQ

PRINCETON, N.J.--(BUSINESS WIRE)--On December 3, 2014, Dataram Corporation (the “Company”) announced that on December 2, 2014, the Company was notified by the NASDAQ Stock Market, LLC that, based upon the Company’s submission of the appropriate documentation the Company has demonstrated compliance with the minimum \$2,500,000 stockholders’ equity requirement for continued listing on The NASDAQ Capital Market. As a result, the Company’s securities will continue to trade on The NASDAQ Capital Market and the listing review has been closed. The Company regained compliance with the closing of the sale of 600,000 shares of Series A Preferred Stock on November 17, 2014.

John Freeman, CEO commented “we are glad to have this behind us and with the proceeds from the sale of the Series A Preferred we expect to remain in compliance for the foreseeable future”

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>.