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

FORM 10-K/A
(Amendment No. 2)

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **April 30, 2015**.

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________________ to _______________.

Commission file number: **1-8266**

DATARAM CORPORATION

(Exact name of registrant as specified in its charter)

New Jersey	**22-183140**
(State of Incorporation)	(I.R.S. Employer Identification No.)
P.O. Box 7528, Princeton, New Jersey	**08543-7528**
Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(609) 799-0071**

Securities registered pursuant to section 12(b) of the Act:

Title of each class	Name of exchange on which registered
Common Stock, $1.00 Par Value	**NASDAQ Stock Market**

Securities registered pursuant to section 12(g) of the Act: **NONE**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in the definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes ☐ No ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

See definition of "accelerated filer and large accelerated filer and smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):
Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell-company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the Common Stock held by non-affiliates of the registrant calculated on the basis of the closing price as of the last business day of the registrant's most recently completed second quarter, October 31, 2014, was $5,303,126.

The number of shares of Common Stock outstanding on September 9, 2015 was 3,323,414 shares.

DOCUMENTS INCORPORATED BY REFERENCE:

None.

EXPLANATORY NOTE

This Amendment No. 2 to our Annual Report on Form 10-K/A amends the Annual Report on Form 10-K of Dataram Corporation for the twelve-month period ended April 30, 2015 (the "Form 10-K"), as filed with the Securities and Exchange Commission (the "SEC") on August 7, 2015 and amended on August 13, 2015, for the purpose of including a currently dated auditor consent with respect to the Company's audited financial statements for the period ended April 30, 2014, updating certain non-financial information and including Part III information required to be included in Form 10-K by amendment within 120 days of filing of the original Form 10-K if not previously included in a proxy statement mailed to shareholders.

DATARAM CORPORATION

INDEX

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The Business section and other parts of this Annual Report on Form 10-K (“Form 10-K”) contain forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. Many of the forward-looking statements are located in “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements can also be identified by words such as “future,” “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “predicts,” “will,” “would,” “could,” “can,” “may,” and similar terms. Forward-looking statements are not guarantees of future performance and the Company’s actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part I, Item 1A of this Form 10-K under the heading “Risk Factors,” which are incorporated herein by reference. The Company assumes no obligation to revise or update any forward-looking statements for any reason, except as required by law.

PART I

Item 1. BUSINESS

Since 1967, Dataram Corporation (“Dataram” or the “Company”) has been a leading independent manufacturer of memory products and provider of performance solutions. The Company provides customized memory solutions for original equipment manufacturers (OEMs) and compatible memory for leading brands including Cisco, Dell, Fujitsu, HP, IBM, Lenovo and Oracle as well as a line of memory products for Intel and AMD motherboard based servers. Dataram manufactures its memory in-house to meet three key criteria - quality, compatibility, and selection - and tests its memory for performance and original equipment manufacturer (OEM) compatibility as part of the production process. With memory designed for over 50,000 systems and with products that range from energy-efficient DDR4 modules to legacy SDR offerings, Dataram offers one of the most complete portfolios in the industry. Backed by in-depth quality test programs, nearly fifty years of manufacturing expertise, and a limited lifetime warranty, Dataram memory products are built to last. The company is a CMTL Premier Participant and ISO 9001 (2008 Certified). Its products are fully compliant with JEDEC Specifications.

Dataram’s customers include an international network of distributors, resellers, retailers, OEM customers and end users.

Dataram competes with several other large independent memory manufacturers and the OEMs noted above. The primary raw material used in producing memory boards is dynamic random access memory (DRAM) chips. The purchase cost of DRAMs is the largest single component of the total cost of a finished memory board. Consequently, average selling prices for computer memory boards are significantly dependent on the pricing and availability of DRAM chips.

In addition to memory products, Dataram offers solutions that provide our customers significant and quantifiable cost savings (reduction in total cost of ownership) while helping them manage end-of-life transitions. These include:

- Design and engineering services
- Contract and flexible manufacturing to accommodate special customer needs
- Simulation labs for testing and validation
- Financial programs and trade-in / trade-up programs to allow customers to optimize memory procurements
- Software tools to assess memory needs and optimize memory deployment and application performance

Dataram has four business lines which provide complimentary solutions to the market. Each has a different customer focus and "go to market" approach. They are:

- Dataram / Princeton Memory
- Micro Memory Bank (MMB)
- MemoryStore.com
- 18004Memory.com

The Dataram / Princeton Memory Business provides innovative new memory products that support enterprise / mission critical need; custom and high end memory solutions for most demanding customers ranging from enterprise and data center segments to power users and gamers; provides solutions to extend the density memory options available to customers. The business also provides:

- Memory Solutions Services:
  - Performance optimization, total cost of computing reduction consulting
  - Engineering and design services for embedded applications
  - Proof of concept engagements
  - Customized consignment programs
  - Product on-demand offerings
  - Installation services

- Software: products that improve application and computing performance

- Buy-back program: in conjunction with the MMB business, provides customers with opportunity to “trade-in” existing memory as part of a sale with trade-in credited towards purchase of new memory

The Micro Memory Bank business provides new and refurbished memory products which are not commonly available. These solutions extend the life of the system where memory is no longer available by the OEM, helping companies avoid the cost of additional hardware expenditures. The business also provides:

- Brokerage services: makes opportunistic purchases of excess surplus inventories for less than market price; also buys unknown inventory which is then opened, cataloged, and sometimes refurbished.

- Buy-back program: works with Princeton business to provide customers with opportunity to “trade-in” existing memory as part of a sale with trade-in credited towards purchase of new memory. Memory traded-in is refurbished and then sold.

- Technology recycling program: provides end of life recycling services to customers across all IT hardware categories including laptops, desktops, workstations, servers, main frames, hubs and switches.

Operating since 1994, 18004Memory.com web property provides a one-stop source for new and refurbished memory products used in desktops, laptops, notebooks, servers, MAC systems, printers, digital cameras, PDAs, MP3 players, and more. They provide memory upgrades for all major brands including Compaq, Dell, Apple, Hewlett-Packard, Toshiba, IBM, Gateway, Sony, Fujitsu, Acer. Products are backed by a limited lifetime warranty on all computer memory and 30-day money back guarantee.

The Memorystore.com web property provides a one-stop web source for “Dataram Value Memory” products used in desktops, laptops, notebooks, servers, workstations, and MAC systems. Dataram Value Memory is memory specifically designed and tested to meet industry standards. It is purchased by customers who know the exact technical specifications of the memory they need. Dataram Value Memory is fully compliant with JEDEC Specifications. It is 100-percent tested and backed by a limited lifetime warranty.

The Company was incorporated in New Jersey in 1967 and made its initial public offering in 1968. Its common stock, $1 par value (the "Common Stock"), was listed for trading on the American Stock Exchange in 1981. In 2000 the Company changed its listing to the NASDAQ National Market (now the NASDAQ Stock Market) where its stock trades under the symbol "DRAM." The Company's principal executive office is located at 777 Alexander Park, Princeton, New Jersey 08540, its telephone number is (609) 799-0071, its fax is (609) 799-6096 and its website is located at http://www.dataram.com. Proxy Statements, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and all amendments thereto, are available on the Company’s website free of charge.

Available Information

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q along with our Code of Conduct and Ethics are available through our corporate website at www.Dataram.com. A copy of this Annual Report on Form 10-K is located at the Securities and Exchange Commission’s Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330. The public may also download these materials from the Securities and Exchange Commission’s website at http://www.sec.gov. Any amendments to, and waivers of, our Code of Conduct and Ethics will be posted on our corporate website.

Industry Background

The market for the Company's memory products is principally the buyers and owners of workstations, servers and the OEMs that manufacture workstations, servers and other products that use embedded computers. These systems have been important to the growth of the Internet.

The OEM market is also an important part of the Company's business. Management believes that increasingly cost conscious OEMs are looking to independent memory suppliers such as the Company for the low-cost supply of memory modules.

A workstation, like a PC, is designed to provide computer resources to individual users. A workstation differs from a PC by providing substantially greater computational performance, input/output capability and graphic display. Workstations are nearly always networked. As a result of this networking capability of both workstations and PCs, the network server has grown in importance.

Network servers are computer systems on a network which provide dedicated functions accessible by all workstations and other systems on the same network. Examples of different types of servers in use today are: file servers, communication servers, computation servers, database servers, print servers and storage servers.

The Company designs, produces and markets memory products for workstations and computer servers sold by Dell, HP, IBM, Sun Microsystems, Intel and AMD. Additionally, the Company produces and markets memory for Intel and AMD processor based motherboards for use by OEMs and channel assemblers.

The "open system" philosophy espoused by most of the general computer industry has played a part in enlarging the market for third party vendors. Under the "open system" philosophy, manufacturers adhere to industry design standards, enabling users to "mix and match" hardware and software products from a variety of vendors so that a system can be configured for the user's application in the most economical manner with reduced concern for compatibility and support. Memory products for workstations and servers have become commodities with substantial competition from OEMs and a number of independent memory manufacture suppliers.

Generally, growth in the memory market closely follows both the growth in unit shipments of system vendors and the growth of memory requirements per system. There has been a recent acceleration in the growth of memory requirements per system driven the deployment of virtualization solutions, high performance computing, and big data.

Management also estimates that in the compatibles market, sales by system vendors constitute 80% of the memory market. To successfully compete with system vendors, the Company must continue to respond to customers' needs in a short time frame. To support customers' needs, the Company has a dedicated and highly automated manufacturing facility that is designed to produce and ship customer orders within twenty-four hours or less.

Products

The Company's principal business is the development, manufacture and marketing of memory modules which can be installed initially or, added to various enterprise servers and workstations to upgrade or expand the capabilities of such systems. When vendors produce computer systems adhering to open system industry standards, the development effort for the Company and other independent memory manufacturers is straightforward and allows for the use of many standard components.

Our RAMDisk software product creates a virtual RAM drive, or block of memory, which a computer treats as if it were a disk drive. By storing files and programs into memory, a user can speed up internet load times, disk-to-disk activities, accelerate databases and reduce compile times. The product features a save and load option that allows RAMDisk to appear as persistent storage, even through reboots. RAMDisk has developed a strong presence in both the consumer and commercial marketplace. RAMDisk software has also been licensed and integrated into specialized commercial products. RAMDisk is also capable of extending the longevity of expensive solid state storage devices by housing writes which tend to wear out these devices.

In the fourth quarter of fiscal year ended April 30, 2015, with the recommendation of the Board of Directors, the Company chose to terminate its agreement with AMD to manufacture and sell memory modules for the consumer market branded as AMD under the name Radeon to refocus on its core strength of memory products for the business market.

Distribution

The Company sells its memory products to OEMs, distributors, value-added resellers and larger end-users. The Company has sales and/or marketing support offices in New Jersey, USA, France, and Denmark.

Product Warranty and Service

Management believes that the Company's reputation for the reliability of its memory products and the confidence of prospective purchasers in the Company's ability to provide service over the life of the product are important factors in making sales. As a consequence, the Company adopted a Limited Lifetime Warranty program for its memory products. The economic useful life of the computer systems to which the Company's memory modules are attached is almost always substantially less than the physical useful life of the Company's memory products. Thus, our memory products are unlikely to "wear out." The Company's experience is that less than 1% of all the products it sells are returned under the Lifetime Warranty.

Going Concern

The Company's financial statements are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America and have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. For the previous fiscal years ended April 30, 2015 and 2014, the Company has incurred losses in the amounts of approximately $3,829,000 and $2,609,000, respectively.

Our continuation as a going concern is dependent upon obtaining the additional working capital necessary to sustain our operations. We may raise additional working capital by obtaining financing, raising capital through the sales of equity and or debt securities and upon future profitable operations. We may also seek to reduce our expenses. For example, the Company began taking aggressive measures in late November 2014 to increase the efficiency of its operations and improve the affordability of its products and services. To date, the Company has implemented actions resulting in approximately $3.5 million in annual cash savings for Dataram Corporation. These cost reductions have been achieved through organizational realignment, space reduction, network optimization, benefits improvements, contract renegotiations, and improved purchasing and supply management. There is no assurance that our current operations will be profitable or that we will raise sufficient funds to continue operating. The Company continues to seek out opportunities to reduce overhead expenses to meet revenues. These factors raise doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the classification of liabilities that might be necessary in the event we cannot continue in operations.

On November 12, 2014, the Company completed a private placement of 600,000 shares of its Series A Preferred Stock ("Series A Stock") together with Warrants to purchase shares of its common stock ("Preferred Warrant") at a price of $5.00 per share, in accordance with the Series A Preferred Stock Purchase Agreement dated October 20, 2014 (the "Purchase Agreement"). The net proceeds to the Company from the sale of the Series A Stock and Preferred Warrant, after deducting the estimated offering expenses incurred by the Company were approximately $2,700,000. At any time from November 17, 2014, the date of Closing, and prior to October 20, 2019 (the "Put/Call Exercise Period"), and the investors may exercise a right to purchase and require the Company to sell up to an additional 700,000 shares of Series A Stock. If the investors have not exercised this right during the Put/Call Exercise Period, the Company may exercise a right to cause and require the investors to purchase up to an additional 700,000 shares of Series A Stock, for an aggregate purchase price of $3,500,000.

On February 2, 2015, the Company completed a private placement of 26,600 shares of its Series A Stock ("Series together with Preferred Warrants to purchase and additional 66,500 shares at an exercise of its common stock at a price of $2.5 per share, in accordance with the Purchase Agreement. The net proceeds to the Company from the sale of the Series A Stock and Preferred Warrant were approximately $133,000. As of April 30, 2015 the Company has remaining 673,400 Series A shares available.

Working Capital Requirements

Credit Facility

On November 6, 2013, the Company entered into a new financing agreement (the "Financing Agreement") with Rosenthal & Rosenthal, Inc. to replace the existing loan agreement. The Financing Agreement provides for a revolving loan with a maximum borrowing capacity of $3,500,000. The loans under the Financing Agreement mature on November 30, 2016 unless such Financing Agreement is either earlier terminated or renewed. Loans outstanding under the Financing Agreement bear interest at a rate of the Prime Rate (as defined in the Financing Agreement) plus 3.25% (the "Effective Rate") or on Over-advances (as defined in the Financing Agreement), if any, at a rate of the Effective Rate plus 3%. The Financing Agreement contains other financial and restrictive covenants, including, among others, covenants limiting our ability to incur indebtedness, guarantee obligations, sell assets, make loans, enter into mergers and acquisition transactions and declare or make dividends. Borrowings under the Financing Agreement are collateralized by substantially all the assets of the Company. On April 29, 2014, the Company entered into an amendment (the "Amendment") to the Financing Agreement. The Amendment provides for advances against inventory balances based on prescribed formulas of raw materials and finished goods. The maximum borrowing capacity remains at $3,500,000. Borrowings at April 30, 2015 totaled approximately $2,109,000 and there was no additional availability on that date.

Plan of Operation

The Company has been experiencing losses due to the decline and instability of DRAM prices, poor investment and capital allocation decisions. It is uncertain how long the current level of DRAM pricing will continue, or whether or when prices will rise in the near future. Until such time that the Company can raise prices, it will continue to seek alternative methods of generating profits and cash flow. For example, the Company continues to pursue product diversification, either by development or as a contract manufacturer. Additionally, the Company will continue to identify joint ventures, strategic partnerships and business combination opportunities. There can be no assurance that any of these initiatives will mature to profitability and positive cash flow, or even occur.

Sales of Securities

On July 15, 2014, the Company entered into the Purchase Agreement governing the issuance of $750,000 aggregate principal amount of Bridge Notes and Bridge Warrants. The Bridge Notes and Bridge Warrants were issued on July 15, 2014. The Company issued $600,000 aggregate principal amount of the Bridge Notes to certain Institutional investors and $150,000 aggregate principal amount of the Bridge Notes to certain members of Management. The Bridge Notes, the initial maturity date of which was October 15, 2014 (which was subject to a three-month extension at the option of the holders that occurred; see below), are convertible into shares of the Company's common stock. The initial conversion price for Institutional Investors is $2.50 per share (which was subsequently reduced; see below), and the initial conversion price for Management is equal to the closing price of the Company's common stock on the closing date of the Purchase Agreement, $2.94. The Bridge Notes are secured obligations of the Company and bear interest at a rate of 8% per year. The Bridge Warrants are exercisable for five years after the closing date of the Purchase Agreement, or July 15, 2019. For each $1,000 of principal amount of Bridge Notes, the holder received 1,200 Bridge Warrants, each exercisable for the purchase of one share of the Company's common stock. Each holder is entitled to exercise one-third of all Bridge Warrants received at an exercise price of $3.00, one-third of all Bridge Warrants received at an exercise price of $3.50, and one-third of all Bridge Warrants received at an exercise price that is equal to the closing price on the closing date of the Purchase Agreement, $2.94. Pursuant to the terms of the Purchase Agreement, the Company has agreed to register for re-sale the shares underlying the Bridge Notes and the Bridge Warrants.

On October 15, 2014, the original maturity date of the Bridge Notes, the maturity date of the Bridge Notes was extended to January 15, 2015 for all holders of the Bridge Notes. On November 17, 2014 the Company closed the sale of 600,000 shares of its Series A Stock, which resulted in the reduction of the conversion price of the Bridge Notes held by the institutional investors to $2.00 from $2.50 to equal the conversion price of the Series A Preferred Stock (see below). In addition, two additional 90-day extensions were provided to the institutional investors, which could extend the final maturity date to July 15, 2015. The extensions expired on January 15, 2015 and at the quarter ended January 31, 2015 the Bridge Notes were in default. The Company paid off approximately $42,500 of the Notes and received extensions from all Bridge Note holders except for one holder of an $80,000 Bridge Note, which extend the maturity date to January 15, 2016 from the Bridge Note holders. The Company continues to accrue interest on the Bridges Notes. In the event the Bridge Notes are converted to equity, their incremental fair value will be recognized in the consolidated statement of operations. The Company has also advised Rosenthal and Rosenthal, Inc. of the default on the Bridge Notes which is a default under our finance agreement.

On November 17, 2014, the Company completed a private placement of 600,000 shares of its Series A Stock together with the Preferred Warrants to purchase shares of its common stock at a price of $5.00 per share, in accordance with the Series A Preferred Stock Purchase Agreement dated October 20, 2014 (the "Purchase Agreement"). The net proceeds to the Company from the sale of the Series A Stock and Preferred Warrants, after deducting the estimated offering expenses incurred by the Company were approximately $2,697,000.

At any time from November 17, 2014, and prior to October 20, 2019 (the "Put/Call Exercise Period"), the investors may exercise a right to purchase and require the Company to sell up to an additional 700,000 shares of Series A Stock. If the investors have not exercised this right during the Put/Call Exercise Period, the Company may exercise a right to cause and require the investors to purchase up to an additional 700,000 shares of Series A Stock, for an aggregate purchase price of $3,500,000. Neither party can refuse the put or call. Holders of the Series A Stock shall initially have the right to convert such shares of Series A Stock into the number of authorized but previously unissued shares of the Company's common stock obtained by dividing the stated value of each share of Series A ($5.00) by $2.00. For each share of Series A Stock, the investors received 2.5 Preferred Warrants to purchase the Company's common stock at an exercise price of $2.50 per share. The Preferred Warrants are exercisable immediately for a period of five years from the date of closing. The exercise price of the Preferred Warrants is subject to adjustments in the case of stock splits, stock dividends, combinations of shares and similar recapitalization transactions. The exercisability of the Preferred Warrants may be limited if upon exercise, the warrant holder or any of its affiliates would beneficially own more than 4.99% of the Company's Common Stock.

The Holders of the Series A Stock will receive preferential cumulative dividends at the rate of 8% per annum (equivalent to a fixed annual payment of $0.40 per share). The dividends are payable in shares of common stock and shall be valued at the weighted average price of the Company's common stock over the ten (10) consecutive trading days ended on the second trading day immediately before the payment date.

On February 2, 2015, the Company completed a private placement of 26,600 shares of its Series A Stock ("Series together with Preferred Warrants to purchase and additional 66,500 shares at an exercise of its common stock at a price of $2.5 per share, in accordance with the Purchase Agreement. The net proceeds to the Company from the sale of the Series A Stock and Preferred Warrant were approximately $133,000.

On February 2, 2015, the Company issued and sold an aggregate of 183,000 restricted shares of its common stock at a price of $2.00 per share and five-year warrants to purchase an additional 316,000 shares with an exercise price of $2.50 per share, of which 50,000 shares were purchased by David A Moylan, the Company's CEO. The net proceeds to the Company from the sale of the restricted common stock and warrants (exclusive of any exercise thereof) were approximately $365,000.

DRAM Prices

The memory product business is heavily dependent upon the price of DRAMs. Producers of DRAM are required to invest substantial capital resources to produce their end product. Their marginal cost is low as a percentage of the total cost of the product. As a result, the world-wide market for DRAMs has swung in the past from period to period from oversupply to shortage. During periods of substantial oversupply, the Company has seen falling prices for DRAMs and wide availability of DRAMs allowing the Company to maintain minimum inventories to meet the needs of customers. During periods of shortages, DRAMs are allocated to customers and the Company must invest heavily in inventory in order to continue to be assured of the supply of DRAMs from vendors. At the present time, the market for DRAMs is balanced, but with spot shortages of certain DRAM configurations.

Memory Product Complexity

DRAM memory products for workstations and enterprise servers have, for many years, been undergoing a process of simplification with a corresponding decline in profit margins for current generation memory products as competitors' entry into the market becomes easier. Memory products for prior generations of workstations and servers are sold with higher margins as few competitors continue to supply memory for those computers.

Engineering

The Company's ability to compete successfully depends upon its ability to identify new memory needs of its customers. To achieve this goal, the Company's engineering group continually monitors computer system vendors' new product developments, and the Company evaluates and tests major components as they become available. The Company designs prototype memory modules and subjects them to reliability testing procedures. The Company incurred engineering costs of $768,000 in the fiscal year ended April 30, 2015 and $1,186,000 in the fiscal year ended April 30, 2014.

