

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, New Jersey**  
(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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## SECTION 4 – MATTERS RELATED TO ACCOUNTANTS AND FINANCIAL STATEMENTS

### Item 4.01 Changes in Registrant’s Certifying Accountant

On December 2, 2014, Dataram Corporation (the “Issuer” or “we,” “our,” or “us”) dismissed CohnReznick LLP as the Registrant’s independent registered public accounting firm effective on such date. The report of CohnReznick LLP (“CR”) on our financial statements as of and for the fiscal years ended April 30, 2014 and 2013 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to audit scope or accounting principles, but included an explanatory paragraph relating to the Company’s ability to continue as a going concern. We engaged Anton & Chia, LLP (“A&C”) as our new principal accountant as of November 28, 2014. The decision to change accountants was recommended and approved by our Audit Committee following the Committee’s further process to determine our independent registered public accounting firm.

During the fiscal years ended April 30, 2014 and 2013, and the subsequent interim periods through December 2, 2014, the date of dismissal, there were (i) no disagreements between CR and us upon any matter of accounting principles or practices, financial statement disclosures, or auditing scope or procedure, any of which, if not resolved to CR’s satisfaction, would have caused CR to make reference thereto in its reports, and (ii) no “reportable events” within the meaning of Item 304(a)(1)(v) of Regulation S-K.

During the fiscal years ended April 30, 2014 and 2013, and the subsequent interim periods through November 28, 2014, neither we nor anyone on our behalf consulted with A&C regarding (i) the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements, and neither a written report nor oral advice was provided to us that A&C concluded was an important factor considered by us in reaching a decision as to any accounting, auditing, or financial reporting issue, (ii) any matter that was the subject of a “disagreement” within the meaning of Item 304(a)(1)(iv) of Regulation S-K, or (iii) any “reportable event” within the meaning of Item 304(a)(1)(v) of Regulation S-K.

We have made the contents of this Form 8-K available to CR and requested it to furnish a letter addressed to the Securities and Exchange Commission as to whether it agrees or disagrees with, or wishes to clarify our expression of our views. A copy of such letter is attached hereto as Exhibit 16.1.

## SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

### Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits

Exhibit	Description of Exhibit
16.1*	Letter from CohnReznick LLP dated December 3, 2014.

\* Filed herewith.

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**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**

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(Registrant)

Date: December 3, 2014

/s/ John H. Freeman

\_\_\_\_\_  
(Signature)

John H. Freeman

Chief Executive Officer

December 3, 2014

United States Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

**Re:   Dataram Corporation**  
**Commission File Number: 1-8266**

Ladies and Gentlemen:

We have read Item 4.01 of Form 8-K of Dataram Corporation to be filed with the Securities and Exchange Commission on December 3, 2014, and we are in agreement with the statements contained under Item 4.01 therein as they relate to our firm. We have no basis to agree or disagree with other statements of the registrant contained therein.

/s/ CohnReznick LLP

Roseland, New Jersey