

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) January 22, 2015

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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Section 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective January 22, 2015, the Board of Directors (the “Board”) of Dataram Corporation (the “Company,” “we,” “our”, or “us”) appointed our Chairman of the Board, David A. Moylan, 47, as our interim President and Chief Executive Officer, replacing John Freeman. Our Board will immediately begin the search for a permanent CEO. Mr. Moylan will remain on our Board. In his interim role, which we expect will conclude within the next six months, Mr. Moylan will receive an annual base salary of \$200,000 and be eligible for a 50% bonus based achievement of certain performance targets.

Mr. Moylan has been a director and member of our Audit, Compensation, and Nominating and Corporate Governance Committees since his election to our Board in November of 2014. Since 2013 until this week, he also was a partner at, and the Chief Operating Officer of, Yenni Capital, Inc., a private equity firm. Previously, Mr. Moylan was a Managing Director with the Corporate Executive Board (“CEB”), the world’s leading member-based advisory company, from 2010 to 2012. At CEB, Mr. Moylan held several executive roles that addressed critical business challenges. As a General Manager, he led the three-way global integration of Valtera with CLC Genesee and CEB’s core businesses across all functional areas; as President and CEO of Toolbox.com, he drove the successful turnaround of the business, returning it to profitability and spearheaded its successful divestiture to Ziff Davis. From 2008 through 2010, Mr. Moylan served as Vice President and Division COO for the Global Client Development Division at LexisNexis, where he led operations and customer experience efforts and managed the Consulting and Training Services business. He also built a digital agency that delivered on-line marketing solutions to more than 13,000 customers and generated more than \$40 million in annual revenue. In 2007, he was CEO of BK Global Ltd., where he oversaw the growth of the business and its merger with another entity. From 2003 through 2007, he was an Executive Director at America Online (“AOL”), where he led numerous cross-functional efforts that planned and delivered web and client-based technology products to consumers. Prior to AOL, Mr. Moylan was a consultant with PricewaterhouseCoopers LLP (“PwC”) and at A.T. Kearney, helping companies across multiple industries and continents grow their businesses and transform their business models. He is a former U.S. Army officer who served with the 101st Airborne Division (Air Assault), a graduate of the University of Vermont, and holds an MSIA (MBA) from Carnegie Mellon’s Business School.

Concurrently, Richard Butler, 65, a member of our Board, assumed the role of our corporate Secretary, replacing Mr. Freeman in that capacity. Mr. Butler has been one of our directors since his election to our Board in November of 2014 and serves as the Chairman of our Corporate Governance and Nominating Committee. He has served as a director of Livedeal, Inc., and a member of its Audit Committee since August 2006 (including YP.com from 2006-2007). Livedeal, Inc., is a publicly traded NASDAQ company that provides specialized online marketing solutions to small-to-medium sized local business that boost customer awareness and merchant visibility. Mr. Butler is a veteran savings and loan and mortgage banking executive, co-founder and major shareholder of Aspen Healthcare, Inc., and Ref-Razzer Corporation, former Chief Executive Officer of Mt. Whitney Savings Bank, Chief Executive Officer of First Federal mortgage Bank, Chief Executive Officer of Trafalgar Mortgage, and Executive Officer and Member of the President’s Advisory Committee at State Savings & Loan Associate (peak assets \$14 billion) and American Savings & Loan Association (NYSE: FCA; peak assets \$34 billion). He attended Bowling Green University in Ohio, San Joaquin Delta College in California, and Southern Oregon State College. Mr. Butler will not receive any compensation for his role as our Corporate Secretary.

Mr. Moylan’s acceptance of the appointment as CEO negates his status as an independent Director and thereby reduces the number of independent directors on the Audit Committee to two. The board of directors has initiated a search for an independent director and intends to have this search completed in the next 90 days.

There are no family relationships between either Mr. Moylan or Mr. Butler and any other director or executive officer of Dataram. Neither of Messrs. Moylan or Butler has engaged in any transactions with us that are required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Section 8 – Other Events.

Item 8.01 Other Events.

On January 22, 2015, the Company issued a press release announcing the appointment of Mr. Moylan as the Company's interim President and Chief Executive Officer. Such press release is attached hereto as Exhibit 99.1.

Section 9 – Financial Statements and Exhibits

Item 9.01 – Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---------------------------------------|
| 99.1 | Press Release, dated January 22, 2015 |

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: January 23, 2015

/s/ DAVID A. MOYLAN
(Signature)
David A. Moylan
Chairman and Chief Executive Officer



NEWS RELEASE

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Dataram Announces Appointment of Dave Moylan as Interim CEO

Princeton, NJ, January 22, 2015 —Dataram Corporation [NASDAQ: DRAM] announced today that its board of directors appointed board member and Chairman David Moylan as its interim President and Chief Executive Officer (CEO), replacing John Freeman.

Dataram Chairman and CEO Dave Moylan said, "Dataram has, with the support of the board and our shareholders, embarked on an aggressive financial and operational transformation of the company in order to establish a strong foundation for profitable inorganic and organic growth. As a board, our priority is now to identify a leader who can leverage our company's assets and leadership team to drive the next stage of Dataram's evolution."

Mr. Moylan brings extensive experience and knowledge to Dataram. He joined Dataram's Board of Directors in November 2014 and serves as its Chairman. He was previously a Partner at, and Chief Operating Officer (COO) of, Yenni Capital, Inc., a private equity firm. Mr. Moylan was also a Managing Director with the Corporate Executive Board ("CEB"), the world's leading member-based advisory company, from 2010 to 2012. At CEB, Mr. Moylan held several executive roles, which addressed critical business challenges that included serving as President and CEO of Toolbox.com, where he drove the successful turnaround of the business, returning it to profitability and spearheaded its successful divestiture to Ziff Davis. Previously, he held executive positions at LexisNexis and AOL, and was a consultant for IBM, PricewaterhouseCoopers LLP, and A.T. Kearney. A former U.S. Army officer who served with the 101st Airborne Division (Air Assault), Mr. Moylan holds an MSIA (MBA) from Carnegie Mellon's Tepper School of Business.

In addition to his extensive expertise in growing businesses, Mr. Moylan has broad knowledge and operating experience in the technology and services industries, global management experience in business-to-business operating companies, financial and operating acumen, and expertise in evaluating and leading growth and operational improvement initiatives. He brings vast experience in improving operational and financial performance and in leading and developing executive management teams.

"Dave brings a deep operational and subject matter expertise to Dataram, which we expect will help jumpstart the company's current turn-around efforts," said Jon Isaac, a member of Dataram's Board of Directors and managing member of Isaac Capital Group, the largest shareholder in Dataram. "We welcome Dave's leadership and anticipate his future success."

Mr. Moylan said, "Dataram has a leadership team in place that is capable of accelerating our transformation and I look forward to working closely with them to help execute the next phase of the company's financial and operational improvements and growth. The need for technical solutions that improve business performance, including memory, has never been stronger, and we must act aggressively to capture a growing share of this market."

As interim President and Chief Executive Officer, Mr. Moylan will work with Dataram's executive team to facilitate an orderly leadership transition while leading the company's transformation. Mr. Moylan will remain on Dataram's board as its Chairman.

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.

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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 development and commercialization of 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 www.sec.gov.