Raw Materials

The Company purchases industry standard DRAMs. The Company also purchases finished modules from DRAM manufacturers. In either case, the cost of DRAM chips is the largest single component of the total cost of our memory products. Fluctuations in the availability or prices of DRAMs can have a significant impact on the Company's profit.

The Company has created close relationships with a number of primary suppliers while qualifying and developing alternate sources as backups. The qualification program consists of extensive evaluation of process capabilities, on-time delivery performance and the financial stability of each supplier. Alternative sources are used to assure supply in the event of a problem with the primary source or to handle surges in demand.

Manufacturing

The Company assembles its memory boards at its manufacturing facility in Pennsylvania.

Backlog

The Company expects that all of the backlog on hand will be filled during the current fiscal year and most in the first quarter of the fiscal year ending April 30, 2016. The Company's backlog at April 30, 2015 was $98,000 at April 30, 2014 was $216,000. Product backlog at any point in time may not translate into net revenue in any subsequent period, as unfilled orders can generally be canceled at any time by the customer.

Competition

The intensely competitive computer industry is characterized by rapid technological change and constant pricing pressures. These characteristics are equally applicable to the third party memory market, where pricing is a major consideration in the buying decision. The Company competes with HP, Sun Microsystems, IBM, and Dell, as well as with a number of third party memory suppliers, including Kingston Technology.

Although many of the Company's competitors possess significantly greater financial, marketing and technological resources, the Company competes favorably based on the buying criteria of price/performance, time-to-market, product quality, reliability, service/support, breadth of product line and compatibility with computer system vendors' technology. The Company's objective is to continue to remain strong in all of these areas with particular focus on price/performance and time-to-market, which management believes are two of the more important criteria in the selection of third party memory product suppliers. Market research and analysis capability by the Company is necessary to ensure timely information on new products and technologies coming from the computer system vendors and from the overall memory market. The Company must continue low cost, high volume production while remaining flexible to satisfy the time-to-market requirement.

The Company believes that its 48-year reputation for providing quality products is an important factor to its customers when making a purchase decision. To strengthen this reputation, the Company has a comprehensive lifetime warranty program which provides customers with added confidence in buying from the Company. See “Item 1 --Business-Product Warranty and Service.”

Patents, Trademarks and Licenses

The Company believes that its success depends primarily upon the price and performance of its products rather than on ownership of copyrights or patents.

Sale of memory products for systems that use proprietary memory design may from time to time give rise to claims of copyright or patent infringement. In most such instances the Company has either obtained the opinion of patent counsel that its products do not violate such patents or copyrights or obtained a license from the original equipment manufacturer.

To the best of the Company's knowledge and belief, no Company product infringes any valid copyright or patent. However, because of rapid technological development in the computer industry with concurrent extensive patent coverage and the rapid rate of issuance of new patents, questions of infringement may continue to arise in the future. If such patents or copyrights are perfected in the future, the Company believes, based upon industry practice, that any necessary licenses would be obtainable upon the payment of reasonable royalties.

Employees

As of April 30, 2015, the Company had 27 full-time salaried employees and 15 hourly employees. The Company believes it has satisfactory relationships with its employees. None of the Company's employees are covered by a collective bargaining agreement.

Environmental

Compliance with federal, state and local provisions which have been enacted or adopted to regulate the protection of the environment does not have a material effect upon the capital expenditures, earnings and competitive position of the Company. The Company did not make any material expenditure for environmental control facilities in the current fiscal year, nor do we expect to make material expenditure in the fiscal year ending April 30, 2016.

Financial information about geographic area sales

For the last two fiscal years the Company has had sales in the following geographic areas:

REVENUES (000's)
Export

Fiscal	U.S.	Europe	Other*	Consolidated
2015	$ 23,285	$ 3,785	$ 1,188	$ 28,258
2014	$ 24,917	$ 3,431	$ 2,051	$ 30,399

PERCENTAGES
Export

Fiscal	U.S.	Europe	Other*	Consolidated
2015	82.4%	13.4%	4.2%	100.0%
2014	82.0%	11.3%	6.7%	100.0%

*Principally Asia Pacific Region

Item 1A. RISK FACTORS

Our business, operating results, financial condition, and prospects are subject to a variety of significant risks, many of which are beyond our control. The following is a description of some of the important risk factors particular to our business and industry that may cause our actual results in future periods to differ substantially from those we currently expect or seek. The risks described below are not the only risks facing us. There are additional risks and uncertainties not currently known to us or that we currently deem to be unlikely or immaterial that also may materially adversely affect our business, operating results, financial condition, or prospects.

Our largest stockholder, Isaac Capital Group, holds significant control over our common stock and Series A Preferred Stock and may be able to control our Company indefinitely.

The Isaac Capital Group currently has beneficial ownership of approximately 23% of our outstanding common stock, including shares of Series A Preferred Stock convertible into shares of common stock, and therefore has considerable influence over the outcome of all matters submitted to our shareholders for approval, including the election of directors, and the approval of significant corporate transactions.

Failure to satisfy NASDAQ continued listing rule.

For the fiscal year ended April 30, 2015 our shareholder's equity was less the $2,500,000 and we are in non- compliance with the applicable shareholder's equity requirement for continued listing on The NASDAQ Capital Market. Our failure to comply with the shareholder's equity requirement may subject our securities to delisting from NASDAQ. The Company intends to present its plan to evidence and sustain compliance with all applicable requirements for continue listing on NASDAQ.

Our independent auditors have issued a going concern opinion and, if we are unable to obtain bank financing, raise capital or generate enough cash from operations to sustain our business, then we may have to liquidate assets or curtail our operations.

In its audit report dated August 7, 2015 for the fiscal years ended April 30, 2015, the opinion of our independent registered public accounting firm, Anton & Chia LLP, included an emphasis paragraph as to the uncertainty of our ability to continue as a going concern. Most notably, significant recurring net losses through April 30, 2015 raise substantial doubt about our ability to continue as a going concern. During the fiscal year ended April 30, 2015, we incurred a net loss to common shareholders of $3,829,000. We will need to generate significant revenues in order to achieve profitability.

We have incurred net losses in recent years and our future profitability is not assured.

For the fiscal years ended April 30, 2015 and 2014, we incurred net losses of approximately $3,829,000 and $2,609,000, respectively. Our operating results for future periods are subject to numerous uncertainties and we cannot assure you that we will not continue to experience net losses for the foreseeable future. If we are not able to increase revenue and reduce our costs, we may not be able to achieve profitability.

We are likely to need additional financing, but our access to capital funding is uncertain.

As of April 30, 2015, we had cash, cash equivalents and marketable securities totaling $327,000. During the year then ended, we had a net loss of $3,829,000 and used cash in operating activities of $2,581,000. We believe our existing capital resources should be sufficient to fund the activities contemplated by our current operating plan into the third quarter of the fiscal year ending April 30, 2015. We intend to seek external funding prior to that time, however, most likely through bank debt and the issuance and sale of securities. We cannot predict with any certainty when we will need additional funds or how much we will need or if additional funds will be available to us. Our need for future funding will depend on numerous factors, many of which are outside our control.

Our access to capital funding is uncertain. We do not have committed external sources of funding, and we may not be able to obtain additional funds on acceptable terms, or at all. During the fiscal year ended April, 30 2015, we implemented cost-containment initiatives through the restructuring of our workforce and we could implement other cost-containment initiatives in the future. Such cost-containment initiatives could result in a temporary lack of focus and reduced productivity amongst our work force which could adversely impact our prospects for product sales and profitability. We might also need to sell or license our technologies on terms that are not favorable to us, which could also adversely affect our prospects for profitability. Our inability to raise additional capital on terms reasonably acceptable to us would seriously jeopardize the future success of our business.

If we raise funds by issuing and selling securities, it may be on terms that are not favorable to our existing stockholders. If we raise additional funds by selling equity securities, our current stockholders will be diluted, and new investors could have rights superior to our existing stockholders. If we raise funds by selling debt securities, we could be subject to restrictive covenants and significant repayment obligations.

On November 12, 2014, the Company completed a private placement of 600,000 shares of its Series A Preferred Stock ("Series A Stock") together with Warrants to purchase shares of its common stock ("Preferred Warrant") at a price of $5.00 per share, in accordance with the Series A Preferred Stock Purchase Agreement dated October 20, 2014 (the "Purchase Agreement"). The net proceeds to the Company from the sale of the Series A Stock and Preferred Warrant, after deducting the estimated offering expenses incurred by the Company were approximately $2,700,000. At any time from November 17, 2014, the date of Closing, and prior to October 20, 2019 (the "Put/Call Exercise Period"), and the investors may exercise a right to purchase and require the Company to sell up to an additional 700,000 shares of Series A Stock. If the investors have not exercised this right during the Put/Call Exercise Period, the Company may exercise a right to cause and require the investors to purchase up to an additional 700,000 shares of Series A Stock, for an aggregate purchase price of $3,500,000.

We may have to substantially increase our working capital requirements in the event of DRAM allocations.

Over the past 20 years, availability of DRAMs has swung back and forth from oversupply to shortage. In times of shortage, we have been forced to invest substantial working capital resources in building and maintaining inventory. At such times we have bought DRAMs in excess of our customers' needs in order to ensure future allocations from DRAM manufacturers. In the event of a shortage, we may not be able to obtain sufficient DRAMs to meet customers' needs in the short term, and we may have to invest substantial working capital resources in order to meet long-term customer needs.

We could suffer additional losses if DRAM prices continue to decline.

We are at times required to maintain substantial inventories during periods of shortage and allocation. Thereafter, during periods of increasing availability of DRAMs and rapidly declining prices, we have been forced to write down inventory. There can be no assurance that we will not suffer losses in the future based upon high inventories and declining DRAM prices.

Our sales, revenues and results of operations could fluctuate from quarter to quarter.

Our revenues and ultimate results of operation may vary for a variety of reasons. Such reasons could include, for example, changes in general economic conditions or consumer demand, the introduction of new products by us or by our competitors, a significant purchase or sale of assets or other business combination or an unanticipated event affecting us or our industry, among other factors. Such variability in operating results may affect credit terms offered to us, makes prediction of revenues for each financial period difficult and increases the risk of unanticipated variations in quarterly results and financial condition.

In order to compete and succeed, we need to introduce, and continue to provide, products that provide value for customers.

Our future success is dependent on the development of new markets wherever possible, and new applications and new products which customers believe will add value, as well as the continued demand for our products among our existing customers. Our ability to develop, qualify and distribute new products and related technologies to meet evolving industry requirements, at prices acceptable to our customers and on a timely basis are significant factors in determining our competitiveness in our target markets. There can be no assurance that the Company will be able to exploit new markets or continue to develop products that achieve wide customer acceptance in the marketplace, or that demand for existing products will continue.

The Company's business is subject to the risks of international procurement which could have an adverse effect on the Company's financial results.

A significant portion of the Company's raw materials and finished goods are purchased from foreign manufacturers. As a result, the Company's international procurement operations are subject to the risks associated with such activities including, economic and labor conditions, international trade regulations (including tariffs and anti-dumping penalties), war, international terrorism, civil disobedience, natural disasters, political instability, governmental activities and deprivation of contract and property rights. In addition, periods of international unrest may impede our ability to procure goods from other countries and could have a material adverse effect on our business and results of operations. An interruption in supply and resulting higher costs, could have an adverse effect on the Company's financial results.

We may not successfully implement our strategic plans.

The Company presently has plans to expand its sales of memory products, to develop new business opportunities based on its existing expertise and software, to continue to seek and evaluate possible strategic alliances to enhance its sales, and to develop and monetize additional intellectual property. These plans, however, are subject to modification or replacement by management if it decides that economic, industry, technological, regulatory or other factors warrant a change. In addition, there can be no assurance that the Company will successfully implement all such plans or that circumstance in the marketplace and the economy will allow the implementation of such plans.

If we fail to achieve and maintain favorable pricing and credit terms from our vendors, our business would be harmed and our operating results would be adversely affected.

Our costs are affected by our ability to achieve favorable pricing and credit terms from our vendors and contract manufacturers, including through negotiations for vendor rebates and other vendor funding received in the normal course of business. Because these supplier negotiations are continuous and reflect the ongoing competitive environment, the variability in terms can negatively affect our costs and operating results if we cannot sufficiently adjust pricing or cost variables.

In order to compete, we must attract, retain, and motivate key employees, and our failure to do so could harm our results of operations.

In order to compete, we must attract, retain, and motivate executives and other key employees. Hiring and retaining qualified executives, engineers, technical staff, and sales representatives are critical to our business, and competition for experienced employees in our industry can be intense. We also do not have an equity compensation plan applicable to executive officers. If we continue to suffer losses or do not implement an equity compensation plan for executive officers, our ability to attract, retain, and motivate executives and employees could be weakened, which could harm our results of operations.

We may not be able to adequately protect our intellectual property rights.

We rely on copyright, trademark, patent and trade secret laws, confidentiality procedures, controls and contractual commitments to protect our intellectual property rights. Despite our efforts, these protections may be limited. Unauthorized third parties may try to copy or reverse engineer portions of our products or otherwise obtain and use our intellectual property. Any patents owned by us may be invalidated, circumvented or challenged. Any of our pending or future patent applications, whether or not being currently challenged, may not be issued with the scope of the claims we seek, if at all. In addition, the laws of some countries do not provide the same level of protection of our intellectual property rights as do the laws and courts of the United States. If we cannot protect our intellectual property rights against unauthorized copying or use, or other misappropriation, we may not remain competitive.

Our products may violate third party intellectual property rights.

Certain of our products are designed to be used with proprietary computer systems built by various OEM manufacturers. We often have to comply with the OEM's proprietary designs which may be patented, now or at some time in the future. OEMs have, at times, claimed that we have violated their patent rights by adapting our products to meet the requirements of their systems. It is our policy to, in unclear cases, either obtain an opinion of patent counsel prior to marketing, or obtain a license from the patent holder. We are presently licensed by Sun Microsystems and Silicon Graphics to sell memory products for certain of their products. However, there can be no assurance that product designs will not be created in the future which will, in fact, be patented and which patent holders will require the payment of substantial royalties as a condition for our continued presence in the segment of the market covered by the patent or they may not give us a license. Nor can there be any assurance that our existing products do not violate one or more existing patents.

We may lose an important customer.

During the fiscal year ended April 30, 2015, the largest ten customers accounted for approximately 53% of the Company's revenues and one customer accounted for approximately 20% of the Company's revenues. There can be no assurance that one or more of these customers will not cease or materially decrease their business with the Company in the future and that our financial performance will not be adversely affected thereby.

Sales directly to OEM's and contract manufacturers can make our revenues, earnings, backlog and inventory levels uneven.

Revenue and earnings from OEM sales may become uneven as order sizes are typically large and often a completed order cannot be shipped until released by the OEM, e.g., to meet a "just in time" inventory requirement. This may occur at or near the end of an accounting period. In such case, revenues and earnings could decline for the period and inventory and backlog could increase.

We face competition from OEM’s.

In the compatibles market we sell our products at a lower price than OEMs. Customers will often pay some premium for the "name brand" product when buying additional memory and OEMs seek to exploit this tendency by having a high profit margin on memory products. However, individual OEMs can change their policy and price memory products competitively. While we believe that with our manufacturing efficiency and low overhead we still would be able to compete favorably with OEMs, in such an event profit margins and earnings would be adversely affected. Also, OEMs could choose to use "free memory" as a promotional device in which case our ability to compete would be severely impaired.

We face competition from DRAM manufacturers.

DRAM manufacturers not only sell their product as discrete devices, but also as finished memory modules. They primarily sell these modules directly to OEMs and large distributors and as such compete with us. There can be no assurance that DRAM manufacturers will not expand their market and customer base, and our profit margins and earnings could be adversely affected.

The market for our products may narrow over time.

The principal market for our memory products consists of the manufacturers, buyers and owners of workstations and enterprise servers, classes of machines lying between large mainframe computers and personal computers. Personal computers and mobile devices are increasing in their power and sophistication and, as a result, are now filling some of the computational needs traditionally filled by workstations. The competition for the supply of after-market memory products in the PC industry is very competitive and to the extent we compete in this market we can be expected to have lower profit margins. There can be no assurance that this trend will not continue in the future, and that our financial performance will not be adversely affected.

A portion of our operations is designed to meet the needs of the very competitive Intel and AMD processor-based motherboard market.

In addition to selling server memory systems, we develop, manufacture and market a variety of memory products for motherboards that are Intel or AMD processor based. Many of these products are sold to OEMs and incorporated into computers and other equipment. This is an intensely competitive market with high volumes but lower margins.

Delays in product development schedules may adversely affect our revenues.

The development of software products is a complex and time-consuming process. New products and enhancements to existing products can require long development and testing periods. Our increasing focus on software plus services also presents new and complex development issues. Significant delays in new product or service releases or significant problems in creating new products or services could adversely affect our revenue.

Any claim that our products are defective could harm our business.

We undertake to produce consistently high-quality products, free of defects and errors. Nevertheless, it is possible that our products may contain errors or defects. Our products are complex and must meet stringent user requirements, and we have consistently provided a lifetime warranty for our products. Any customer claims of errors or defects could result in increased expenditures for product testing, or increase our service costs and potentially lead to increased warranty claims. Errors or defects in our products may be caused by, among other things, errors or defects in the memory or controller components, including components we procure from third parties. These factors could result in the rejection of our products, product recalls, and damage to our reputation, lost revenues, diverted development resources, increased customer service and support costs, warranty claims and litigation. We record an allowance for warranty and similar costs in connection with sales of our products, but actual warranty and similar costs may be significantly higher than our recorded estimate and harm our operating results and financial condition.

Moreover, despite testing prior to its release, our software products may contain errors, especially when first introduced or when new versions are released. The detection and correction of any errors can be time consuming and costly. Errors in our software products could affect the ability of our products to work with other software or hardware products, could delay the development or release of new products or new versions of products and could adversely affect market acceptance of our products. If we experience errors or delays in releasing our new software or new versions of our software products, we could lose revenues. End users, who rely on our software products and services for applications that are critical to their businesses, may have a greater sensitivity to product errors than customers for software products generally. Errors in our software products or services could expose us to product liability, performance and/or warranty claims as well as harm our reputation, which could impact our future sales of products and services.

We may make unprofitable acquisitions.

The Company is actively looking at acquiring complementary products and related intellectual property. The possibility exists that an acquisition will be made at some time in the future. Uncertainty surrounds all acquisitions and it is possible that a particular acquisition may not result in a benefit to shareholders, particularly in the short-term. In addition, there can be no assurance that the business of MMB acquired by the Company will remain a profitable operating unit of the Company or that savings from having a larger consolidated business operation will continue.

The investments we make in research and development may not lead to profitable new products.

The Company has implemented a strategy to introduce new and complementary products into its offerings portfolio, and expects to spend substantial sums of money on research and development of such possible new products. Specifically, the Company has made considerable investments in research and development of the RAMDisk product line. We will also continue to invest in new software and hardware products, services, and technologies. Investments in new technology are speculative. Commercial success depends on many factors, including innovativeness, developer support, and effective distribution and marketing. If customers do not perceive our latest offerings as providing significant new functionality or other value, they may reduce their purchases of our products, unfavorably impacting revenue. There can be no assurance that these research and development expenditures will result in the identification or exploitation of any products that can be profitably sold by the Company.

We may be adversely affected by exchange rate fluctuations.

A portion of our accounts receivable and a portion of our expenses are denominated in foreign currencies. These proportions change over time. As a result, the Company's revenues and expenses may be adversely affected, from time to time, by changes in the relationship of the dollar to various foreign currencies on foreign exchange markets. Currently, the Company does not hedge its foreign currency risks, but could do so in the future.

We may incur intangible asset and goodwill impairment charges which could harm our profitability.

We periodically review the carrying values of our intangible assets and goodwill to determine whether such carrying values exceed the fair market value. Our goodwill is subject to an annual review for goodwill impairment. If impairment testing indicates that the carrying value exceeds its fair value, the intangible assets or goodwill is deemed impaired.

The market price for our Common Stock has experienced significant price and volume volatility and may continue to experience significant volatility in the future.

Our stock has experienced significant price and volume volatility for the past several years, and is likely to experience significant volatility in the future, which could result in investors losing all or part of their investments. We believe that such fluctuations will continue as a result of many factors, including financing plans, future announcements concerning us, our competitors or our principal customers regarding financial results or expectations, technological innovations, industry supply and demand dynamics, new product introductions, governmental regulations, the commencement or results of litigation or changes in earnings estimates by analysts, as well as a result of numerous factors outside our control. Significant declines in our stock price may interfere with our ability to raise additional funds through equity financing or to finance strategic transactions with our stock. A significant adverse change in the market value of our Common Stock could also trigger an interim goodwill impairment test that may result in a non-cash impairment charge. In addition, we have historically used equity incentive compensation as part of our overall compensation arrangements. The effectiveness of equity incentive compensation in retaining key employees may be adversely impacted by volatility in our stock price.

Our stock has limited liquidity.

Although our stock is publicly traded, it has been observed that this market is “thin.” As a result, the common stock may trade at a discount to what would be its value if the stock enjoyed greater liquidity.

We do not intend to pay dividends in the foreseeable future.

We have rarely declared or paid any dividends on our Common Stock. We anticipate that we will retain any future earnings to support operations and to finance the development of our business and do not expect to pay cash dividends in the foreseeable future. As a result, the success of an investment in our common stock will depend entirely upon any future appreciation in its value. There is no guarantee that our Common Stock will appreciate in value or even maintain the price at which stockholders have purchased their shares.

We are subject to the New Jersey Shareholders Protection Act.

This statute has the effect of prohibiting any "business combination" - a very broadly defined term - with any "interested shareholder" unless the transaction is approved by the Board of Directors at a time before the interested shareholder had acquired a 10% ownership interest. This prohibition of "business combinations" is for five years after the shareholder became an "interested shareholder" and continues after that time period subject to certain exceptions. A practical consequence of this statute is that a hostile acquisition of our Company is unlikely to occur and hostile transactions which might be of benefit to our shareholders are unlikely to occur.

