

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): **March 23, 2015**

DATARAM CORPORATION

(Exact name of registrant as specified in charter)

New Jersey	1-8266	22-18314-09
State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
Route 571, P. O. Box 7258, Princeton, NJ		08543-7528
(Address of principal executive offices)		(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. Results of Operations and Financial Condition.

On March 23, 2015, Dataram Corporation announced the results of operations for fiscal 2015 third quarter ended January 31, 2015. 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 relating 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 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>.

Section 9 - Financial Statements and Exhibits.

Item 9.01. Exhibits.

- 99.1 Press Release dated March 23, 2015 announcing the results of operations for fiscal 2015 Third quarter ended January 31, 2015. (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

Date: March 23, 2015

By: /s/ Anthony M. Lougee
Anthony M. Lougee
Controller, Chief Accounting Officer



Dataram Contact:
Investor Relations
609-799-0071
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PRESS RELEASE

Dataram Announces Increase in Revenue for Fiscal Third Quarter 2015

PRINCETON, N.J. March 23, 2015— Dataram Corporation (NASDAQ: DRAM) on Friday, March 20th reported its financial results for the three and nine months ended January 31, 2015. Revenues for the three and nine months ended January 31, 2015 were \$8.1 million and \$22.7 million, respectively, which compares to \$7.6 million and \$22.4 million for the comparable prior year periods. The Company incurred a net loss for the three months ended January 31, 2015 of \$668,000 which is a decrease of 21% over the same period in the previous year. The Net loss per share for the three and nine months ended January 31, 2015 included non-cash preferred stock dividends of \$1.6 million.

“Dataram is continuing to aggressively transform, executing against our strategic priorities of cost reduction and sales expansion. We implemented more than \$2.3M in net annual operating cost reductions in the last 90 days” said David A. Moylan, Chairman and Chief Executive Officer of Dataram, “and are also taking bold steps forward across all areas of our business to profitably deliver existing solutions and introduce new solutions to our customers, and extend our leadership in the technology sector.”

“We are disciplined in our approach to using financial and operational excellence to improve performance, and intend to make focused investments that drive meaningful growth for the business while increasing capital return to shareholders,” said Anthony Lougee, Chief Accounting Officer.

“We are seeing a very positive response to our transformation from both existing customers and potential new customers.” said Phil Marino, Dataram’s VP Global Sales. “They recognize the Dataram brand as well as our reputation and are enthusiastic to engage with us to benefit from the unique product and service value we bring to the memory business.”

ABOUT DATARAM CORPORATION

Dataram is a leading independent manufacturer of memory products and provider of performance solutions that increase the performance and extend the useful life of servers, workstation, desktops and laptops sold by leading manufacturers such as Dell, Cisco, Fujitsu, HP, IBM, Lenovo and Oracle. Dataram’s memory products and solutions are sold worldwide to OEMs, distributors, value-added resellers and end users. Additionally, Dataram manufactures and markets a line of Intel Approved memory products for sale to manufacturers and assemblers of embedded and original equipment. 70 Fortune 100 companies are powered by Dataram. Founded in 1967, the Company is a US based manufacturer, with presence in the United States, Europe and Asia. For more information about Dataram, visit www.dataram.com.

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All names are trademarks or registered trademarks of their respective owners.

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******* Financial Tables Follow *******

DATARAM CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)
(Unaudited)

	Third Quarter Ended January 31,		Nine Months Ended January 31,	
	2015	2014	2015	2014
Revenues	\$ 8,051	\$ 7,641	\$ 22,655	\$ 22,418
Costs and expenses:				
Cost of sales	6,846	6,223	19,194	17,870
Engineering and development	258	304	940	923
Selling, general and administrative	1,532	1,864	4,834	5,415
Stock-based compensation expense*	5	5	14	43
Capitalized software cost	—	—	(365)	—
Intangible asset amortization*	—	41	—	122
Gain on asset disposal	—	(18)	—	(121)
	<u>8,641</u>	<u>8,419</u>	<u>24,617</u>	<u>24,252</u>
Loss from operations	(590)	(778)	(1,962)	(1,834)
Other expense	(78)	(69)	(970)	(233)
Loss before income taxes	(668)	(847)	(2,932)	(2,067)
Income tax expense	—	—	3	—
Net loss	\$ (668)	\$ (847)	\$ (2,935)	\$ (2,067)
Less preferred stock dividends	1,628	—	1,628	—
Net loss allocated to common shareholders	<u>\$ (2,296)</u>	<u>\$ (847)</u>	<u>\$ (4,563)</u>	<u>\$ (2,067)</u>
Net loss per share:				
Basic	\$ (0.90)	\$ (0.40)	\$ (1.85)	\$ (1.08)
Diluted	<u>\$ (0.90)</u>	<u>\$ (0.40)</u>	<u>\$ (1.85)</u>	<u>\$ (1.08)</u>
Weighted average number of shares outstanding:				
Basic	2,565	2,105	2,462	1,920
Diluted	<u>2,565</u>	<u>2,105</u>	<u>2,462</u>	<u>1,920</u>

* 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-Q.

DATARAM CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)
(Unaudited)

	<u>January 31, 2015</u>	<u>April 30, 2014</u>
ASSETS		
Current assets		
Cash and cash equivalents	\$ 446	\$ 258
Accounts receivable, net	2,866	3,663
Inventories	2,268	2,291
Other current assets	207	7
Total current assets	<u>5,787</u>	<u>6,219</u>
Property and equipment, net	162	219
Other assets	49	51
Capitalized software development cost	365	—
Goodwill	<u>1,083</u>	<u>1,083</u>
Total assets	<u>\$ 7,446</u>	<u>\$ 7,572</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Note payable-revolving credit line	\$ 2,461	\$ 2,970
Accounts payable	1,274	1,438
Accrued liabilities	252	929
Convertible notes payable, net of discount	600	—
Convertible notes payable related parties, net of discount	150	—
Total current liabilities	<u>4,737</u>	<u>5,337</u>
Other liabilities related party – long term	<u>197</u>	<u>250</u>
Total liabilities	4,934	5,587
Stockholders' equity	<u>2,512</u>	<u>1,985</u>
Total liabilities and stockholders' equity	<u>\$ 7,446</u>	<u>\$ 7,572</u>