We are a party to a number of litigations that could cause us to incur substantial cost to pay substantial damages.

As more fully described under “Legal Proceedings” we are party to various claims and legal proceedings the outcome of which is uncertain, including claims involving violations of regulatory requirements. In the event that an unfavorable determination in any of these actions occurs, we could be liable for damages, which could be substantial.

Government regulations may have a negative effect on our business.

Government regulators, or our customers, may in the future require us to comply with product or manufacturing standards that are more restrictive than current laws and regulations related to environmental matters, conflict minerals or other social responsibility initiatives. The implementation of these standards could affect the sourcing, cost and availability of materials used in the manufacture of our products. For example, there may be only a limited number of suppliers offering “conflict free” metals used in our products, and there can be no assurance that we will be able to obtain such metals in sufficient quantities or at competitive prices. Also, we may face challenges with regulators and our customers and suppliers if we are unable to sufficiently verify that the metals used in our products are conflict free. Non-compliance with these standards could cause us to lose sales to these customers and compliance with these standards could increase our costs, which may harm our operating results.

We may suffer a breach of our computer security measures, which could harm our business.

If our security measures are breached and unauthorized access is obtained to our information technology systems, we may lose proprietary data or suffer damage to our business. Our security measures may be breached as a result of third-party action, including computer hackers, employee error, malfeasance or otherwise, and result in unauthorized access to our customers’ data or our data, including our intellectual property and other confidential business information, or our information technology systems. Because the techniques used to obtain unauthorized access, or to sabotage systems, change frequently, we may be unable to anticipate these techniques or to implement adequate preventative measures. We believe we have obtained adequate available insurance to address the business which can be insured against with respect to our business. However, any security breach could result in disclosure of our trade secrets or confidential customer, supplier or employee data, or harm our ability to carry on our business, all of which could result in legal liability, harm to our reputation and otherwise harm our business.

Item 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

Item 2. PROPERTIES

The Company occupies 2,865 square feet of space for administrative, sales, research and development and manufacturing support in Princeton, New Jersey under a lease expiring on April 30, 2020.

The Company leases 17,500 square feet of assembly plant and office space in Montgomery County, Pennsylvania. The lease expires on March 31, 2016.

Rent expense amounted to approximately $432,000 and $629,000 for the fiscal years ended April 30, 2015 and 2014, respectively. Fiscal year ended April 30, 2014 rent expense includes a $225,000 provision to settle a suit against the Company.

Item 3. LEGAL PROCEEDINGS

The following updates and supersedes information related to the departure of our former Chief Executive Officer John Freeman.

Effective on January 22, 2015, the Company determined to terminate Mr. Freeman's employment. On March 23, 2015 the Company filed a Current Report on Form 8-K under Item 5.02 announcing the departure of John Freeman from the Board of Directors (the "Freeman 8-K") and has also reported in various subsequent SEC filings and reports information related to such departure, which further statements are also superseded hereby in their entirety. In 2015 litigation involving Mr. Freeman arose. Additionally, on December 17, 2015 the Company terminated its agreement with MPP Associates, Inc., a company affiliated with Marc Palker, who had been serving as principal accounting officer and providing financial services to the Company, resulting in litigation.

On April 8, 2015, MPP Associates, Inc. and Mr. Palker filed a complaint, styledMPP Associates, Inc. and Marc Palker v. Dataram Corporation, Jon Isaac, David Moylan, Michael Markulec and Richard Butler, in the Superior Court of the State of New Jersey, Essex County, Docket No. ESX-L-002413-15 and on March 9, 2015 filed a complaint with the US Department of Labor, Occupational Safety and Health Administration alleging violation of the Sarbanes-Oxley Act of 2002 alleging retaliation, among other things. On April 9, 2015, Mr. Freemen filed a complaint, styled John Freeman v. Dataram Corporation, David A. Moylan, Jon Isaac, and John Does 1-5, in the Superior Court of the State of New Jersey, Essex County, Docket No. ESX-L-002471-15. On April 10, 2015, the Company filed an action against Mr. Freeman, Mr. Palker and MPP Associates, Inc., styled Dataram Corporation v. John Freeman, Marc Palker and MPP Associates, Inc., in the Superior Court of the State of New Jersey, Mercer County, Docket No. ESX-L-000886-15. The lawsuits have been consolidated and are now pending and in the early stages of discovery, and therefore there can be no assurance regarding the potential outcome of such litigation although the Company intends to defend such lawsuits vigorously.

The Freeman 8-K and subsequent SEC filings and reports recited certain factors considered by the Board of Directors of the Company and its conclusions in support of the departure of Mr. Freeman. The recitations included various statements and legal conclusions that the Company believes should be left to the court to decide in light of the ensuing litigation. The Company believes that matters related to internal deliberations by the Board of Directors, while the basis for the pending claims, need not appear in SEC filings and reports and solely for such reason are hereby retracted and are not intended to be relied upon by third parties, for example, in employment decisions involving Mr. Freeman or any related entities. The Company withdraws any previously made statement in any SEC filing or report concerning the Mr. Freeman's departure, while reserving the right to continue to assert such matters in support of litigation and not as an admission as to any wrongdoing or allegations appearing in such litigation.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Common Stock Information

The Common Stock of the Company is traded on the NASDAQ Stock Market under the symbol "DRAM". As of July 15, 2015 there were approximately 2,000 shareholders of record, which does not include approximately 300 beneficial owners of shares held in the names of brokers or other nominees. The following table sets forth, for the periods indicated, the high and low intraday prices per share of our common stock as reported by the NASDAQ Stock Market.

	2015		2014	
	High	Low	High	Low
First Quarter	$ 3.05	$ 2.44	$ 6.19	$ 2.05
Second Quarter	3.56	2.16	3.40	2.22
Third Quarter	2.66	1.48	3.73	2.16
Fourth Quarter	3.29	2.10	5.43	2.41

All prices have been adjusted to reflect the reverse 1-for-6 stock split which was effective March 15, 2013. The Company does not intend to pay dividends in the near future.

Dividends

We do not anticipate paying dividends in the foreseeable future as the Board of Directors intends to retain future earnings for use in our business. Any future determination as of the payment of dividends will depend upon our financial conditions, results of operations and such other factors as the Board of Directors seems relevant. In addition, our financing agreement contains covenants limiting the declaration and distribution of a dividend.

Issuer Purchases of Equity Securities - NONE

Item 6. SELECTED FINANCIAL DATA

(Not covered by Independent Registered Public Accounting Firm's Reports)
(In thousands, except per share amounts)

The following selected financial data should be read in conjunction with item 7, "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS" and our financial statements and the related notes appearing in item 8," FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA" of this form 10-K

Years Ended April 30,	**2015**	**2014**
Revenues	$ 28,258	$ 30,399
Net loss	(3,829)	(2,609)
Basic loss per share	(2.20)	(1.30)
Diluted loss per share	(2.20)	(1.30)
Current assets	4,656	6,219
Total assets	6,275	7,572
Current liabilities	3,979	5,337
Total stockholders' equity	2,117	1,985
Cash dividends paid	—	—

All prices have been adjusted to reflect the reverse 1-for-6 stock split which was effective March 15, 2013.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and other parts of this Form 10-K contain forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements can also be identified by words such as "future," "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "will," "would," "could," "can," "may," and similar terms. Forward-looking statements are not guarantees of future performance and the Company's actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part I, Item 1A of this Form 10-K under the heading "Risk Factors," which are incorporated herein by reference. The following discussion should be read in conjunction with the consolidated financial statements and notes thereto included in Part II, Item 8 of this Form 10-K. All information presented herein is based on the Company's fiscal calendar. Unless otherwise stated, references to particular years or quarters refer to the Company's fiscal years ended in April and the associated quarters of those fiscal years. The Company assumes no obligation to revise or update any forward-looking statements for any reason, except as required by law.

Overview

Since 1967, Dataram Corporation ("Dataram" or the "Company") has been a leading independent manufacturer of memory products and provider of performance solutions. The Company provides customized memory solutions for original equipment manufacturers (OEMs) and compatible memory for leading brands including Cisco, Dell, Fujitsu, HP, IBM, Lenovo and Oracle as well as a line of memory products for Intel and AMD motherboard based servers. Dataram manufactures its memory in-house to meet three key criteria - quality, compatibility, and selection - and tests its memory for performance and original equipment manufacturer (OEM) compatibility as part of the production process. With memory designed for over 50,000 systems and with products that range from energy-efficient DDR4 modules to legacy SDR offerings, Dataram offers one of the most complete portfolios in the industry. Backed by in-depth quality test programs, nearly fifty years of manufacturing expertise, and a limited lifetime warranty, Dataram memory products are built to last. The company is a CMTL Premier Participant and ISO 9001 (2008 Certified). Its products are fully compliant with JEDEC Specifications.

Dataram's customers include an international network of distributors, resellers, retailers, OEM customers and end users.

Dataram competes with several other large independent memory manufacturers and the OEMs noted above. The primary raw material used in producing memory boards is dynamic random access memory (DRAM) chips. The purchase cost of DRAMs is the largest single component of the total cost of a finished memory board. Consequently, average selling prices for computer memory boards are significantly dependent on the pricing and availability of DRAM chips.

Results of Operations

The following table sets forth consolidated operating data expressed as a percentage of revenues for the periods indicated.

Years Ended April 30,	**2015**	**2014**
Revenues	100.0%	100.0%
Cost of sales	85.2	80.1
Gross profit	14.8	19.9
Engineering	2.7	3.9
Impairment of goodwill	0.0	0.0
Selling, general and administrative	21.8	23.6
Loss from operations	(9.7)	(7.6)
Other income (expense), net	(3.8)	(1.0)
Loss before income tax expense	(13.5)	(8.6)
Income tax expense	0.0	0.0
Net loss	(13.5)%	(8.6)%

Fiscal 2015 Compared With Fiscal 2014

Revenues for the fiscal year ended April 30, 2015 were $28,258,000 compared to $30,399,000 in the fiscal year ended April 30, 2014, a 7% decrease. Average selling prices decreased approximately 6% from the prior year periods, attributable to a decline in the price of DRAM chips, the primary raw material used in the Company's products.

Revenues for the fiscal years ended April 30, 2015 and 2014 by geographic region were:

	Year ended April 30, 2015	Year ended April 30, 2014
United States	$ 23,285,000	$ 24,917,000
Europe	3,785,000	3,431,000
Other (principally Asia Pacific Region)	1,188,000	2,051,000
Consolidated	$ 28,258,000	$ 30,399,000

The Company expects that the entire backlog on hand will be filled during the fiscal year ending April 30, 2016 and mostly in the first quarter. The Company's backlog at April 30, 2015 was $98,000. At April 30, 2014, the Company's backlog was $216,000.

Cost of sales was $24,068,000 in the fiscal year ended April 30, 2015 or 85.2% of revenues compared to $24,353,000 or 80.1% of revenues in the fiscal year ended April 30, 2014. Fluctuations in cost of sales as a percentage of revenues are not unusual and can result from many factors, some of which are a rapid change in the price of DRAMs, or a change in product mix possibly resulting from a large order or series of orders for a particular product or a change in customer mix.

Engineering expense in the fiscal year ended April 30, 2015 was approximately $768,000 versus approximately $1,186,000 in the fiscal year ended April 30, 2014. The Company has capitalized approximately $365,000 of cost related to the maintenance and development of our RAMDisk product in the fiscal year ended April 30, 2015.

Selling, general and administrative expenses were $6,171,000 in the fiscal year ended April 30, 2015 versus $7,181,000 in the fiscal year ended April 30, 2014. The overall reduction in expense was primarily the result of a reduction of employees and related benefit expenses. Stock-based compensation expense was recorded as a component of selling, general and administrative expense and totaled approximately $14,000 in the fiscal year ended April 30, 2015, versus $43,000 in the fiscal year ended April 30, 2015. Intangible asset amortization is recorded as a component of selling, general and administrative expense and totaled approximately $133,000 in the fiscal year ended April 30, 2014 and nil in the fiscal year ended April 30, 2015. The Company also recorded a provision for lease settlement of $225,000 in the fiscal year ended April 30, 2014.

Other income (expense) for the fiscal year ended April 30, 2015 totaled approximately $1,077,000 of expense versus $288,000 of expense in fiscal 2014. Other income (expense) for the fiscal year ended April 30, 2015 includes $1,001,000 of interest expense and $76,000 of foreign currency transaction losses, primarily as a result of the US dollar strengthening against the EURO. The interest expense recorded in fiscal year ended April 30, 2015 includes a non cash interest charge of approximately $750,000 recorded for the amortization of debt discount as a result of the issuance of the subordinated convertible notes and interest expense of approximately $251,000 on the Company's revolving bank credit line. Other income (expense) for the fiscal year ended April 30, 2014 includes $306,000 of interest expense and $18,000 of foreign currency transaction gains, primarily as a result of the US dollar weakening against the EURO.

The Company's consolidated statements of operations for the fiscal year ended April 30, 2015 included tax expense of approximately $3,000 that consists of state minimum tax payments. For the fiscal year ended April 30, 2015, the Company had Federal and State net operating loss ("NOL") carry-forwards of approximately $29,900,000. These can be used to offset future taxable income and expire between 2023 and 2035 for Federal tax purposes and 2016 and 2035 for state tax purposes. The Company's NOL carry-forwards are a component of its deferred income tax assets which are reported net of a full valuation allowance in the Company's consolidated financial statements for the fiscal years ended April 30, 2015 and 2014.

Liquidity and Capital Resources

The Company's financial statements are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America and have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. For the fiscal years ended April 30, 2015 and 2014, the Company incurred losses in the amounts of approximately $3,829,000 and $2,609,000, respectively.

Our continuation as a going concern is dependent upon obtaining the additional working capital necessary to sustain our operations. We may raise additional working capital by obtaining financing, raising capital through the sales of equity and or debt securities and upon future profitable operations. We may also seek to reduce our expenses. There is no assurance that our current operations will be profitable or that we will raise sufficient funds to continue operating. The Company continues to seek out opportunities to reduce overhead expenses to meet revenues. These factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the classification of liabilities that might be necessary in the event we cannot continue in operations.

As of April 30, 2015, we had cash and cash equivalents totaling $327,000. During the year then ended, we had a net loss of $3,829,000 and used cash in operating activities of $2,581,000. We believe our existing capital resources should be sufficient to fund the activities contemplated by our current operating plan into the second quarter of fiscal 2016. We intend to seek external funding prior to that time, however, most likely through bank debt and the issuance and sale of securities. We cannot predict with any certainty when we will need additional funds or how much we will need or if additional funds will be available to us. Our need for future funding will depend on numerous factors, many of which are outside our control.

On November 12, 2014, the Company completed a private placement of 600,000 shares of its Series A Preferred Stock ("Series A Stock") together with Warrants to purchase shares of its common stock ("Preferred Warrant") at a price of $5.00 per share, in accordance with the Series A Preferred Stock Purchase Agreement dated October 20, 2014 (the "Purchase Agreement"). The net proceeds to the Company from the sale of the Series A Stock and Preferred Warrant, after deducting the estimated offering expenses incurred by the Company were approximately $2,700,000. At any time from November 17, 2014, the date of Closing, and prior to October 20, 2019 (the "Put/Call Exercise Period"), and the investors may exercise a right to purchase and require the Company to sell up to an additional 700,000 shares of Series A Stock. If the investors have not exercised this right during the Put/Call Exercise Period, the Company may exercise a right to cause and require the investors to purchase up to an additional 700,000 shares of Series A Stock, for an aggregate purchase price of $3,500,000.

On February 2, 2015, the Company completed a private placement of 26,600 shares of its Series A Stock ("Series together with Preferred Warrants to purchase an additional 66,500 shares at an exercise of its common stock at a price of $2.5 per share, in accordance with the Purchase Agreement. The net proceeds to the Company from the sale of the Series A Stock and Preferred Warrant were approximately $133,000. As of April 30, 2015 the Company has remaining 673,400 Series A shares available.

Net cash used in operating activities totaled approximately $2,581,000 for the fiscal year ended April 30, 2015. Net loss totaled approximately $3,829,000 and included stock-based compensation expense of approximately $14,000, depreciation and amortization expense of approximately $127,000 and bad debt expense of approximately $50,000. Amortization of debt discount of approximately $750,000 was recorded. Inventories decreased by approximately $202,000. The decrease in inventories was a management decision to reduce inventory levels and conserve working capital. Accounts payable increased by approximately $559,000. Accrued liabilities decreased by approximately $645,000. Trade receivables decreased by approximately $1,442,000.

Net cash used in investing activities totaled approximately $394,000, primarily the result of capitalizing software development costs. On May 1, 2014, the Company determined that technological feasibility for Intelligent Caching Software product was established, and development costs subsequent to that date totaling approximately $365,000 have been capitalized. In December 2014, the Company suspended development of the software product. Prior to May 1, 2014, the Company expensed all development costs related to this product line. The Company also purchased $29,000 of property and equipment.

Net cash provided by financing activities totaled approximately $3,044,000 and consisted of proceeds of $750,000 from the Subordinated Secured Convertible Bridge Note and Warrant Purchase Agreement. The Company also recorded net proceeds of approximately $2,832,000 from the private placement of 626,600 shares of its Series A Stock together with Warrants to purchase shares of its Common Stock. Additionally, the Company sold 183,000 shares of common stock and warrants to purchase shares of common stock for proceeds of approximately $365,000. The Company also paid down approximately $861,000 of its bank revolving credit line.

The Company amended and restated its Note and Security Agreement with David Sheerr a former executive officer of the Company, as of October 31, 2013; the Company sold certain equipment and furniture for a purchase price of $500,000 under a sale leaseback transaction to Mr. Sheerr. The Company used the proceeds of the purchase price received from Mr. Sheerr to reduce the remaining principal amount of the original loan by an amount equal to $500,000. The principal amount was reduced to approximately $966,667 at October 31, 2013. was obligated to pay monthly, interest equal to 10% per annum calculated on a 360 day year of the outstanding loan balance. Principal is payable in 29 equal monthly installments of $33,333, beginning on November 15, 2013 and subsequently on the 15th day of each month thereafter, until paid in full. On April 30, 2014 the note was paid in full. Interest expense recorded for the Note in the fiscal year ended April 30, 2014 was approximately $122,000.

As of October 31, 2013, the Company also entered into an agreement with Mr. Sheerr to leaseback the aforementioned equipment and furniture that was sold to Mr. Sheerr on October 31, 2013. The lease is for a term of 60 months and the Company is obligated to pay approximately $7,500 per month for the term of the lease. The Company has an option to extend the lease for an additional two year period. The transactions described have been accounted for as a sale-leaseback transaction. Accordingly, the Company recognized a gain on the sale of assets of approximately $139,000, which is the amount of the gain on sale in excess of present value of the future lease payments and will recognize the remaining approximately $322,000 in proportion to the related gross rental charged to expense over the term of the lease, 60 months. The current portion of $72,000 deferred gain is reflected in accrued liabilities and the long term portion of $250,000 is reflected in other liabilities long term in the consolidated balance sheet as of April 30, 2014. The current portion of $72,000 deferred gain is reflected in accrued liabilities and the long term portion of $179,000 is reflected in other liabilities long term in the consolidated balance sheet as of April 30, 2015.

On November 6, 2013, the Company entered into a new financing agreement (the “Financing Agreement”) with Rosenthal & Rosenthal, Inc. to replace the existing loan agreement. The Financing Agreement provides for a revolving loan with a maximum borrowing capacity of $3,500,000. The loans under the Financing Agreement mature on November 30, 2016 unless such Financing Agreement is either earlier terminated or renewed. Loans outstanding under the Financing Agreement will bear interest at a rate of the Prime Rate (as defined in the Financing Agreement) plus 3.25% (the “Effective Rate”) or on Over-advances (as defined in the Financing Agreement), if any, at a rate of the Effective Rate plus 3%. The Financing Agreement contains other financial and restrictive covenants, including, among others, covenants limiting our ability to incur indebtedness, guarantee obligations, sell assets, make loans, enter into mergers and acquisition transactions and declare or make dividends. Borrowings under the Financing Agreement are collateralized by substantially all the assets of the Company. On April 29, 2014, the Company entered into an amendment (the "Amendment") to the Financing Agreement. The Amendment provides for advances against inventory balances based on prescribed formulas of raw materials and finished goods. The maximum borrowing capacity remains at $3,500,000. Borrowings at April 30, 2015 totaled approximately $2,109,000 and there was no additional availability on that date.

On September 18, 2013, the Company and certain investors entered into a securities purchase agreement (the “Purchase Agreement”) in connection with the offering, pursuant to which the Company agreed to sell an aggregate of 350,931 shares of its common stock and warrants to purchase a total of 350,931 shares of its common stock to such investors for aggregate net proceeds, after deducting fees to the Placement Agent and other estimated offering expenses payable by the Company, of approximately $807,000. The common stock and warrants were sold in fixed combinations, with each combination consisting of one share of common stock and one warrant, with each warrant exercisable for one share of common stock. The purchase price was $2.30 per fixed combination. On September 23, 2013, the offering of 350,000 shares and warrants was closed with net proceeds to the Company of approximately $695,491 after accounting for all expenses of the offering. The exercisability of the warrants may be limited if, upon exercise, the holder or any of its affiliates would beneficially own more than 4.99% of the Common Stock. After the one year anniversary of the initial exercise date of the warrants, the Company had the right to call the warrants for cancellation for $.001 per share in the event that the volume weighted average price of the Common Stock for 20 consecutive trading days exceeds $10.00.

On March 20, 2014, the Company and certain investors entered into a common stock purchase agreement (the “Purchase Agreement”) in connection with the offering, pursuant to which the Company agreed to sell an aggregate of 219,754 shares of its common stock to such investors for aggregate proceeds, after deducting fees to the Placement Agent and other estimated offering expenses payable by the Company, of approximately $559,000. The purchase price was $3.00 per share.

On March 20, 2014, holders of warrants issued in connection with the sale of common stock on September 18, 2013, exercised 86,100 of those warrants at the exercise price of $3.50 per share resulting in net proceeds of approximately $306,350. The exercise of these warrants resulted in the issuance of 86,100 shares of the Company’s common stock.

The pricing model the Company used for determining fair values of the warrants is the Black-Scholes Pricing Model. The model uses market-sourced inputs such as interest rates, dividend yields, market prices and volatilities. The risk-free interest rate used of 1.26% is based on the rate of U.S Treasury zero-coupon issues with a remaining term equal to the expected life of the Warrants. Expected dividend yield assumes the current dividend rate of zero. Expected volatility of approximately 100% was calculated using the daily closing price over a five year period of the Company’s Common Stock.

The value of the warrants was derived and used as a basis to allocate the proceeds received between the warrants and bridge notes. The proportionate value ascribed to the warrants amounted to approximately $562,000 and was reflected as a discount on notes payable. Further the Company estimated a value of beneficial conversion feature of approximately $188,000 (limited to the amount of proceeds allocated to the notes payable) and reflected such as an additional discount on the bridge notes. The discount on notes payable is being amortized using the straight line amortization over ninety days. This resulted in a non-cash interest charge of approximately $617,000 in the quarter ended October 31, 2014 and approximately $133,000 in this year's fiscal first quarter ended July 31, 2014.

On July 15, 2014, the Company entered into the Purchase Agreement governing the issuance of $750,000 aggregate principal amount of Bridge Notes and Bridge Warrants. The Bridge Notes and Bridge Warrants were issued on July 15, 2014. The Company issued $600,000 aggregate principal amount of the Bridge Notes to certain Institutional investors and $150,000 aggregate principal amount of the Bridge Notes to certain members of Management. The Bridge Notes, the initial maturity date of which was October 15, 2014 (which was subject to a three-month extension at the option of the holders that occurred; see below), are convertible into shares of the Company's common stock. The initial conversion price for Institutional Investors is $2.50 per share (which was subsequently reduced; see below), and the initial conversion price for Management is equal to the closing price of the Company's common stock on the closing date of the Purchase Agreement, $2.94. The Bridge Notes are secured obligations of the Company and bear interest at a rate of 8% per year. The Bridge Warrants are exercisable for five years after the closing date of the Purchase Agreement, or July 15, 2019. For each $1,000 of principal amount of Bridge Notes, the holder received 1,200 Bridge Warrants, each exercisable for the purchase of one share of the Company's common stock. Each holder is entitled to exercise one-third of all Bridge Warrants received at an exercise price of $3.00, one-third of all Bridge Warrants received at an exercise price of $3.50, and one-third of all Bridge Warrants received at an exercise price that is equal to the closing price on the closing date of the Purchase Agreement, $2.94. Pursuant to the terms of the Purchase Agreement, the Company has agreed to register for re-sale the shares underlying the Bridge Notes and the Bridge Warrants.

On October 15, 2014, the original maturity date of the Bridge Notes, the maturity date of the Bridge Notes was extended to January 15, 2015 for all holders of the Bridge Notes. On November 17, 2014 the Company closed the sale of 600,000 shares of its Series A Stock, which resulted in the reduction of the conversion price of the Bridge Notes held by the institutional investors to $2.00 from $2.50 to equal the conversion price of the Series A Preferred Stock (see below). In addition, two additional 90-day extensions were provided to the institutional investors, which could extend the final maturity date to July 15, 2015. The extensions expired on January 15, 2015 and at the quarter ended January 31, 2015 the Bridge Notes were in default. The Company paid off approximately $42,500 of the notes and received extensions from all Bridge note holders except for one holder of an $80,000 Bridge Note, which extend the maturity date to January 15, 2016 from the Bridge Note holders prior to this filing. The Company continues to accrue interest on the Bridges Notes. In the event the Bridge Notes are converted to equity, their incremental fair value will be recognized in the consolidated statement of operations. The Company has also advised Rosenthal and Rosenthal, Inc. of the default on the Bridge Notes which is a default under our finance agreement.

On February 2, 2015, the Company completed a private placement of 26,600 shares of its Series A Stock ("Series together with Preferred Warrants to purchase and additional 66,500 shares at an exercise of its common stock at a price of $2.5 per share, in accordance with the Purchase Agreement. The net proceeds to the Company from the sale of the Series A Stock and Preferred Warrant were approximately $133,000. As of April 30, 2015 the Company has remaining 673,400 Series A shares available.

On February 2, 2015, the Company issued and sold an aggregate of 183,000 restricted shares of its common stock at a price of $2.00 per share and five-year warrants to purchase an additional 316,000 shares with an exercise price of $2.50 per share, of which 50,000 shares were purchased by David A Moylan, the Company's CEO. The net proceeds to the Company from the sale of the restricted common stock and warrants (exclusive of any exercise thereof) were approximately $365,000.

At April 30, 2015 the Company had 3,358,275 warrants outstanding with exercise prices between $13.56 and $2.00.

Contractual Obligations

Future minimum lease payments under non-cancelable operating leases (with initial or remaining lease terms in excess of one year) as of April 30, 2015 are as follows:

	Non-Related Party	Related Party	Total
Year ending April 30:			
2016	169,000	90,000	259,000
2017	82,000	90,000	172,000
2018	84,000	90,000	174,000
2019	85,000	45,000	130,000
2020	86,000	—	86,000
Thereafter			
Total	$ 506,000	$ 315,000	$ 821,000

Purchases

At April 30, 2015, the Company had open purchase orders outstanding totaling $83,000, primarily for inventory items to be delivered in the first three months of the fiscal year ending April 30, 2016. These purchase orders are cancelable.

Off-Balance Sheet Arrangements

We do not have, and do not have any present plans to implement, any off-balance sheet arrangements.

Recent Accounting Guidance Not Yet Adopted

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers. The purpose of this new standard is to clarify the principles for recognizing revenue so that can be applied consistently across various transactions, industries and capital markets. We have not completed our assessment of ASU No. 2014-09.

Critical Accounting Policies

During December 2001, the Securities and Exchange Commission ("SEC") published a Commission Statement in the form of Financial Reporting Release No. 60 which encouraged that all registrants discuss their most "critical accounting policies" in management's discussion and analysis of financial condition and results of operations. The SEC has defined critical accounting policies as those that are both important to the portrayal of a company's financial condition and results, and that require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. While the Company's significant accounting policies are summarized in Note 1 of notes to consolidated financial statements included in this Annual Report, management believes the following accounting policies to be critical:

Revenue Recognition - Revenue is recognized when title passes upon shipment of goods to customers. The Company's revenue earning activities involve delivering or producing goods. The following criteria are met before revenue is recognized: persuasive evidence of an arrangement exists, shipment has occurred, selling price is fixed or determinable and collection is reasonably assured. The Company does experience a minimal level of sales returns and allowances for which the Company accrues a reserve at the time of sale in accordance with the Revenue Recognition – Right of Return Topic of the FASB ASC. Estimated warranty costs are accrued by management upon product shipment based on an estimate of future warranty claims.

Research and Development - Research and development costs are expensed as incurred, including Company-sponsored research and development and costs of patents and other intellectual property that have no alternative future use when acquired and in which we had an uncertainty in receiving future economic benefits. Development costs of a computer software product to be sold, leased, or otherwise marketed are subject to capitalization beginning when a product's technological feasibility has been established and ending when a product is available for general release to customers. Technological feasibility of a computer software product is established when all planning, designing, coding and testing activities that are necessary to establish that the product can be produced to meet its design specifications (including functions, features and technical performance requirements) are completed.

Income Taxes - The Company utilizes the asset and liability method of accounting for income taxes in accordance with the provisions of the Expenses – Income Taxes Topic of the FASB ASC. Under the asset and liability method, deferred income tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The Company considers certain tax planning strategies in its assessment as to the recoverability of its tax assets. Deferred income tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in earnings in the period that the tax rate changes. The Company recognizes, in its consolidated financial statements, the impact of a tax position, if that position is more likely than not to be sustained on audit, based on technical merits of the position. There are no material unrecognized tax positions in the financial statements.

Goodwill – The carrying value of goodwill is not amortized, but is tested annually as of March 31 as well as whenever events or changes in circumstances indicate that the carrying amount may not be recoverable using a two-step process. As of April 30, 2015, management has concluded that no impairment of goodwill is required.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, including deferred income tax asset valuation allowances and certain other reserves and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the consolidated financial statements in the period they are determined to be necessary. Some of the more significant estimates made by management include the allowance for doubtful accounts and sales returns, the deferred income tax asset valuation allowance and other operating allowances and accruals. Actual results could differ from those estimates.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company does not invest in market risk sensitive instruments. At times, the Company’s cash equivalents consist of overnight deposits with banks and money market accounts.

The Company purchases and sells primarily in U.S. dollars. The Company sells in foreign currency (primarily Euros) to a limited number of customers and as such incurs some foreign currency risk. At any given time, approximately 5 to 25 percent of the Company’s accounts receivable are denominated in currencies other than U.S. dollars. At present, the Company does not purchase forward contracts as hedging instruments, but could do so as circumstances warrant.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Index to Consolidated Financial Statements and Schedule **Page**

Consolidated Financial Statements:

All schedules are omitted as the required information is not applicable or because the required information is included in the consolidated financial statements or notes thereto.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders' of Dataram Corporation

We have audited the accompanying consolidated balance sheet of Dataram Corporation and Subsidiaries (the "Company") as of April 30, 2015, and the related consolidated statement of operations, changes in stockholders' equity, and cash flows for the year then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that we considered appropriate under the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Dataram Corporation and Subsidiaries as of April 30, 2015 and the results of their operations and their cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, these conditions raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

/s/ Anton & Chia, LLP
Newport Beach, California
August 7, 2015

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders' of Dataram Corporation

We have audited the accompanying consolidated balance sheet of Dataram Corporation and Subsidiaries (the "Company") as of April 30, 2014, and the related consolidated statement of operations, changes in stockholders' equity, and cash flow for the year then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that we considered appropriate under the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Dataram Corporation and Subsidiaries as of April 30, 2014 and the results of their operations and their cash flow for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, these conditions raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

/s/ Anton & Chia, LLP
Newport Beach, California
September 11, 2015

DATARAM CORPORATION AND SUBSIDIARIES
Consolidated Balance Sheets
April 30, 2015 and 2014
(In thousands, except share and per share amounts)

	2015	2014
Assets		
Current assets:		
Cash and cash equivalents	$ 327	$ 258
Accounts receivable, less allowance for doubtful accounts and sales returns of $140 at April 30, 2015 and $220 at April 30, 2014	2,171	3,663
Inventories:		
Raw materials	911	1,576
Work in process	2	64
Finished goods	1,176	651
	2,089	2,291
Other current assets	69	7
Total current assets	4,656	6,219
Property and equipment:		
Machinery and equipment	479	451
Leasehold improvements	609	608
	1,088	1,059
Less accumulated depreciation and amortization	967	840
Net property and equipment	121	219
Other assets	50	51
Capitalized software development cost	365	—
Goodwill	1,083	1,083
Total Assets	$ 6,275	$ 7,572
Liabilities and Stockholders' Equity		
Current liabilities:		
Note payable-revolving credit line	$ 2,109	$ 2,970
Accounts payable	880	1,438
Accrued liabilities	282	929
Convertible notes payable, net of discount	600	
Convertible notes payable related parties, net of discount	108	—
Total current liabilities	3,979	5,337
Other liabilities – related party	179	250
Total liabilities	4,158	5,587
Commitments and contingencies		
Stockholder's equity:		
Preferred Stock, par value $.01 per share. Authorized 1,300,000 share and 626,600 shares outstanding at April 30, 2015	1,857	—
Common stock, par value $1.00 per share. Authorized 54,000,000 shares and 2,776,012 issued and outstanding at April 30, 2015 and 2,410,512 issued and outstanding on April 30, 2014	2,776	2,411
Additional paid-in capital	21,864	20,236
Accumulated deficit	(24,491)	(20,662)
Shares to be issued	111	—
Total stockholders' equity	2,117	1,985
	$ 6,275	$ 7,572

See accompanying notes to consolidated financial statements.

DATARAM CORPORATION AND SUBSIDIARIES
Consolidated Statements of Operations
Years ended April 30, 2015 and 2014
(In thousands, except per share amounts)

	2015	2014
Revenues	$ 28,258	$ 30,399
Costs and expenses:		
Cost of sales	24,068	24,353
Engineering	768	1,186
Selling, general and administrative	6,171	7,178
	31,007	32,717
Loss from operations	(2,749)	(2,318)
Other income (expense):		
Interest income	—	—
Interest expense	(1,001)	(306)
Currency gain (loss)	(76)	18
	(1,077)	(288)
Loss before income tax expense	(3,826)	(2,606)
Income tax expense	3	—
Net loss	$ (3,829)	$ (2,609)
Less preferred stock dividends	1,759	
Net loss allocated to common shareholders	$ (5,588)	$ (2,609)
Net loss per common share:		
Basic	$ (2.20)	$ (1.30)
Diluted	$ (2.20)	$ (1.30)

See accompanying notes to consolidated financial statements.

DATARAM CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows
Years ended April 30, 2015 and 2014
(In thousands)

	2015	2014
Cash flows from operating activities:		
Net loss	$ (3,829)	$ (2,609)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	127	300
Bad debt expense	50	186
Stock-based compensation expense	14	43
Amortization of deferred gain in sale leaseback	(71)	
Gain on sale of property and equipment	—	(139)
Impairment of goodwill	—	—
Amortization of Debt discount	750	—
Changes in assets and liabilities		
Decrease (increase) in accounts and notes receivable	1,442	(689)
Decrease in inventories	202	612
Decrease (increase) in other current assets	(62)	74
Decrease in other assets	1	5
Increase (decrease) in accounts payable	(558)	491
Increase (decrease) in accrued liabilities	(647)	172
Net cash used in operating activities	(2,581)	(1,554)
Cash flows from investing activities:		
Additions to property and equipment	(29)	—
Software development costs	(365)	—
Proceeds from sale of property and equipment	—	500
Net cash provided by (used in) investing activities	(394)	500
Cash flows from financing activities:		
Net borrowings (repayments) under revolving credit line	(861)	1,094
Proceeds from issuance of notes and warrants	750	—
Repayment of convertible notes	(42)	—
Net proceeds from sales of preferred shares	2,832	—
Payment of related party note payable	—	(1,667)
Net proceeds from sale of common stock	365	1,561
Net cash provided by financing activities	3,044	988
Net (decrease) increase in cash and cash equivalents	69	(66)
Cash and cash equivalents at beginning of year	258	324
Cash and cash equivalents at end of year	$ 327	$ 258
Supplemental disclosure of non-cash financing activities:		
Debt discount on convertible notes payable	$ 750	$ —
Non-cash preferred stock dividends	$ 1,759	$ —
Supplemental disclosures of cash flow information:		
Cash paid during the year for:		
Interest	$ 251	$ 324
Income taxes	$ 3	$ —

See accompanying notes to consolidated financial statements.

DATARAM CORPORATION AND SUBSIDIARIES
Consolidated Statements of Stockholders' Equity
Years ended April 30, 2015 and 2014
(In thousands)

	Common Stock	APIC	Preferred Stock	Shares to be Issued	Retained Deficit	Total Equity
Balance at April 30, 2013	$ 1,755	$ 19,288	$ —	$ —	$ (18,053)	$ 2,990
Net loss					(2,609)	(2,609)
Stock-based compensation expense		43				43
Issuance of shares and warrants under registered direct offering	656	905				1,561
Balance at April 30, 2014	2,411	20,236	—	—	(20,662)	1,985
Net loss					(3,829)	(3,829)
Stock-based compensation expense		14				14
Fair value detachable warrants		562				562
Beneficial conversion feature of convertible notes payable		188				188
Common shares issued in connection with sales of preferred stock	182	(182)				0
Common sales issued	183	183				366
Preferred shares issued		974	1,857			2,831
Non-cash preferred stock dividend		(111)		111		0
Balance at April 30, 2015	$ 2,776	$ 21,864	$ 1,857	$ 111	$ (24,491)	$ 2,117

See accompanying notes to consolidated financial statements

Dataram Corporation and Subsidiaries
Notes to Consolidated Financial Statements

(1) Description of Business and Significant Accounting Policies

Since 1967, Dataram Corporation ("Dataram" or the "Company") has been a leading independent manufacturer of memory products and provider of performance solutions. The Company provides customized memory solutions for original equipment manufacturers (OEMs) and compatible memory for leading brands including Cisco, Dell, Fujitsu, HP, IBM, Lenovo and Oracle as well as a line of memory products for Intel and AMD motherboard based servers. Dataram manufactures its memory in-house to meet three key criteria - quality, compatibility, and selection - and tests its memory for performance and original equipment manufacturer (OEM) compatibility as part of the production process. With memory designed for over 50,000 systems and with products that range from energy-efficient DDR4 modules to legacy SDR offerings, Dataram offers one of the most complete portfolios in the industry. Backed by in-depth quality test programs, nearly fifty years of manufacturing expertise, and a limited lifetime warranty, Dataram memory products are built to last. The company is a CMTL Premier Participant and ISO 9001 (2008 Certified). Its products are fully compliant with JEDEC Specifications.

Dataram's customers include an international network of distributors, resellers, retailers, OEM customers and end users.

Dataram competes with several other large independent memory manufacturers and the OEMs noted above. The primary raw material used in producing memory boards is dynamic random access memory (DRAM) chips. The purchase cost of DRAMs is the largest single component of the total cost of a finished memory board. Consequently, average selling prices for computer memory boards are significantly dependent on the pricing and availability of DRAM chips.

Liquidity and Basis of Presentation

The Company's financial statements are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America and have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. For the fiscal years ended April 30, 2015 and 2014, the Company incurred losses in the amounts of approximately $3,829,000 and $2,609,000, respectively. Net cash used in operating activities totaled approximately $2,581,000 and $1,554,000, for the fiscal years ended April 30, 2015 and 2014, respectively.

Our continuation as a going concern is dependent upon obtaining the additional working capital necessary to sustain our operations. Our future is dependent upon our ability to obtain financing, raise capital through the sales of equity and or debt securities and upon future profitable operations. There is no assurance that our current operations will be profitable or we will raise sufficient funds to continue operating. The Company continues to seek out opportunities to trim overhead expenses to meet revenues.

If current and projected revenue growth does not meet estimates, the Company may continue to choose to raise additional capital through debt and/or equity transactions, reduce certain overhead costs through the deferral of salaries and other means, and settle liabilities through negotiation. Currently, the Company does not have any commitments or assurances for additional capital, nor can the Company provide assurance that such financing will be available to it on favorable terms, or at all. These factors raise doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event we cannot continue in existence.

Principles of Consolidation

The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

Cash and Cash Equivalents

Cash and cash equivalents consist of unrestricted cash and money market accounts. To the extent that the Company's cash deposits exceed FDIC insurance limits they are uninsured

Accounts Receivable

Accounts receivable consist of the following:

	April 30, 2015	April 30, 2014
Trade receivables	$ 2,151,000	$ 3,758,000
VAT receivable	160,000	125,000
Allowance for doubtful accounts and sales returns	(140,000)	(220,000)
	$ 2,171,000	$ 3,663,000

Bad debt expense in the fiscal year ended April 30, 2015 was approximately $50,000 compared to $186,000 in fiscal year ended April 30, 2014. As disclosed in Note 2, the Company wrote off approximately $162,000 note receivable Shoreline Capital Management Ltd in fiscal 2014's second quarter.

Inventories

Inventories, consisting of materials, labor and manufacturing overhead, are stated at the lower of cost or market, with cost determined by the first-in, first-out method. Management provides a reserve against inventory for known or expected inventory obsolescence. The reserve is determined by specific review of inventory items for product age and quality which may affect salability.

Property and Equipment

Property and equipment is recorded at cost. Depreciation is computed on the straight-line basis. Depreciation and amortization rates are based on the estimated useful lives, which range from two to five years for machinery and equipment and five to six years for leasehold improvements. When property or equipment is retired or otherwise disposed of, related costs and accumulated depreciation and amortization are removed from the accounts. Depreciation and amortization expense related to property and equipment for the fiscal years ended April 30, 2015 and 2014 totaled $127,000 and $167,000, respectively.

Repair and maintenance costs are charged to operations as incurred.

Long-Lived Assets

Long-lived assets, such as property and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the estimated fair value of the asset. Assets to be disposed of would be separately presented in the consolidated balance sheets and reported at the lower of the carrying amount or fair value less cost to sell, and no longer depreciated. The Company considers various valuation factors, principally undiscounted cash flows, to assess the fair values of long-lived assets.

Goodwill and Intangible Assets

Goodwill:

Goodwill – The carrying value of goodwill is not amortized, but is tested annually as of March 31 as well as whenever events or changes in circumstances indicate that the carrying amount may not be recoverable using a two-step process. As of April 30, 2015, management has concluded that no impairment of goodwill is required.

The following table outlines the changes in goodwill for the year ended April 30, 2015:

	2015	2014
Opening balance May 1	$ 1,083,000	$ 1,083,000
Contingent purchase price	—	—
Impairment charge	—	—
Goodwill balance April 30	$ 1,083,000	$ 1,083,000

Intangible Assets:

Intangible assets with determinable lives, other than customer relationships, are amortized on a straight-line basis over their estimated period of benefit, ranging from four to five years. Customer relationships are amortized over a two-year period at a rate of 65% of the gross value acquired in the first year subsequent to their acquisition and 35% of the gross value acquired in the second year. The Company evaluates the recoverability of intangible assets periodically and takes into account events or circumstances that warrant revised estimates of useful lives or that indicate that impairment exists.

The Company estimates that it has no significant residual value related to its intangible assets. Intangible assets amortization expense was $nil for fiscal year ended April 30, 2015, $133,000 for fiscal year ended April 30, 2014. As of April 30, 2015, the components of finite-lived intangible assets acquired are as follows:

As of April 30, 2015 the components of finite-lived intangible assets acquired were as follows:

	Gross Carrying Amount	Weighted Average Life	Accumulated Amortization	Net Carrying Amount
Customer relationships	$ 758,000	2 Years	$ 758,000	$ 0
Trade names	733,000	5 Years	733,000	0
Non-compete agreement	68,000	4 Years	68,000	0
	$ 1,559,000		$ 1,559,000	$ 0

Fair Value of Financial Instruments:

Fair value measurements and disclosures establish a hierarchy that prioritizes fair value measurements based on the type of inputs used for the various valuation techniques (market approach, income approach and cost approach). The levels of hierarchy are described below:

- Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted market prices that are observable for the asset or liability, either directly or indirectly; these include quoted prices for similar assets or liabilities in active markets, such as interest rates and yield curves that are observable at commonly-quoted intervals.
- Level 3: Unobservable inputs that reflect the reporting entity's own assumptions, as there is little, if any, related market activity.

The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of assets and liabilities and their placement within the fair value hierarchy.

The following table sets forth the assets and liabilities measured at fair value on a nonrecurring basis, by input level, in the consolidated balance sheets at April 30, 2015:

Balance Sheet Location	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	April 30, 2015 Total	Total Reduction in Fair value Recorded as of April 30, 2015
Assets:					
Goodwill: convertible debt, preferred stock its warrant, call/put option	$ —	$ —	$ 1,083,000	$ 1,083,000	$ —
Convertible notes payable, net of discount	$ —	$ 708,000	$ —	$ 708,000	$ —
Preferred stock	$ —	$ 1,857,000	$ —	$ 1,857,000	$ —

Revenue Recognition

Revenue is recognized when title passes upon shipment of goods to customers. The Company's revenue earning activities involve delivering or producing goods. The following criteria are met before revenue is recognized: persuasive evidence of an arrangement exists, shipment has occurred, selling price is fixed or determinable and collection is reasonably assured. The Company does experience a minimal level of sales returns and allowances for which the Company accrues a reserve at the time of sale. Estimated warranty costs are accrued by management upon product shipment based on an estimate of future warranty claims.

Engineering and Research and Development

Research and development costs are expensed as incurred, including Company-sponsored research and development and costs of patents and other intellectual property that have no alternative future use when acquired and in which we had an uncertainty of receiving future economic benefits. Development costs of a computer software product to be sold, leased, or otherwise marketed are subject to capitalization beginning when a product's technological feasibility has been established and ending when a product is available for general release to customers. Technological feasibility of a computer software product is established when all planning, designing, coding and testing activities that are necessary to establish that the product can be produced to meet its design specifications (including functions, features and technical performance requirements) are completed. The Company has capitalized approximately $365,000 of cost related to the maintenance and development of our RAMDisk product in the fiscal year ended April 30, 2015.

Advertising

Advertising is expensed as incurred and amounted to $89,000 and $139,000 in the fiscal years ended April 30, 2015 and 2014, respectively.

Income Taxes

The Company utilizes the asset and liability method of accounting for income taxes in accordance with the provisions of the Expenses – Income Taxes Topic of the FASB ASC. Under the asset and liability method, deferred income tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The Company considers certain tax planning strategies in its assessment as to the recoverability of its tax assets. Deferred income tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in earnings in the period that the tax rate changes. The Company recognizes, in its consolidated financial statements, the impact of a tax position, if that position is more likely than not to be sustained on audit, based on the technical merits of the position. There are no material unrecognized tax positions in the financial statements.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company maintains its cash and cash equivalents in financial institutions and brokerage accounts. To the extent that such deposits exceed the maximum insurance levels, they are uninsured. The Company performs ongoing evaluations of its customers' financial condition, as well as general economic conditions and, generally, requires no collateral from its customers. At April 30, 2015 and 2014, amounts due from one customer totaled approximately 16% and 30%, respectively, of accounts receivable.

In fiscal years ended April 30, 2015 and 2014, the Company had sales to one customer that accounted for approximately 20% and 15%, respectively, of revenues.

Net Income (Loss) Per Share

Basic net income (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share is calculated in a manner consistent with basic net income (loss) per share except that the weighted average number of common shares outstanding also includes the dilutive effect of stock options outstanding (using the treasury stock method).

The following presents a reconciliation of the numerator and denominator used in computing basic and diluted net loss per share.

	Year ended April 30, 2015		
	Loss (numerator)	Shares (denominator)	Per share amount
Basic net loss per share-net loss and weighted average common shares outstanding	$ (5,588,000)	2,538,511	$ (2.20)
Effect of dilutive securities-stock options	—	—	—
Diluted net loss per share-net loss, weighted average common shares outstanding and effect of stock options	$ (5,588,000)	2,538,511	$ (2.20)

	Year ended April 30, 2014		
	Loss (numerator)	Shares (denominator)	Per share amount
Basic net loss per share-net loss and weighted average common shares outstanding	$ (2,609,000)	1,999,856	$ (1.30)
Effect of dilutive securities-stock options	—	—	—
Diluted net loss per share -net loss weighted average common shares outstanding and effect of stock options	$ (2,609,000)	1,999,856	$ (1.30)

Diluted net loss per common share does not include the effect of options to purchase 134,079 and 272,580 shares of Common Stock for the years ended April 30, 2015 and 2014, respectively, because they are anti-dilutive. Diluted net loss per common share for the years ended April 30, 2015 and 2014 also does not include the effect of warrants to purchase 3,358,275 and 485,775 shares, respectively, because they are anti-dilutive.

Product Warranty

The majority of the Company's products are intended for single use; therefore, the Company requires limited product warranty accruals. The Company accrues estimated product warranty cost at the time of sale and any additional amounts are recorded when such costs are probable and can be reasonably estimated.

	Balance Beginning of Year	Charges to Costs and Expenses	Deductions	Balance End of Year
Year Ended April 30, 2015	$ 69,000	$ 11,000	$ (70,000)	$ 10,000
Year Ended April 30, 2014	$ 69,000	$ 9,000	$ (9,000)	$ 69,000

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, including deferred tax asset valuation allowances and certain other reserves and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the consolidated financial statements in the period they are determined to be necessary. Some of the more significant estimates made by management include the allowance for doubtful accounts and sales returns, the deferred income tax asset valuation allowance and other operating allowances and accruals. Actual results could differ from those estimates.

Stock-Based Compensation

At April 30, 2015, the Company has stock-based employee and director compensation plans, which are described more fully in Note 6. New shares of the Company's Common Stock are issued upon exercise of stock options.

The accounting for transactions in which an enterprise receives employee services in exchange for (a) equity instruments of the enterprise or (b) liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments are accounted for using a fair value-based method with a recognition of an expense for compensation cost related to share-based payment arrangements, including stock options and employee stock purchase plans.

The Company's consolidated statement of operations for fiscal year ended April 30, 2015 includes $14,000 of stock based compensation expense. Stock based compensation expense is recognized in the results of operations on a ratable basis over the vesting periods. These stock option grants have been classified as equity instruments, and as such, a corresponding increase has been reflected in additional paid-in capital in the accompanying balance sheet as of April 30, 2015. In fiscal 2014, stock-based compensation expense totaled $43,000. A corresponding increase is reflected in additional paid-in capital for these years. The fair value of each stock option granted is estimated on the date of grant using the Black-Scholes option pricing model.

A summary of option activity for the fiscal year ended April 30, 2015 is as follows:

	Shares	Weighted average exercise price	Weighted average remaining contractual life	Aggregate Intrinsic Value(1)
Balance April 30, 2014	264,244	$ 12.42	4.46	$ 6,250
Granted		$		
Exercised				
Expired	(138,498)	$ 16.00	—	—
Balance April 30, 2015	125,746	$ 8.48	3.59	$ —
Exercisable April 30, 2015	125,746	$ 8.48	3.59	$ —
Vested April 30, 2015	125,746	$ 8.48	3.59	$ —

(1) These amounts represent the difference between the exercise price and the closing price of Dataram Common Stock as of the end of the reporting period, $2.17 on April 30, 2015 as reported on the NASDAQ Stock Markets. There are no in-the-money options outstanding at April 30, 2015.

During fiscal 2015, 12,500 options completed vesting. As of April 30, 2015, all compensation expense related to stock options was recognized. At April 30, 2015, 258,333 shares were authorized for future grant under the Company's stock option plans.

(2) Financing Agreements

The Company amended and restated its Note and Security Agreement with Mr. Sheerr as of October 31, 2013; the Company sold certain equipment and furniture for a purchase price of $500,000 under a sale leaseback transaction to Mr. Sheerr. The Company used the proceeds of the purchase price received from Mr. Sheerr to reduce the remaining principal amount of the original loan by an amount equal to $500,000. The principal amount was reduced to approximately $966,667 at October 31, 2013. The Company was obligated to pay monthly interest equal to 10% per annum calculated on a 360 day year of the outstanding loan balance. Principal was payable in 29 equal monthly installments of $33,333, beginning on November 15, 2013 and subsequently on the 15th day of each month thereafter, until paid in full. On April 30, 2014 the note was paid in full. Interest expense recorded for the Note in the fiscal year ended April 30, 2014 was approximately $122,000.

As of October 31, 2013, the Company also entered into an agreement with Mr. Sheerr to leaseback the aforementioned equipment and furniture that was sold to Mr. Sheerr on October 31, 2013. The lease is for a term of 60 months and the Company is obligated to pay approximately $7,500 per month for the term of the lease. The Company has an option to extend the lease for an additional two year period. The transactions described have been accounted for as a sale-leaseback transaction. Accordingly, the Company recognized a gain on the sale of assets of approximately $139,000, which is the amount of the gain on sale in excess of present value of the future lease payments and will recognize the remaining approximately $322,000 in proportion to the related gross rental charged to expense over the term of the lease, 60 months. The current portion of $72,000 deferred gain is reflected in accrued liabilities and the long term portion of $250,000 is reflected in other liabilities long term in the consolidated balance sheet as of April 30, 2014. The current portion of $72,000 deferred gain is reflected in accrued liabilities and the long term portion of $179,000 is reflected in other liabilities long term in the consolidated balance sheet as of April 30, 2015.

On July 30, 2012, a Convertible Senior Promissory Note was executed by and between Shoreline Memory, Inc. (“Shoreline”) and the Company whereby the Company could lend up to $1,500,000 to Shoreline in exchange for interest payments at prime plus 3.0% and the right to convert the amount outstanding into Common Stock of Shoreline on or before its maturity date. Each time the Company advanced money under the note, the Company was granted 1% of the outstanding Common Stock of Shoreline for every $100,000 advanced up to a maximum of 15%. This was in addition to the 15% allowable under the conversion of the note and the warrant to acquire 30% of Shoreline Common Stock. The conversion is at the rate of 1% of the outstanding Common Stock for each $100,000 converted up to a maximum of 15%. This note had a maturity date of three years and at such time Shoreline would have had to repay the note or the Company would have had to convert the note into Common Stock. The note was secured by all the assets of Shoreline and Shoreline Capital Management Ltd. (“Shoreline Capital”) as guarantor. Also executed with the note was a warrant to purchase 30% of the outstanding Common Stock of Shoreline at the time of exercise and the warrant expires sixty days after the third anniversary of the closing of the transaction. The warrant prescribed a formula to determine the price per share at the time of exercise. If all the amounts under the note were advanced and converted and the full warrant was exercised, the Company would have owned 60% of the outstanding Common Stock of Shoreline. The note was executed simultaneously with a Master Services Agreement which details the parameters under which the Company and Shoreline would have fulfilled orders from Shoreline’s primary customer. On July 31, 2012, the Company advanced $375,000 under the note and an additional $375,000 on August 1, 2012. The purpose of the loan was to fund startup expenses and to prepay initial orders. On February 19, 2013, the Company received $50,000 from Shoreline and, on February 22, 2013, the Company received an additional $200,000 from Shoreline as a partial repayment of their loan. On March 27, 2013, the Company reached an agreement to terminate its relationship with Shoreline. At closing, the Company received an additional $225,000 as a partial repayment of the loan in connection with the termination of all agreements with Shoreline. The promissory note bears interest at the rate of 6% and is guaranteed by Shoreline Memory, Inc., Shoreline Capital Management Ltd and Trevor Folk. All agreements with Shoreline have been terminated with the exception of the amended and restated promissory note. The remaining $275,000 was scheduled to be repaid in accordance with the amended and restated promissory note on July 31, 2013. Shoreline Memory defaulted on the note. The Company fully reserved the $275,000 balance on the amended and restated promissory note at July 31, 2013. During fiscal 2014’s second quarter the Company agreed to settle the amount due on the defaulted note for approximately $162,000. The funds were received in escrow on October 31, 2013 and forwarded to the Company on November 1, 2013.

On November 6, 2013, the Company entered into a new financing agreement (the “Financing Agreement”) with Rosenthal & Rosenthal, Inc. to replace the existing loan agreement. The Financing Agreement provides for a revolving loan with a maximum borrowing capacity of $3,500,000. The loans under the Financing Agreement mature on November 30, 2016 unless such Financing Agreement is either earlier terminated or renewed. Loans outstanding under the Financing Agreement bear interest at a rate of the Prime Rate (as defined in the Financing Agreement) plus 3.25% (the “Effective Rate”) or on Over-advances (as defined in the Financing Agreement), if any, at a rate of the Effective Rate plus 3%. The Financing Agreement contains other financial and restrictive covenants, including, among others, covenants limiting our ability to incur indebtedness, guarantee obligations, sell assets, make loans, enter into mergers and acquisition transactions and declare or make dividends. Borrowings under the Financing Agreement are collateralized by substantially all the assets of the Company. On April 29, 2014, the Company entered into an amendment (the "Amendment") to the Financing Agreement. The Amendment provides for advances against inventory balances based on prescribed formulas of raw materials and finished goods. The maximum borrowing capacity remains at $3,500,000. Borrowings at April 30, 2015 totaled approximately $2,109,000 and there was no additional availability on that date.

The weighted average interest rate on amounts borrowed under these agreements at April 30, 2015 and 2014 was 8.5% and 9.4%, respectively. The average dollar amounts borrowed under these agreements for the fiscal years ended April 30, 2015and 2014 were $3,091,000 and $3,327,000, respectively.

(3) Securities Purchase Agreement

On September 18, 2013, the Company and certain investors entered into a securities purchase agreement (the “Purchase Agreement”) in connection with the offering, pursuant to which the Company agreed to sell an aggregate of 350,931 shares of its common stock and warrants to purchase a total of 350,931 shares of its common stock to such investors for aggregate net proceeds, after deducting fees to the Placement Agent and other estimated offering expenses payable by the Company, of approximately $807,000. The common stock and warrants were sold in fixed combinations, with each combination consisting of one share of common stock and one warrant, with each warrant exercisable for one share of common stock. The purchase price was $2.30 per fixed combination. On September 23, 2013 the offering of 350,000 shares and warrants was closed with net proceeds to the Company of approximately $695,491 after accounting for all expenses of the offering. The exercise price of the warrants is subject to adjustment in the case of stock splits, stock dividends, combinations of shares and similar recapitalization transactions. The exercisability of the warrants may be limited if, upon exercise, the holder or any of its affiliates would beneficially own more than 4.99% of the Common Stock. After the one year anniversary of the initial exercise date of the warrants, the Company had the right to call the warrants for cancellation for $.001 per share in the event that the volume weighted average price of the Common Stock for 20 consecutive trading days exceeds $10.00.

On March 20, 2014, the Company and certain investors entered into a common stock purchase agreement (the “Purchase Agreement”) in connection with the offering, pursuant to which the Company agreed to sell an aggregate of 219,754 shares of its common stock to such investors for aggregate proceeds, after deducting fees to the Placement Agent and other estimated offering expenses payable by the Company, of approximately $559,000. The purchase price was $3.00 per share.

On March 20, 2014, holders of warrants issued in connection with the sale of common stock on September 18, 2013, exercised 86,100 of those warrants at the exercise price of $3.50 per share resulting in net proceeds of approximately $306,350. The exercise of these warrants resulted in the issuance of 86,100 shares of the Company’s common stock.

On July 15, 2014, the Company entered into the Purchase Agreement governing the issuance of $750,000 aggregate principal amount of Bridge Notes and Bridge Warrants. The Bridge Notes and Bridge Warrants were issued on July 15, 2014. The Company issued $600,000 aggregate principal amount of the Bridge Notes to certain Institutional investors and $150,000 aggregate principal amount of the Bridge Notes to certain members of Management. The Bridge Notes, the initial maturity date of which was October 15, 2014 (which was subject to a three-month extension at the option of the holders that occurred; see below), are convertible into shares of the Company's common stock. The initial conversion price for Institutional Investors is $2.50 per share (which was subsequently reduced; see below), and the initial conversion price for Management is equal to the closing price of the Company's common stock on the closing date of the Purchase Agreement, $2.94. The Bridge Notes are secured obligations of the Company and bear interest at a rate of 8% per year. The Bridge Warrants are exercisable for five years after the closing date of the Purchase Agreement, or July 15, 2019. For each $1,000 of principal amount of Bridge Notes, the holder received 1,200 Bridge Warrants, each exercisable for the purchase of one share of the Company's common stock. Each holder is entitled to exercise one-third of all Bridge Warrants received at an exercise price of $3.00, one-third of all Bridge Warrants received at an exercise price of $3.50, and one-third of all Bridge Warrants received at an exercise price that is equal to the closing price on the closing date of the Purchase Agreement, $2.94. Pursuant to the terms of the Purchase Agreement, the Company has agreed to register for re-sale the shares underlying the Bridge Notes and the Bridge Warrants.

On October 15, 2014, the original maturity date of the Bridge Notes, the maturity date of the Bridge Notes was extended to January 15, 2015 for all holders of the Bridge Notes. On November 17, 2014 the Company closed the sale of 600,000 shares of its Series A Stock, which resulted in the reduction of the conversion price of the Bridge Notes held by the institutional investors to $2.00 from $2.50 to equal the conversion price of the Series A Preferred Stock (see below). In addition, two additional 90-day extensions were provided to the institutional investors, which could extend the final maturity date to July 15, 2015. The extensions expired on January 15, 2015 and at the quarter ended January 31, 2015 the Bridge Notes were in default. The Company paid off approximately $42,500 of the notes and received extensions from all Bridge note holders except for one holder of an $80,000 Bridge Note, which extend the maturity date to January 15, 2016 from the Bridge Note holders prior to this filing. The Company continues to accrue interest on the Bridges Notes. In the event the Bridge Notes are converted to equity, their incremental fair value will be recognized in the consolidated statement of operations. The Company has also advised Rosenthal and Rosenthal, Inc. of the default on the Bridge Notes which is a default under our finance agreement.

The pricing model the Company used for determining fair values of the Bridge Warrants is the Black-Scholes Pricing Model. The model uses market-sourced inputs such as interest rates, dividend yields, market prices and volatilities. The risk-free interest rate used of 1.26% is based on the rate of U.S Treasury zero-coupon issues with a remaining term equal to the expected life of the Bridge Warrants. Expected dividend yield assumes the current dividend rate of zero. Expected volatility of approximately 100% was calculated using the daily closing price over a five-year period of the Company's Common Stock.

The value of the Bridge Warrants was derived and used as a basis to allocate the proceeds received between the Bridge Warrants and Bridge Notes. The proportionate value ascribed to the Bridge Warrants amounted to approximately $562,000 and was reflected as a discount on notes payable. Further the Company estimated a value of beneficial conversion feature of approximately $188,000 (limited to the amount of proceeds allocated to the notes payable) and reflected such as an additional discount on the bridge notes. The discount on notes payable is being amortized using the straight line amortization over ninety days. This resulted in a non-cash interest charge of approximately $617,000 in the quarter ended October 31, 2014 and approximately $133,000 in this year's fiscal first quarter ended July 31, 2014.

On October 15, 2014, the original maturity date of the Bridge Notes, the maturity date of the Bridge Notes was extended to January 15, 2015 for all holders of the Bridge Notes. On November 12, 2014 the Company closed the sale of 600,000 shares of its Series A Preferred Stock, which resulted in the reduction of the conversion price of the Bridge Notes held by the institutional investors to $2.00 from $2.50 to equal the conversion price of the Series A Preferred Stock (see below). In addition, two additional 90 extensions were provided to the institutional investors, which could extend the final maturity date to July 15, 2015.

On November 12, 2014, the Company completed a private placement of 600,000 shares of its Series A Preferred Stock ("Series A Stock") together with Warrants to purchase shares of its common stock ("Preferred Warrant") at a price of $5.00 per share, in accordance with the Series A Preferred Stock Purchase Agreement dated October 20, 2014 (the "Purchase Agreement"). The net proceeds to the Company from the sale of the Series A Stock and Preferred Warrant, after deducting the estimated offering expenses incurred by the Company were approximately $2,700,000. At any time from November 17, 2014, the date of Closing, and prior to October 20, 2019 (the "Put/Call Exercise Period"), and the investors may exercise a right to purchase and require the Company to sell up to an additional 700,000 shares of Series A Stock. If the investors have not exercised this right during the Put/Call Exercise Period, the Company may exercise a right to cause and require the investors to purchase up to an additional 700,000 shares of Series A Stock, for an aggregate purchase price of $3,500,000. Holders of the Series A Stock shall initially have the right to convert such shares of Series A Stock into the number of authorized but previously unissued shares of the Company's common stock obtained by dividing the stated value of each share of Series A ($5.00) by $2.00. For each share of Series A Stock, the investors will receive 2.5 Preferred Warrants to purchase the Company's common stock at an exercise price of $2.50 per share. The Preferred Warrants are exercisable immediately for a period of five years from the date of closing. The exercise price of the Preferred Warrants is subject to adjustments in the case of stock splits, stock dividends, combinations of shares and similar recapitalization transactions. The exercisability of the Preferred Warrants may be limited if upon exercise, the warrant holder or any of its affiliates would beneficially own more than 4.99% of the Company's Common Stock. The Holders of the Series A Stock will receive preferential cumulative dividends at the rate of 8% per annum (equivalent to a fixed annual payment of $0.40 per share). The dividends are payable in shares of common stock and shall be valued at the weighted average price of the Company's common stock over the ten (10) consecutive trading days ended on the second trading day immediately before the payment date.

The company also issued 182,500 common shares and 90,000 warrants for common shares in exchange for professional services and fees related to the sale of the Series A Stock. The fair value of the warrants is recorded as a simultaneous increase and decrease to additional paid in capital and is therefore not presented on the consolidated statement of stockholders' equity. The fair value of the common shares is presented as a charge to APIC (Additional Paid In Capital), with a corresponding increase to common stock related to the par value of the shares issued. The proceeds from the private placement were allocated between the Series A Stock, warrants and the put/call feature based upon their relative fair values. The fair value of the preferred stock was determined utilizing the 'as converted' method as the prominent feature driving the value of the instrument was deemed to be underlying value of the common stock to which the instrument was convertible into.

Fair value of the warrants was determined using the Black-Scholes Pricing Model. The model uses market-sourced inputs such as interest rates, dividend yields, market prices and volatilities. The risk-free interest rate used of 1.64% is based on the rate of U.S Treasury zero-coupon issues with a remaining term equal to the expected life of the Warrants. Expected dividend yield assumes the current dividend rate of zero. Expected volatility of approximately 93% was calculated using the daily closing price over a five year period of the Company's Common Stock. The warrants have a strike price of $2.50 and are exercisable for a period of 5 years.

Fair value of the put and call was determined using the Black-Scholes Pricing Model. The model uses market-sourced inputs such as interest rates, dividend yields, market prices and volatilities. The risk-free interest rate used of 1.64% is based on the rate of U.S Treasury zero-coupon issues with a remaining term equal to the expected life of the Put/Call. Expected dividend yield assumes the contracted rate of 8%. Expected volatility of approximately 93% was calculated using the daily closing price over a five year period of the Company's Common Stock. The Put/Call has a strike price of $5.00 and is exercisable for a period of approximately 5 years. The fair value of the underlying preferred shares was based on the as converted value of the underlying common shares which was approximately $5.58 as of the issuance date.

Post allocation of proceeds, the Company evaluated the embedded conversion feature within the Series A stock and determined that based upon its effective conversion rate that a beneficial conversion feature existed and required recognition. Such beneficial conversion feature was measured as the intrinsic value between the market price of the common stock on the commitment date and the effective conversion rate of the instrument and amounted to $1,568,000. Given the Preferred A Stock does not have a stated redemption date, this entire discount was immediately recognized as a non-cash dividend. Such dividend was recognized as a reduction to additional paid in capital due to the retained deficit position of the company. Accordingly, the recognition of the beneficial conversion feature resulted in a simultaneous increase and decrease to APIC for $1,568,000 and is therefore not presented on the consolidated statement of stockholders' equity.

On February 2, 2015, the Company completed a private placement of 26,600 shares of its Series A Stock together with Preferred Warrants to purchase shares of its common stock at a price of $5.00 per share, in accordance with the Purchase Agreement. The net proceeds to the Company from the sale of the Series A Stock and Preferred Warrant were approximately $133,000. The proceeds from the private placement were allocated between the Series A Stock and the warrants based upon their relative fair values. The fair value of the preferred stock was determined utilizing the 'as converted' method as the prominent feature driving the value of the instrument was deemed to be underlying value of the common stock to which the instrument was convertible into.

Fair value of the warrants was determined using the Black-Scholes Pricing Model. The model uses market-sourced inputs such as interest rates, dividend yields, market prices and volatilities. The risk-free interest rate used of 1.19% is based on the rate of U.S Treasury zero-coupon issues with a remaining term equal to the expected life of the Warrants. Expected dividend yield assumes the current dividend rate of zero. Expected volatility of approximately 90.5% was calculated using the daily closing price over a five year period of the Company's Common Stock. The warrants have a strike price of $2.50 and are exercisable for a period of 5 years.

Post allocation of proceeds, the Company evaluated the embedded conversion feature within the Series A stock and determined that based upon its effective conversion rate that a beneficial conversion feature existed and required recognition. Such beneficial conversion feature was measured as the intrinsic value between the market price of the common stock on the commitment date and the effective conversion rate of the instrument and amounted to $78,700. Given the Preferred A Stock does not have a stated redemption date, this entire discount was immediately recognized as a non-cash dividend. Such dividend was recognized as a reduction to additional paid in capital due to the retained deficit position of the company. Accordingly, the recognition of the beneficial conversion feature resulted in a simultaneous increase and decrease to APIC for $78,700 and is therefore not presented on the consolidated statement of stockholders' equity.

On February 2, 2015, the Company issued and sold an aggregate of 183,000 restricted shares of its common stock at a price of $2.00 per share and five-year warrants to purchase and additional 316,000 shares with an exercise price of $2.50 per share, of which 50,000 shares were purchased by David A Moylan the Company's CEO. The net proceeds to the Company from the sale of the restricted common stock and warrants (exclusive of any exercise thereof) were approximately $365,000.

Fair value of the warrants was determined using the Black-Scholes Pricing Model. The model uses market-sourced inputs such as interest rates, dividend yields, market prices and volatilities. The risk-free interest rate used of 1.19% is based on the rate of U.S Treasury zero-coupon issues with a remaining term equal to the expected life of the Warrants. Expected dividend yield assumes the current dividend rate of zero. Expected volatility of approximately 90.5% was calculated using the daily closing price over a five year period of the Company's Common Stock. The warrants have a strike price of $2.50 and are exercisable for a period of 5 years. The warrants have been recognized through a simultaneous increase and decrease to APIC for approximately $215,000 and is therefore not presented on the consolidated statement of stockholders' equity

At April 30, 2015 the Company had 3,358,275 warrants outstanding with exercise prices between $13.56 and $2.00.

(4) Related Party Transactions

During the fiscal years ended April 30, 2015 and 2014, the Company purchased inventories for resale totaling approximately $1,348,000 and $3,144,000, respectively, from Sheerr Memory, LLC ("Sheerr Memory"). Sheerr Memory's owner ("Mr. Sheerr") is employed by the Company and is the former general manager of the acquired MMB business unit. When the Company acquired certain assets of MMB, it did not acquire any of its inventories. However, the Company informally agreed to purchase such inventory on an as needed basis, provided that the offering price was a fair market value price. The inventory acquired was purchased subsequent to the acquisition of MMB at varying times and consisted primarily of raw materials and finished goods used to produce products sold by the MMB business unit. Approximately $15,000 and $271,000 respectively, of accounts payable in the Company's consolidated balance sheets as of April 30, 2015 and 2014 is payable to Sheerr Memory. Sheerr Memory offers the Company trade terms of net 30 days and all invoices are settled in the normal course of business. No interest is paid. The Company has made further purchases from Sheerr Memory subsequent to April 30, 2015 and management anticipates that the Company will continue to do so, although the Company has no obligation to do so.

During the fiscal years ended April 30, 2015 and 2014, the Company purchased inventories for resale totaling approximately $1,150,000 and $1,058,000, respectively, from Keystone Memory Group ("Keystone Memory"). Keystone Memory's owner is a relative of Mr. Sheerr. Approximately $32,000 of accounts payable in the Company's consolidated balance sheets as of April 30, 2015 is payable to Keystone Memory. At April 30, 2014 approximately $27,000 of accounts payable were due Keystone Memory. Keystone Memory offers the Company trade terms of net due and all invoices are settled in the normal course of business. No interest is paid. The Company has made further purchases from Keystone Memory subsequent to April 30, 2015 and management anticipates that the Company will continue to do so, although the Company has no obligation to do so.

On December 14, 2011, the Company entered into a Note and Security Agreement with Mr. Sheerr. The agreement provided for secured financing of up to $2,000,000. The Company was obligated to pay monthly interest equal to 10% per annum calculated on a 360 day year of the outstanding loan balance. Principal was payable in sixty equal monthly installments, beginning on July 15, 2012. The Company had borrowed the full $2,000,000 available under this agreement. Principal amounts due under this obligation were $33,333 per month which began on July 15, 2012.

The Company amended and restated its Note and Security Agreement with Mr. Sheerr as of October 31, 2013; the Company sold certain equipment and furniture for a purchase price of $500,000 under a sale leaseback transaction to Mr. Sheerr. The Company used the proceeds of the purchase price received from Mr. Sheerr to reduce the remaining principal amount of the original loan by an amount equal to $500,000. The principal amount was reduced to approximately $966,667 at October 31, 2013. The Company was obligated to pay monthly, interest equal to 10% per annum calculated on a 360 day year of the outstanding loan balance. Principal was payable in 29 equal monthly installments of $33,333, beginning on November 15, 2013 and subsequently on the 15th day of each month thereafter, until paid in full. On April 30, 2014 the note was paid in full. Interest expense recorded for the Note in the fiscal years ended April 30, 2014 was approximately $122,000.

As of October 31, 2013, the Company also entered into an agreement with Mr. Sheerr to leaseback the aforementioned equipment and furniture that was sold to Mr. Sheerr on October 31, 2013. The lease is for a term of 60 months and the Company is obligated to pay approximately $7,500 per month for the term of the lease. The Company has an option to extend the lease for an additional two year period. The transactions described have been accounted for as a sale-leaseback transaction. Accordingly, the Company recognized a gain on the sale of assets of approximately $139,000, which is the amount of the gain on sale in excess of present value of the future lease payments and will recognize the remaining approximately $322,000 in proportion to the related gross rental charged to expense over the term of the lease, 60 months. The current portion of $72,000 deferred gain is reflected in accrued liabilities and the long term portion of $179,000 is reflected in other liabilities long term in the consolidated balance sheet as of April 30, 2015.

(5) Income Taxes

Income tax expense for the years ended April 30 consists of the following:

	2015	**2014**
Current:		
Federal	$ —	$ —
State	3,000	3,000
	3,000	3,000
Deferred:		
Federal	—	—
State	—	—
	—	—
Total income tax expense	$ 3,000	$ 3,000

Income tax expense differs from “expected” tax expense (computed by applying the applicable U.S. statutory Federal income tax rate to earnings before income taxes) as follows:

	2015	**2014**
Federal income tax at statutory rates	$ (1,301,000)	$ (887,000)
State income taxes (net of federal income tax benefit)	(28,000)	(63,000)
Impact of change in state rate		1,144,000
Other	257,000	(108,000)
Total income tax expense (benefit) before provision for valuation allowance	(1,072,000)	86,000
Changes in valuation allowance	1,075,000	(83,000)
Total income tax expense	$ 3,000	$ 3,000

The tax effect of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are presented below:

	2015	2014
Deferred tax assets:		
Compensated absences and severance, principally due to accruals for financial reporting purposes	$ 3,000	$ 67,000
Stock-based compensation expense	1,151,000	1,146,000
Accounts receivable, principally due to allowance for doubtful accounts and sales returns	49,000	77,000
Property and equipment, principally due to differences in depreciation	216,000	216,000
Intangible assets	53,000	386,000
Inventories	54,000	61,000
Domestic net operating losses	10,609,000	9,120,000
Alternative minimum tax	438,000	438,000
Capitalized R & D cost	128,000	0
Other	23,000	138,000
Net deferred tax assets	12,724,000	11,649,000
Valuation allowance	(12,724,000)	(11,649,000)
Net deferred tax assets	$ —	$ —

The Company recorded a valuation allowance of $1,075,000 and ($83,000) for the fiscal years ended April 30, 2015 and 2014, respectively. Management believes sufficient uncertainty exists regarding the realization of the deferred tax asset items and that a valuation allowance is required. Management considers projected future taxable income and tax planning strategies in making this assessment. The amount of deferred tax assets considered realizable could materially change in the future if estimates of future taxable income change.

The Company has Federal and state net operating loss carry-forwards of approximately $29,900,000 and $25,600,000, respectively. These can be used to offset future taxable income and expire between 2023 and 2035 for Federal tax purposes and 2016 and 2035 for state tax purposes.

The Company adopted Financial Accounting Standards Board ("FASB") guidance for accounting for uncertainty in income taxes on May 1, 2008. The implementation of this guidance did not result in a material adjustment to the Company's liability for unrecognized income tax benefits. At the time of adoption and as of April 30, 2015, the Company currently was not and is not engaged in an income tax examination by any tax authority. The Company recognizes interest and penalties on unpaid taxes in its income tax expense. No interest or penalties were recognized during the Company's fiscal years ended April 30, 2015, 2014 or 2013. The Company files income tax returns in the United States and in various states. The Company's significant tax jurisdictions are the U.S. Federal, New Jersey, Pennsylvania and California. The tax years subsequent to 2010 remain open to examination by the taxing authorities.

(6) Stock Options

The Company has a 2001 incentive and non-statutory stock option plan for the purpose of permitting certain key employees to acquire equity in the Company and to promote the growth and profitability of the Company by attracting and retaining key employees. In general, the plan allows granting of up to 300,000 shares of the Company's Common Stock at an option price to be no less than the fair market value of the Company's Common Stock on the date such options are granted. Currently, options granted under the plan vest ratably on the annual anniversary date of the grants. Vesting periods for options currently granted under the plan range from one to five years. At April 30, 2014, 239,246 of the outstanding options are exercisable. No further options may be granted under this plan. The Company also has a 2011 incentive and non-statutory stock option plan for the purpose of permitting certain key employees and consultants to acquire equity in the Company and to promote the growth and profitability of the Company by attracting and retaining key employees. No executive officer or director of the Company is eligible to receive options under the 2011 plan. In general, the plan allows granting of up to 33,333 shares of the Company's Common Stock at an option price to be no less than the fair market value of the Company's Common Stock on the date such options are granted. Options granted under the plan vest ratably on the annual anniversary date of the grants. There have been 25,000 shares granted under this plan. At April 30, 2015, 25,000 of the outstanding options are exercisable.

The Company's has a 2014 Equity Incentive Plan (the "Plan"), and reserves for issuance 250,000 shares of our common stock. Equity incentive awards play a significant role in the compensation provided to executive officers and employees in the current market. We intend on relying on equity compensation in order to attract and retain key employees, align the interests of our executive officers with those of our shareholders and to provide executive officers and other employees with the opportunity to accumulate retirement income. The Plan is designed to provide flexibility to meet our need to remain competitive in the marketplace in order to attract and retain executive talent and other key employees.

The Board of Directors has exclusive authority to determine which officers, employees, and directors who provide services to the Company will be entitled to receive a benefit under the Plan and to administer awards under the Plan to those eligible individuals. The Board retains the authority to appoint a Compensation Committee at any time, consisting of one or more Board members, to determine awards under the Plan. The Compensation Committee will determine, among things, the selection of those individuals to be granted awards under the Plan among those individuals eligible for participation, the level of participation of each participant, when and how each award under the plan will be granted, and what type or combination of types of awards will be granted.

The Plan provides for the granting of qualified and non qualified stock options Incentive stock options may be granted only to participants who meet the definition of "employees" under Section 3401(c) of the Code and bonus shares.

Stock Options- Stock options provide the recipient with the right to purchase shares of common stock at a price not less than their fair market value on the date of the grant. The stock option price is payable in cash, by tendering previously acquired shares of common stock having an aggregate fair market value at the time of exercise equal to the option price, by cashless (broker-assisted) exercise, or any other method approved by the Board. No stock option may be exercised more than 10 years from the date of grant.

Stock options granted under the Plan may be stock options that are intended to qualify as incentive stock options within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"). Incentive stock options may be granted only to participants who meet the definition of "employees" under Section 3401(c) of the Code. In addition, in order to qualify for incentive stock option treatment, in the case of options granted to a holder of 10% or more of the company's common stock, the stock option price may not be less than 110% of the fair market value of the stock on the date the stock option is granted.

Stock Appreciation Rights. A Stock Appreciation Right ("SAR") provides the recipient with the right to receive from us an amount, determined by the Board and expressed as a percentage (not exceeding 100%), of the difference between the base price established for the appreciation rights and the market value of the common stock on the date the rights are exercised. Appreciation rights can be tandem (i.e., granted with option rights to provide an alternative to the exercise of the option rights) or free-standing. Tandem appreciation rights may only be exercised at a time when the related option right is exercisable and the spread is positive, and requires that the related option right be surrendered for cancellation. Free-standing appreciation rights must have a base price per right that is not less than the fair market value of the common stock on the grant date, must specify the period of continuous employment that is necessary before such appreciation rights become exercisable and may not be exercisable more than 10 years from the grant date.

Bonus Shares. Bonus Shares are an award to an eligible person of shares for services to be rendered or for past services already rendered to the Company. The Board will determine the number of shares to be awarded to the eligible individual, in accordance with any restrictions thereon. These restrictions may be based upon completion of a specified number of years of service with the Company or upon satisfaction of performance goals based on performance factors. Payment for the Bonus Shares may be made in the form of cash, whole shares, or a combination thereof, based on the fair market value of the shares on the date of payment, as determined in the sole discretion of the Board.

The status of these plans for the years ended April 30, 2015 and April 30, 2014 is as follows:

	Options Outstanding		
	Shares	**Exercise price per share**	**Weighted average exercise price**
Balance April 30, 2013	280,242	$ 2.44-24.54	$ 12.04
Granted	—	—	—
Exercised	—	—	—
Expired	(34,665)	6.72-24.54	10.41
Balance April 30, 2014	245,577	$ 2.44-19.20	$ 12.27
Granted	—	—	—
Exercised	—	—	—
Expired	(119,831)	6.72-19.20	16.24
Balance April 30, 2015	125,746	$ 2.44-15.42	$ 8.48

The Company periodically grants nonqualified stock options to non-employee directors of the Company. These options are granted for the purpose of retaining the services of directors who are not employees of the Company and to provide additional incentive for such directors to work to further the best interests of the Company and its shareholders. The options granted to these non-employee directors are exercisable at a price representing the fair value at the date of grant, and expire either five or ten years after date of grant. Vesting periods for options currently granted under the plan range from one to two years. At April 30, 2015, 125,746 of the outstanding options are exercisable.

The status of the non-employee director options for the years ended April 30, 2015 and April 30, 2014 is as follows:

	Options Outstanding		
	Shares	Exercise price per share	Weighted average exercise price
Balance April 30, 2013	31,333	$ 11.94-24.54	$ 15.60
Granted	—	—	—
Exercised	—	—	—
Expired	(12,666)	15.42-24.54	17.34
Balance April 30, 2014	18,667	$ 11.94-15.42	$ 14.43
Granted	—	—	—
Exercised	—	—	—
Expired	(18,667)	$ 11.94-15.42	14.43
Balance April 30, 2015	—	—	$ —

Other Stock Option Expense

During the first quarter of the fiscal year ended April 30, 2009, the Company granted options to purchase 8,333 shares of the Company's Common Stock to a privately held company in exchange for certain patents and other intellectual property. The options granted are exercisable at a price representing the fair value at the date of grant, were 100% exercisable on the date of grant and expire ten years after the date of grant. The calculated fair value of these options was approximately $121,000 and was determined using the Black-Scholes option-pricing model.

(7) Accrued Liabilities

Accrued liabilities consist of the following at April 30:

	2015	2014
Payroll, including vacation	$ 27,000	$ 217,000
Commissions	10,000	75,000
Bonuses	—	70,000
Lease legal settlement	—	225,000
Deferred gain on equipment sale	72,000	72,000
Accounting and audit	53,000	85,000
Other	120,000	185,000
	$ 282,000	$ 929,000

(8) Commitments and contingencies

Leases

The Company and its subsidiaries occupy various facilities and operate various equipment under operating lease arrangements. Rent charged to operations pursuant to such operating leases amounted to approximately $443,000 in 2015 and $419,000 in 2014.

Future minimum lease payments under non-cancelable operating leases (with initial or remaining lease terms in excess of one year) as of April 30, 2015 are as follows:

	Non-Related Party	Related Party	Total
Year ending April 30:			
2016	169,000	90,000	259,000
2017	82,000	90,000	172,000
2018	84,000	90,000	174,000
2019	85,000	45,000	130,000
2020	86,000	—	86,000
Thereafter			
Total	$ 506,000	$ 315,000	$ 821,000

Purchases

At April 30, 2015, the Company had open purchase orders outstanding totaling $83,000 primarily for inventory items to be delivered in the first three months of the fiscal year ending April 30, 2016. These purchase orders are cancelable.

License Agreements

The Company has entered into certain licensing agreements with varying terms and conditions. The Company is obligated to pay royalties on certain of these agreements. Royalties charged to operations pursuant to such agreements amounted to approximately $57,000 in 2015 and $60,000 in 2014.

Legal Proceedings

The following updates and supersedes information related to the departure of our former Chief Executive Officer John Freeman.

Effective on January 22, 2015, the Company determined to terminate Mr. Freeman's employment. On March 23, 2015 the Company filed a Current Report on Form 8-K under Item 5.02 announcing the departure of John Freeman from the Board of Directors (the "Freeman 8-K") and has also reported in various subsequent SEC filings and reports information related to such departure, which further statements are also superseded hereby in their entirety. In 2015 litigation involving Mr. Freeman arose. Additionally, on December 17, 2015 the Company terminated its agreement with MPP Associates, Inc., a company affiliated with Marc Palker, who had been serving as principal accounting officer and providing financial services to the Company, resulting in litigation.

On April 8, 2015, MPP Associates, Inc. and Mr. Palker filed a complaint, styled MPP Associates, Inc. and Marc Palker v. Dataram Corporation, Jon Isaac, David Moylan, Michael Markulec and Richard Butler, in the Superior Court of the State of New Jersey, Essex County, Docket No. ESX-L-002413-15 and on March 9, 2015 filed a complaint with the US Department of Labor, Occupational Safety and Health Administration alleging violation of the Sarbanes-Oxley Act of 2002 alleging retaliation, among other things. On April 9, 2015, Mr. Freemen filed a complaint, styled John Freeman v. Dataram Corporation, David A. Moylan, Jon Isaac, and John Does 1-5, in the Superior Court of the State of New Jersey, Essex County, Docket No. ESX-L-002471-15.

On April 10, 2015, the Company filed an action against Mr. Freeman, Mr. Palker and MPP Associates, Inc., styled Dataram Corporation v. John Freeman, Marc Palker and MPP Associates, Inc., in the Superior Court of the State of New Jersey, Mercer County, Docket No. ESX-L-000886-15. The lawsuits have been consolidated and are now pending and in the early stages of discovery, and therefore there can be no assurance regarding the potential outcome of such litigation although the Company intends to defend such lawsuits vigorously.

The Freeman 8-K and subsequent SEC filings and reports recited certain factors considered by the Board of Directors of the Company and its conclusions in support of the departure of Mr. Freeman. The recitations included various statements and legal conclusions that the Company believes should be left to the court to decide in light of the ensuing litigation. The Company believes that matters related to internal deliberations by the Board of Directors, while the basis for the pending claims, need not appear in SEC filings and reports and solely for such reason are hereby retracted and are not intended to be relied upon by third parties, for example, in employment decisions involving Mr. Freeman or any related entities. The Company withdraws any previously made statement in any SEC filing or report concerning the Mr. Freeman's departure, while reserving the right to continue to assert such matters in support of litigation and not as an admission as to any wrongdoing or allegations appearing in such litigation.

(9) Employee Benefit Plan

The Company has a defined contribution plan (the "Plan") which is available to all qualified employees. Employees may elect to contribute a portion of their compensation to the Plan, subject to certain limitations. The Company contributes a percentage of the employee's contribution, subject to a maximum of 4.5 percent. The Company's matching contributions aggregated approximately $151,000 and $180,000 in 2015 and 2014 respectively.

(10) Revenues by Geographic Location

The Company operates in one business segment and develops, manufactures and markets a variety of memory systems for use with servers and workstations which are manufactured by various companies. Revenues, total assets and long lived assets for 2015 and 2014 by geographic region is as follows:

	United States	Europe	Other*	Consolidated
April 30, 2015				
Revenues	$ 23,285,000	$ 3,785,000	$ 1,188,000	$ 28,258,000
Total assets	$ 6,269,000	$ 6,000	$ 0	$ 6,275,000
Long lived assets	$ 1,498,000	$ 0	$ 0	$ 1,498,000
April 30, 2014				
Revenues	$ 24,917,000	$ 3,431,000	$ 2,051,000	$ 30,399,000
Total assets	$ 7,556,000	$ 16,000	$ 0	$ 7,572,000
Long lived assets	$ 1,353,000	$ 0	$ 0	$ 1,353,000

*Principally Asia Pacific Region

(11) Subsequent Event

On July 29, 2015, we entered into separate Common Purchase Agreements, pursuant to which we sold and issued 500,000 shares of our Common Stock to 5 accredited investors. Gross proceeds of the Common Stock offering were $500,000.

We are not using the services of an investment banker and no finder was involved in the Common Stock Offering.

In May 2015, Dataram filed an application with the state of NJ for the transfer of some or all of its New Jersey Net Operating Losses (NOLs) for which the Company is waiting for approval. At this time we cannot guarantee approval of our application, nor the success of the transfer, and we do not know what the size of the NOL transfer the state of New Jersey will approve. The Company has engaged Source Capital Group, Inc. on a best efforts basis to transfer the NJ NOL to the highest bidder for the New Jersey Net Operating Losses. Today, we cannot provide any certainty on the dollar amount or timing of the sale of the NOLs.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

Item 9A. CONTROLS AND PROCEDURES

The Chief Executive Officer and Chief Accounting Officer of the Company have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Accounting Officer have concluded that these disclosure controls and procedures are effective. There were no changes in our internal control over financial reporting during the quarter ended April 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF MANAGEMENT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of our financial reporting for external purposes in accordance with accounting principles generally accepted in the United States of America. Internal control over financial reporting includes maintaining records that in reasonable detail accurately and fairly reflect transactions; providing reasonable assurance that transactions are recorded as necessary for preparation of our financial statements; providing reasonable assurance that receipts and expenditures of Company assets are made in accordance with management authorization; and providing reasonable assurance that unauthorized acquisition, use or disposition of Company assets that could have a material effect on our financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected.

Management has conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as of April 30, 2015. This Annual Report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting as it is not required.

Item 9B. OTHER INFORMATION

None.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The following table sets forth the names and ages of the members of our Board of Directors and our executive officers and the positions held by each:

Name	Age	Position
David A. Moylan	48	Chief Executive Officer, Chairman of the Board
Anthony M. Lougee	54	Chief Financial Officer
Trent D. Davis	47	Director
Edward M. Karr	46	Director
Michael E. Markulec	50	Director
Richard D. Butler Jr.	65	Director

Executive Biographies

The biographies of each of our directors and executive officers are as follows:

David A. Moylan. David A. Moylan is President and Chief Executive Officer of Dataram Corporation, and Chairman of the Board. Mr. Moylan was previously a Partner at Yenni Capital, Inc., a private equity firm from 2013 through 2015. 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. 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. 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. Mr. Moylan is qualified to serve on the Board because of his breadth of knowledge and experience in all aspects of the Company's activities, including products and services, customers, operations, strategic interests, sales and marketing efforts; his role currently as the CEO at the Company; broad knowledge and operating experience in the technology and services industries; financial and operating acumen; and expertise in evaluating growth and operational initiatives.

Anthony M. Lougee. Anthony M. Lougee is the Chief Financial Officer (CFO) of Dataram and has been since August 17, 2015. He has been employed by the Company since 1991, initially as Accounting Manager and then as Controller from 1999 until August 2015. In 2002, Mr. Lougee was named an executive officer of Dataram. Mr. Lougee started his career as a staff accountant at Philips Electronics and joined Dataram in 1991. He is a graduate of Monmouth University where he also earned an (MBA).

Trent D. Davis. Trent D. Davis is President and COO of Whitestone Investment Network, Inc., which specializes in providing executive advisory services to small entrepreneurial companies, as well as restructuring, recapitalizing, and making strategic investments in small- to mid-size companies. From November 2013 until July 2014, Mr. Davis served as the President and a director of Paulson Capital Corp. (formerly Nasdaq: PLCC) until he successfully completed the reverse merger of Paulson with VBI Vaccines (NASDAQ: VBIV). He now serves as a member of its board of directors and its audit committee. Mr. Davis was also the Chief Executive Officer of Paulson Investment Company, a subsidiary of Paulson Capital Corp, from July 2005 until October 2014, where he supervised all operations and over 200 investment representatives overseeing $1.5 billion in client assets. Prior to that, commencing in 1996, he served as Senior Vice President of Syndicate and National Sales of Paulson Investment Company, Inc. Mr. Davis has extensive experience in capital markets and brokerage operations and is credited with overseeing the syndication of approximately $600 million for over 50 client companies in both public and private transactions. He served as a board member of the National Investment Banking Association from 2001-2005, and was its Chairman in 2003. Mr. Davis holds a B.S. in Business and Economics from Linfield College and an M.B.A. from the University of Portland and has held the following FINRA Licenses: Series 7, 24, 63, 66, and 79. Mr. Davis is qualified to serve on the Board because of his deep knowledge of accounting, finance and operational issues; capital market, advisory and entrepreneurial experiences; and extensive experience in operational and executive management.

Edward M. Karr. Edward M. Karr is the founder and Managing Director of Strategic Asset Management S.A.. He is also a Director of the Board for Pershing Gold, an emerging Nevada gold producer uniquely positioned to create shareholder value by fast-track reopening of the Relief Canyon Mine. Mr. Karr has more than 20 years of capital markets experience as a financial analyst, money manager and investor. Prior to founding Strategic Asset Management in 2012, Mr. Karr managed a private Swiss asset management, investment banking and trading firm based in Geneva for ten years. At the firm, he was responsible for all of the capital market transactions, investment and marketing activities. In 2004, Futures Magazine named Mr. Karr as one of the world’s Top Traders. He is a frequent contributor to CNBC, Bloomberg and Reuters and has been quoted in numerous financial publications. Prior to moving to Europe, Mr. Karr worked for Prudential Securities in the United States and has been in the financial services industry for over twenty years. Before his entry into the financial services arena, Mr. Karr was affiliated with the United States Antarctic Program and spent thirteen consecutive months working in the Antarctic, receiving the Antarctic Service Medal for winter over contributions of courage, sacrifice and devotion. Mr. Karr studied at Embry-Riddle Aeronautical University, Lansdowne College in London, England and received a B.S. in Economics/Finance with Honours (magna cum laude) from Southern New Hampshire University. Mr. Karr has lived in Geneva since 1997. He is also a current board member and past President of the American International Club of Geneva and Chairman of Republican’s Overseas Switzerland. Mr. Karr is qualified to serve on the Board because of his global operating and executive management experience; deep knowledge of capital markets; experience in public company accounting, finance, and audit matters; as well as his experience in a range of board and committee functions as a member of various boards,

Michael E. Markulec. Michael E. Markulec is President and Chief Executive Officer at AXON Ghost Sentinel, and previously has held various executive positions at Lumeta Corporation for more than 13 years, including the past three 3 years as President and Chief Executive Officer, and the 10 years prior thereto as Chief Operating Officer. Lumeta Corporation, a manufacturer of the IPsonar product suite, is one of the most widely deployed real-time network discovery solutions for large enterprises and governments. Mr. Markulec received a Bachelor of Science-Mechanical Engineering from Norwich University and a Masters of Business Administration from Duke University-Fuqua School of Business, and served as an Engineer Officer of the United States Army prior to his business career. Mr. Markulec has received many accreditations and awards for his accomplishments at Lumeta Corporation and is a frequent speaker and presenter on a variety of networking and security topics. Mr. Markulec is qualified to serve on the Board because of his extensive business and management experience focusing on the engineering and technology fields; experience in business-to-business strategy; experience in enterprise risk management; and his particular experience in evaluating new opportunities and growth initiatives.

Richard D. Butler, Jr. Richard D. Butler, Jr., is Chairman of the Corporate Governance and Nominating Committee and has served as a member of the Audit Committee of Livedeal, Inc. since August 2006 (including YP.com from 2006-2007). Livedeal, Inc., is a publicly traded NASDAQ company providing 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). Mr. Butler attending Bowling Green University in Ohio, San Joaquin Delta College in California, and Southern Oregon State College. Mr. Butler is qualified to serve on the Board because of his extensive experience in executive level financial management roles; deep knowledge of financial, operating and strategic matters; and financial and technology industry experience.

Family Relationships

None.

Involvement in Certain Legal Proceedings

To our knowledge, during the last ten years, none of our directors, executive officers (including those of our subsidiaries), promoters or control persons have:

- had a bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

- been convicted in a criminal proceeding or been subject to a pending criminal proceeding, excluding traffic violations and other minor offenses;

- been subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;

- been found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, or SEC, or the Commodities Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated; and

- been the subject to, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization, any registered entity, or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Board Leadership Structure and Role in Risk Oversight

The Board believes that the Company's shareholders are best served if the Board retains the flexibility to adapt its leadership structure to applicable facts and circumstances, which necessarily change over time. Accordingly, the Company's Corporate Governance Principles provide that the Board may combine or separate the roles of the CEO and Chairman, as it deems advisable and in the best interests of the Company and its shareholders.

The independent directors have concluded that the most effective leadership structure for the Company at the present time is for Mr. Moylan to serve as both our CEO and Chairman. The Board made this determination in light of Mr. Moylan's service to, and varied experiences within, the Company, which allow him to bring to the Board a broad and uniquely well-informed perspective on the Company's business, as well as substantial insight into the trends and opportunities that can affect the Company's future. In adopting the structure, the Board also concluded that the strong independent membership of the Board and its standing committees ensures robust and effective communication between the directors and members of management, and that the overall leadership structure is effective in providing the Board with a well-informed and current view of the Company's business that enhances its ability to address strategic considerations, as well as focus on the opportunities and risks that are of greatest importance to the Company and its shareholders. The Board believes this structure has served the Company well since January 2015.

Under our Corporate Governance Principles, the Board has the flexibility to modify or continue the leadership structure, as it deems appropriate. Until January 2015, the Board separated the roles of Chairman and CEO. As part of its ongoing evaluation of the most effective leadership structure for the Company, in January 2015 the independent directors decided to combine the roles of CEO and Chairman, and also appoint a lead director. The independent directors believe that having a lead director enhances the Board's independent oversight of management by further providing for strong independent leadership; independent discussion among directors; and independent evaluation of, and communication with, senior management of the Company. Mr. Davis currently serves as lead director, and has since being appointed to the Board in June 2015. Prior to Mr. Davis, Mr. Butler served in this capacity from January 2015 through June 2015. The independent directors unanimously approved both persons to be lead director based on their experience knowledge of governance practices, strategic considerations, and the Company's business interests.

Specific duties of the lead director include:

- presiding at meetings of the independent directors;
- serving as a liaison between the chairman and the independent directors;
- consulting on meeting agendas;
- working with management to assure that meeting materials are fulfilling the needs of directors;
- consulting on the meeting calendar and schedules to assure there is sufficient time to discuss all agenda items;
- calling meetings of the independent directors, including at the request of such directors;
- presiding at Board meetings when the chairman is not present;
- working with the independent directors to respond to shareholder inquiries involving the Board; and,
- performing such other duties as the Board may from time to time delegate.

The Company's Board plays an active role in risk oversight of the Company. The Board does not have a formal risk management committee, but administers this oversight function through various standing committees of the Board, which are described below. The Audit Committee periodically reviews overall enterprise risk management, in addition to maintaining responsibility for oversight of financial reporting-related risks, including those related to the Company's accounting, auditing and financial reporting practices. The Audit Committee also reviews reports and considers any material allegations regarding potential violations of the Company's Code of Ethics. The Compensation Committee oversees risks arising from the Company's compensation policies and programs. This Committee has responsibility for evaluating and approving the executive compensation and benefit plans, policies and programs of the Company. The Nominating Committee oversees corporate governance risks and oversees and advises the Board with respect to the Company's policies and practices regarding significant issues of corporate responsibility.

Director Independence

Our Board is currently comprised of five members, four of whom are independent directors. Mr. Moylan is not an independent director in light of his employment as CEO of the Company.

The Board, upon recommendation of the Nominating and Corporate Governance Committee, unanimously determined that each of our four non-employee directors is "independent," as such term is defined in the Nasdaq Stock Market Rules ("Stock Market Rules").

The definition of "independent director" included in the Stock Market Rules includes a series of objective tests, such as that the director is not an employee of the Company, has not engaged in various types of specified business dealings with the Company, and does not have an affiliation with an organization that has had specified business dealings with the Company. Consistent with the Company's Corporate Governance Principles, the Board's determination of independence is made in accordance with the Stock Market Rules, as the Board has not adopted supplemental independence standards. As required by the Stock Market Rules, the Board also has made a subjective determination with respect to each director that such director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company), even if the director otherwise satisfies the objective independence tests included in the definition of an "independent director" included in the Stock Market Rules.

Committees of the Board

Our Board has three standing committees: Audit, Compensation, and Nominating and Corporate Governance. Each of the committees is solely comprised of and chaired by independent directors, each of whom the Board has affirmatively determined is independent pursuant to the Stock Market Rules. Each of the committees operates pursuant to its charter. The Committee Charters are reviewed annually by the Nominating and Corporate Governance Committee. If appropriate, and in consultation with the chairs of the other committees, the Nominating and Corporate Governance Committee proposes revisions to the charters. The responsibilities of each committee are described in more detail below. The charters for the three committees are available on the Company's website at http//www.dataram.com/ by following the link to "Investor Relations" and then to "Corporate Governance."

Audit Committee

The Audit Committee, among other things, is responsible for:

- appointing; approving the compensation of; overseeing the work of; and assessing the independence, qualifications, and performance of the independent auditor;
- reviewing the internal audit function, including its independence, plans, and budget;
- approving, in advance, audit and any permissible non-audit services performed by our independent auditor;
- reviewing our internal controls with the independent auditor, the internal auditor, and management;
- reviewing the adequacy of our accounting and financial controls as reported by the independent auditor, the internal auditor, and management;
- overseeing our financial compliance system; and
- overseeing our major risk exposures regarding the Company's accounting and financial reporting policies, the activities of our internal audit function, and information technology.

The Board has affirmatively determined that each member of the Audit Committee meets the additional independence criteria applicable to audit committee members under Securities and Exchange Commission ("SEC") rules and the Stock Market Rules. The Board of Directors has adopted a written charter setting forth the authority and responsibilities of the Audit Committee. The Board has affirmatively determined that each member of the Audit Committee is financially literate, and that all members meet the qualifications of an Audit Committee financial expert. Beginning in November 2014, the Audit Committee consisted of Mr. Butler, Mr. Markulec and Mr. Moylan. Mr. Butler served as chair beginning in November 2014. Mr. Davis joined the committee in June 2015, replacing Mr. Moylan.

Compensation Committee

The Compensation Committee was formed in October 2014. Among other things, it is responsible for:

- reviewing and making recommendations to the Board with respect to the compensation of our officers and directors, including the CEO;
- overseeing and administering the Company's executive compensation plans, including equity-based awards;
- negotiating and overseeing employment agreements with officers and directors; and
- overseeing how the Company's compensation policies and practices may affect the Company's risk management practices and/or risk-taking incentives.

For additional information regarding the Compensation Committee's procedures for setting compensation of our executive officers, see "Compensation Discussion and Analysis." The Board of Directors has adopted a written charter setting forth the authority and responsibilities of the Compensation Committee. In 2015, the Compensation Committee consisted of Mr. Butler and Mr. Markulec. Mr. Markulec served as chair beginning in November 2014. Mr. Davis joined the committee in June 2015. The Board has affirmatively determined that each member of the Compensation Committee meets the additional independence criteria applicable to compensation committee members under SEC rules and the Stock Market Rules.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee, among other things, is responsible for:

- reviewing and assessing the development of the executive officers, and considering and making recommendations to the Board regarding promotion and succession issues;
- evaluating and reporting to the Board on the performance and effectiveness of the directors, committees, and the Board as a whole;
- working with the Board to determine the appropriate and desirable mix of characteristics, skills, expertise, and experience, including diversity considerations, for the full Board and each committee;
- annually presenting to the Board a list of individuals recommended to be nominated for election to the Board;
- reviewing, evaluating, and recommending changes to the Company's Corporate Governance Principles and Committee Charters;
- recommending to the Board individuals to be elected to fill vacancies and newly created directorships;
- overseeing the Company's compliance program, including the Code of Conduct; and
- overseeing and evaluating how the Company's corporate governance and legal and regulatory compliance policies and practices, including leadership, structure, and succession planning, may affect the Company's major risk exposures.

The Board of Directors has adopted a written charter setting forth the authority and responsibilities of the Corporate Governance/Nominating Committee. Beginning in November 2014, the Nominating and Corporate Governance Committee consisted of Mr. Butler, Mr. Markulec, and Mr. Isaac. Mr. Butler served as chair beginning in November 2014. Mr. Davis joined the committee in June 2015, replacing Mr. Isaac.

Consideration of Director Nominees

As specified in our Corporate Governance Principles, we seek directors with the highest standards of ethics and integrity, sound business judgment, and the willingness to make a strong commitment to the Company and its success. The Nominating and Corporate Governance Committee works with the Board on an annual basis to determine the appropriate and desirable mix of characteristics, skills, expertise, and experience for the full Board and each committee, taking into account both existing directors and all nominees for election as directors, as well as any diversity considerations and the membership criteria reflected in the Corporate Governance Principles. The Nominating and Corporate Governance Committee and the Board, which do not have a formal diversity policy, consider diversity in a broad sense when evaluating board composition and nominations; and they seek to include directors with a diversity of experience, professions, viewpoints, skills, and backgrounds that will enable them to make significant contributions to the Board and the Company, both as individuals and as part of a group of directors. The Board evaluates each individual in the context of the full Board, with the objective of recommending a group that can best contribute to the success of the business and represent shareholder interests through the exercise of sound judgment. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee also considers the director's attendance at meetings and participation in and contributions to the activities of the Board and its committees.

The Nominating and Corporate Governance Committee will consider director candidates recommended by shareholders, and its process for considering such recommendations is no different than its process for screening and evaluating candidates suggested by directors, management of the Company, or third parties

Code of Conduct

Our Code of Conduct (the "Code"), which was amended and restated as of November 18, 2014, applies to the Company's employees, directors, officers, contractors, consultants, and persons performing similar functions ("Covered Persons"). This includes our CEO and Chairman, our chief financial officer ("CFO"), and our controller/treasurer. We require that they avoid conflicts of interest, comply with applicable laws, protect Company assets, and conduct business in an ethical and responsible manner and in accordance with the Code. The Code prohibits employees from taking unfair advantage of our business partners, competitors, and employees through manipulation, concealment, misuse of confidential or privileged information, misrepresentation of material facts, or any other practice of unfair dealing or improper use of information. The Code requires employees to comply with all applicable laws, rules, and regulations wherever in the world we conduct business. This includes applicable laws on privacy and data protection, anti-corruption and anti-bribery, and trade sanctions. Our Code was restated in 2014 to better reflect our expanding global operations and diverse employee base, enhance its clarity and general readability, and to make other stylistic changes to more closely align the Code with our overall brand. Our Code is publicly available and can be found on our website at http://www.dataram.com/ by following the link to "Investors" and then to "Corporate Governance."

If we make substantive amendments to the Code, or grant any waiver, including any implicit waiver, from a provision of the Code to our CEO and Chairman, CFO, controller/treasurer, and any of our other officers, financial professionals, and persons performing similar functions, we will disclose the nature of such amendment or waiver on our website or in a report filed with the SEC on Form 8-K.

Compliance With Section 16(A) of the Exchange Act

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors, executive officers, and shareholders who own more than 10% of the Company's stock to file forms with the SEC to report their ownership of the Company's stock and any changes in ownership. The Company assists its directors and executives by identifying reportable transactions of which it is aware and preparing and filing the forms on their behalf. All persons required to file forms with the SEC must also send copies of the forms to the Company. We have reviewed all forms provided to us. Based on that review and on written information given to us by our executive officers and directors, we believe that all Section 16(a) filings during the past fiscal year were filed on a timely basis and that all directors, executive officers and 10% beneficial owners have fully complied with such requirements during the past fiscal year.

Item 11. EXECUTIVE COMPENSATION

Compensation Committee Report

Under the rules of the SEC, this Compensation Committee Report is not deemed to be incorporated by reference by any general statement incorporating this Annual Report by reference into any filings with the SEC.

The Compensation Committee has reviewed and discussed the following Compensation Discussion and Analysis with management. Based on this review and these discussions, the Compensation Committee recommended to the Board of Directors that the following Compensation Discussion and Analysis be included in this Annual Report on Form 10-K.

Overview

This section provides information regarding the compensation and benefit programs for our Chief Executive Officer (CEO) and Chief Financial Officer (CFO). Together, these individuals comprise the Company's current Executive Officers. In FY 2014 and FY 2015, the Executive Officers consisted of the CEO, Chief Accounting Officer (CAO) and Controller, General Manager Micro Memory Bank, and VP Manufacturing and Engineering. We have included a discussion and analysis of information regarding, among other things, our compensation philosophy, the overall objectives of our compensation program, and each element of compensation.

Compensation Discussion and Analysis

The Compensation Committee of our Board of Directors is comprised of all members of our Board of Directors, except the Chief Executive Officer. The Compensation Committee's basic responsibility is to review the performance of our management in achieving corporate goals and objectives and to ensure that our executive officers are compensated effectively in a manner consistent with our strategy and compensation practices. Toward that end, the Compensation Committee oversaw, reviewed and administered all of our compensation, equity and employee benefit plans and programs applicable to executive officers.

Compensation Philosophy

We operate in an extremely competitive and rapidly changing industry. We believe that the skill, talent, judgment and dedication of our executive officers are critical factors affecting the long-term value of our Company. Therefore, our goal is to maintain an executive compensation program that will fairly compensate our executives, attract and retain qualified executives who are able to contribute to our long-term success, induce performance consistent with clearly defined corporate goals and align our executives' long-term interests with those of our shareholders.

Mr. Moylan, our Chief Executive Officer, as the manager of the members of the executive team, assessed the individual contribution of each member of the executive team other than himself and, where applicable, made a recommendation to the Compensation Committee with respect to any merit increase in salary, cash bonus, and option awards. The Compensation Committee evaluated, discussed and modified or approved these recommendations and conducted a similar evaluation of Mr. Moylan's contributions to the Company.

During 2015 and beyond, our objective will be to provide overall compensation that is appropriate given our business model and other criteria to be established by the Compensation Committee. Some of the elements of the overall compensation program are expected to include competitive base salaries, short-term cash incentives and long-term incentives in the form of options to purchase shares and restricted stock awards, if available.

We expect that our Chief Executive Officer, as the manager of the members of the executive team, will continue to assess the individual contributions of the executive team and make a recommendation to the Compensation Committee with respect to any merit increase in salary, cash bonus pool allocations, award of options to purchase shares, and restricted stock awards. The Compensation Committee will then evaluate, discuss and modify or approve these recommendations and conduct a similar evaluation of the Chief Executive Officer's contributions to corporate goals and achievement of individual goals.

Our compensation philosophy is designed to support our key objective of creating value for our shareholders by increasing both revenue and earnings over the long term. The Compensation Committee of our Board, comprised solely of independent directors, is responsible for guiding and overseeing the formulation and application of the compensation and benefit programs for our Executive Officers and other senior leaders. The Compensation Committee is also responsible for recommending the design and application of the CEO's compensation to the independent directors of the full Board and acts pursuant to a charter that has been approved by our Board.

The Compensation Committee works with our CEO and head of HR to design compensation programs that encourage high performance, promote accountability, and ensure that executive interests are aligned with the interests of our shareholders.

The primary objectives of our executive compensation programs are to:

- Create shareholder value by aligning executive compensation to long-term Company performance;
- Attract, retain, and motivate highly-qualified executives by offering market-competitive total compensation packages; and
- Balance the focus on short- vs. longer-term performance objectives through an appropriate mix of annual incentive (cash bonus) and longer-term (equity participation) compensation.

Compensation Policies and Risk Management

The Compensation Committee and management periodically undertake a risk assessment of the Company's compensation policies and practices, including a review of trends and developments in executive pay. The Compensation Committee does not believe that the Company's compensation policies and practices motivate imprudent risk taking or are reasonably likely to cause a material adverse effect upon Dataram's business and operations. In this regard, the Company notes, among other things, that the Company does not offer significant short-term incentives that might drive high-risk behavior at the expense of long-term Company value and that stock option awards to directors and management seek to align the interests of these individuals with the Company's long-term growth goals.

Role of Executive Officers and Compensation Consultants

Our Chief Executive Officer supports the Compensation Committee in its work by providing information relating to our financial plans, performance assessments and recommendation for compensation of our executive officers. Mr. Moylan, while not a member of the Compensation Committee, is a member of the Board of Directors. The Compensation Committee has not in recent years engaged any third-party consultant to assist it in performing its duties, though it may elect to do so in the future.

Guiding Principles

The design of our specific compensation programs is based upon the following guiding principles:

Pay for Performance

We believe that the best way to accomplish alignment of compensation plans with the interests of the executives who participate in them is to link compensation directly to both individual and Company performance. Beginning in 2015, our annual bonus plan rewards the achievement of specific financial and strategic objectives that are tied to individual and Company performance and are critical to our ongoing success. Additionally, share based compensation is intended to represent a significant portion of total compensation.

Cost

Compensation and benefit programs are designed to be cost effective while still ensuring that the interests of our employees are maintained. While paying competitive cash and share-based compensation, we do not offer expensive post-employment programs and provide few perquisites or other personal benefits.

Principal Elements of Executive Compensation

Our executive compensation program currently consists of the three components discussed below. There is no pre-established policy or target for the allocation between either cash and non-cash or short-term and long-term incentive compensation. Rather, the relevant factors associated with each executive are reviewed on a case-by-case basis to determine the appropriate level and mix of compensation.

Base Salaries. The salaries of our Chief Executive Officer and our other executive officers are established based on the scope of their responsibilities, taking into account competitive market compensation for similar positions based on information available to the Compensation Committee. We believe that our base salary levels are consistent with levels necessary to achieve our compensation objective, which is to maintain base salaries competitive with the market. We believe that below-market compensation could, in the long run, jeopardize our ability to retain our executive officers. Any base salary adjustments are expected to be based on competitive conditions, market increases in salaries, individual performance, our overall financial results and changes in job duties and responsibilities.

Annual Bonus Compensation. We maintain an annual bonus program. The award of bonuses to our executive officers is the responsibility of the Compensation Committee and is determined on the basis of individual performance. The annual bonus program is designed to reward performance in a way that furthers key corporate goals and aligns the interests of management with our annual financial performance.

Long-Term Incentive Compensation. In the past, the Company has awarded shares of common stock to executive officers under various equity incentive plans. The Company's 2014 Equity Incentive Plan allows the award of shares of common stock (grants, options) to the Company's employees (other than executive officers), directors, and officers.

Key Elements of Compensation Program

The Compensation Committee engages in an ongoing review of the Company's executive compensation and benefits programs to ensure that they support the Company's compensation philosophy and objectives, as described above, and ultimately serve the best interests of our shareholders. In connection with this ongoing review, the Compensation Committee has in recent years revised the executive compensation program to include the following, each of which reinforces our executive compensation philosophy and objectives:

- **A Portion of Long-Term Incentive Awards Is Linked to Performance Objectives**: A portion of the Company's long-term equity awards granted to the Executive Officers, commencing in 2015, is in the form of at-risk, performance-based compensation. This component of the overall equity plan for Executive Officers, which is in addition to time-based RSU awards, is in the form of performance based RSUs (Performance Share Awards or "PSAs").

- **Inclusion of a "Clawback" Policy:** The Compensation Committee has determined that it is in the best interests of its shareholders to have a clawback policy with respect to incentive compensation. Under that policy, if there is an accounting restatement due to material noncompliance by the Company with any financial reporting requirement, incentive compensation paid to an Executive Officer that was calculated based upon any erroneous data is recoverable by the Company.
- **Stock Ownership Requirements:**
    - The Compensation Committee periodically evaluates the compensation of directors and recommends compensation changes to the Board as appropriate. Non-employee directors receive a combination of cash and equity compensation for service on the Board. Directors who are employees of the Company shall receive no additional cash compensation for serving on the Board, but receive equity compensation for service on the Board.
    - The Company requires our directors and executive officers to own a particular amount of our shares. Each non-employee director is required to own at least 4,000 shares of the Company's stock. The Company's CEO is required to own at least 60,000 shares of the Company's stock. Each of the Company's Executive Officers is required to own at least 15,000 shares of the Company's stock. These requirements are to be satisfied by the later of January 1, 2016 or within four years of assuming a position as a director, CEO, or Executive Officer.

Say on Pay

As noted above, in its compensation review process, the Compensation Committee considers whether the Company's executive compensation and benefits program serves the best interests of the Company's shareholders. In that respect, as part of its on-going review of the Company's executive compensation program, the Compensation Committee considered multiple factors, including the approval by approximately 86% of the votes cast with respect to the Company's "say on pay" vote at the Company's 2014 Annual Meeting of Shareholders and determined that the Company's executive compensation philosophy, compensation objectives, and compensation elements continued to be appropriate. The Compensation Committee did not make any changes to the Company's executive compensation program specifically in response to the "say on pay" vote.

Policy Against Hedging and Pledging

The Company considers it improper and inappropriate for officers, employees, and Board members to engage in short-term or speculative transactions in the Company's securities or in other transactions that may lead to inadvertent violations of the insider trading laws. Accordingly, the Company prohibits officers, employees, and Board members from short sales of the Company's securities and transactions in publicly traded options, such as puts, calls, and other derivative securities related to the Company's securities, on an exchange or in any other organized market. In addition, officers, employees, and Board members are prohibited from holding the Company's securities in a margin account or pledging the Company's securities as collateral for a loan without seeking pre-clearance from the Company's Chief Compliance Officer.

The Annual Compensation Process

In conducting its annual compensation review in June 2015, the Compensation Committee considered quantitative and qualitative performance results; the Company's overall need to attract, retain, and motivate its executive team; and, the total cost of compensation programs. The Compensation Committee reviews performance results presented by management in determining annual bonus awards for the prior year, as well as in establishing the appropriate aggregate and individual compensation levels for the current year. In 2015, the Compensation Committee worked with management in the compensation review process as follows:

- **Develop performance measures:** Our CEO and Head of HR identified appropriate performance measures and recommended performance objectives that were used to determine annual and long-term awards.
- **Compile benchmark data:** The Committee prepared benchmarking and competitive data with respect to historical compensation. The Compensation Committee utilized this information in connection with establishing Executive Officer compensation plans and parameters at its annual compensation review meeting.
- **Develop compensation recommendations:** Based upon Company and individual performance data, the CEO and Head of HR prepared specific compensation recommendations for the Executive Officers (other than the CEO) regarding base salary, annual bonus, and equity grants, and presented these recommendations to the Compensation Committee. The CEO prepared recommendations for the Head of HR. The Compensation Committee reviewed these recommendations against Company and individual performance and made modifications as deemed appropriate. The CEO provided a self-evaluation of his performance against objectives. The Compensation Committee met in closed session without the CEO present to determine recommendations for base salary, annual bonus, and share-based compensation. These recommendations were developed with no input from the CEO and took into account overall Company performance, personal performance against objectives, Board and senior leadership feedback, and compensation benchmarking data provided by external sources. Compensation Committee recommendations were then reviewed and approved by all independent directors of the Board, in closed session without the CEO present.

Elements of Total Compensation

The compensation package for our NEOs in 2015 consisted primarily of four components: base salary, a potential annual cash bonus, share-based compensation, and other benefits. Each component is designed to achieve a specific purpose and to contribute to a total compensation package that is competitive, performance-based, and valued by our executives.

Base Salary

Base salaries are designed to attract and retain highly-qualified executives, as well as to reward them based upon their performance at levels competitive with peer companies. The CEO recommends Executive Officer salary levels (other than for himself) to the Compensation Committee for approval based upon responsibility and individual performance, market salary data, and internal equity considerations. The Compensation Committee makes CEO salary recommendations to the independent members of the Board for approval based upon Company and individual performance and market salary data.

When determining changes in base salary, the Compensation Committee or the independent members of the Board (in the case of the CEO) considers these recommendations and its own evaluation of overall Company performance, the individual's scope of responsibility, relevant career experience, past and future contributions to the Company's success, and competitive compensation data for peer group companies. The Compensation Committee does not use a formula to determine increases and decreases, and no one factor is weighted more heavily than another. Although the Compensation Committee does not have a specific benchmark, the goal of the CEO and Compensation Committee is to ensure that total compensation packages, including base salaries of the Executive Officers, generally remain competitive with the 50th – 75th percentile when compared to peer group companies.

Annual Cash Bonus

In 2015, the Compensation Committee established an annual bonus plan for Executive Officers based upon predetermined financial, operational and strategic, and human capital objectives for the Company overall, and for the executive's area of responsibility. Each executive had an assortment of objectives that were established at the beginning of the year and reviewed with the executive. Annual Company-level performance goals serve both to motivate executives as well as to increase shareholder returns by focusing executive performance on the attainment of those goals identified as having a positive impact on our short-and long-term business results.

Financial objectives" are defined as those that are related to financial outcomes, and include both overall firm financial outcomes as well as individual outcomes in specific areas of responsibility. Representative objectives in the financial category include: revenue; Adjusted EBITDA (net income before loss from discontinued operations, net of provision for income taxes; interest expense, net; debt extinguishment costs; depreciation and amortization; the impact of the deferred revenue fair value adjustment; acquisition related costs; share-based compensation; impairment loss; restructuring costs; costs associated with exit activities; and gain on acquisition.); and non-GAAP diluted earnings per share (diluted earnings per share before the per share effect of loss from discontinued operations, net of provision for income taxes and excludes the after tax per share effects of the impact of the deferred revenue fair value adjustment; acquisition related costs; impairment loss; gain on cost method investment; restructuring costs; share-based compensation; amortization of acquisition related intangibles; debt extinguishment costs; costs associated with exit activities; and gain on acquisition).

"Operational and strategic objectives" are defined as those that are related to core operational processes of the Company, and include both current business processes as well as strategic acquisition and integration objectives. Representative objectives in the operational and strategic category include: increase in customer engagement; new product development; new account acquisition; and increase in brand awareness.

"Human capital objectives" are defined as those that are related to the effective management of the talent base of the Company. Representative objectives in the category of human capital objectives include: succession planning for certain key management positions; recruiting and retention goals; staff development; and preparing certain key employees for leadership positions.

For 2015, the Compensation Committee designed the annual bonus plan for Executive Officers to provide competitive incentive compensation at a target incentive payout percentage of their base salary for each Executive Officer. The CEO's maximum bonus opportunity is 200% of base salary. The minimum bonus opportunity for all Executive Officers, including the CEO, is 0% of base compensation.

For the CEO, the Compensation Committee makes the recommendation for the annual bonus to the independent members of the Board for approval. For the Executive Officers and other executives, the CEO recommends annual bonuses to the Compensation Committee for approval. The following table summarizes the number of specific individual objectives and a breakdown of the percentage contribution to the overall individual bonus used by the Compensation Committee to evaluate individual performance for each Executive Officer in FY2015.

Name	Role	Financial Objectives (# and Percentage Weighting	Operational Objectives (# and Percentage Weighting	Human Capital Objectives (# and Percentage Weighting
David A. Moylan (1)	Chairman, President & CEO	1 / 100%	None	None
Anthony M. Lougee	Chief Accounting Officer & Controller	1 / 100%	None	None
John Freeman (2)	President & CEO	None	None	None

(1) Effective January 22, 2015, the Company employed Mr. Moylan as its President and CEO.
(2) Effective January 22, 2015, Mr. Freeman was no longer employed by the Company.

In 2015 and 2014, the target and actual bonus awards for the CEO and other Executive Officers were as follows:

Name	2015 Target Bonus	2015 Actual Bonus	2014 Target Bonus	2014 Actual Bonus
David A. Moylan	n/a	$0	n/a	n/a
Anthony M. Lougee	None	$3,000	None	$6,000
John Freeman (1)	None	$0	None	$0
Jeffrey Duncan (2)	None	$2,000	None	$4,000
David Sheer	None	$0	None	$0

(1) Effective January 22, 2015, Mr. Freeman was no longer employed by the Company.
(2) Effective February 13, 2015, Mr. Duncan retired from the Company.

Share-based Compensation

The use of share-based compensation has been a significant component of our overall compensation philosophy and is one that we plan to continue. Our philosophy is built on the principle that equity compensation should seek to align employees' actions with shareholder interests; attract, retain, and motivate highly qualified executives; and balance the focus on short- and longer-term performance objectives. Beginning in 2015, we determined that it would be appropriate to grant a combination of RSUs and PSAs. While we believe that RSUs are an effective means to retain executives and to align executive and shareholder interests since the value of the award is tied to the Company's stock price, PSAs add an at-risk, performance-based compensation element to the Company's long-term incentive program, designed to motivate achievement of two key financial metrics for the Company.

A RSU is a promise to deliver a share of common stock at a specific time in the future, subject to vesting requirements. The fair value of a RSU is determined by the price of our stock on the grant date (reduced by the present value of dividends expected to be paid over the vesting period). As the price of our stock fluctuates, so does the fair value of the RSU; this allows for employee and shareholder alignment with both increases and decreases in our stock price.

The size of an annual share-based compensation award granted to an employee has been determined by his/ her respective position and underlying responsibilities, recognizing the different levels of contribution to the achievement of performance goals.

The Company does not use a formula that ties the amount of share-based compensation awards to be granted to each Executive Officer to the achievement of specific in-year performance goals. Rather, the Compensation Committee reviews an assortment of factors in determining the appropriate level of awards to be granted to Executive Officers, including comparative market data, individual contributions over time, the need to retain that individual, and an assessment of the individual's relative equity position. The Compensation Committee's goal is to generally maintain total compensation (including base, bonus, and long-term incentives) for its Executive Officers competitive with the 50th percentile when compared to peer group companies. Keeping the comparative market data in mind, the Compensation Committee reviewed and considered all of these factors for each Executive Officer and, based upon its experience and this review, approved the specific awards for each Executive Officer described in the "Grants of Plan-Based Awards in 2015" table.

Share-based compensation awards in the form of RSUs generally vest 33% per year beginning one year from the date of grant. With vesting over three years, a RSU provides the holder with a valuable award that may only be retained by the executive so long as the executive's employment with the Company continues.

The overall funding levels of all share-based awards are ultimately subject to the judgment and approval of the Compensation Committee to ensure appropriate alignment with the interests of our shareholders. Share-based awards are granted each year from the equity incentive pool. Eligibility to participate in share-based grants, as well as the specific grant amounts, are based upon the competitive long-term incentive value for each executive's position, the individual's contribution to longer-term Company objectives, and the potential for the individual to contribute further over time. The CEO recommends award grants for the Executive Officers, other executives, and senior managers to the Compensation Committee, which has final approval authority for these recommendations. The CEO's share-based award is recommended by the Compensation Committee to all of the independent members of the Board for approval.

Additionally, when determining individual compensation actions for the CEO and other Executive Officers, the Compensation Committee considers the total compensation to be delivered to individual executives, and as such may exercise discretion in determining the portion allocated to annual versus long-term incentives. We believe that this "total compensation" approach provides the ability to balance compensation decisions between the short- and longer-term needs of the business. It also allows for the flexibility required to recognize differences in performance by providing differentiated compensation.

Annual Grants of Share-Based Awards

Share-based awards are granted following regularly-scheduled Compensation Committee meeting in Q1. Grants are determined during the same meeting at which the Compensation Committee determines all elements of the Executive Officers' compensation for the year. This meeting date follows the issuance of our earnings release for the previous fiscal year. The Compensation Committee believes that it is appropriate that annual awards be made at a time when material information regarding our performance for the preceding year has been disclosed. We do not otherwise have any program, plan, or practice to time annual grants to our executives in coordination with the release of material non-public information.

Recommendation of grants for any newly-hired or promoted executives during the course of the year occurs through a committee of management appointed by the Compensation Committee. The Compensation Committee receives a quarterly report of all such recommendations. All grants to Executive Officers are made by the Compensation Committee itself and not pursuant to delegated authority.

All share-based awards are made to employees under the 2014 Equity Incentive Plan. The fair value of an RSU is determined by closing market price on the day of award.

Allocation between annual cash compensation and long-term non-cash compensation

We believe that both cash compensation and non-cash compensation are appropriate mechanisms for driving executive performance in support of shareholder value. Cash compensation rewards annual (short-term) performance, while non-cash compensation is generally used to reinforce sustained performance over a longer period of time. The allocation between annual cash compensation and long-term equity compensation is based primarily on an evaluation of an executive's overall role and contributions to the Company, taking into account competitive concerns regarding attracting and retaining superior talent, as opposed to a targeted allocation between annual and long-term compensation. We also consider certain internal factors that may cause us to target a particular element of an executive's compensation for unique treatment. These internal factors may include the executive's operating responsibilities, management level, and unique contribution for the time period in question.

While there is no specific targeted mix between annual and long-term compensation by individual executive position, we vary annual and long-term compensation mix by level. In general, as base salary levels increase, more weight is placed on long-term compensation.

Other Benefits

The Executive Officers participate in the same company-wide benefit plans designed for all of our full time US employees. Additionally, we provide a limited number of company-sponsored insurance, retirement and other benefit plans to executives. We believe that it is more cost-effective to pay our executives a highly competitive salary, bonus and long-term incentives, rather than maintain expensive retirement programs. We do not maintain a defined benefit plan.

Executive Perquisites and Other Compensation

Our executive officers participate in the same 401(k) plan and the same life and health group insurance plans, and are entitled to the same employee benefits, as our other salaried employees. Any additional perquisites are specifically detailed in an officer's employment agreement which is publically disclosed, as are any changes.

Perquisites and other personal benefits do not comprise a significant aspect of our executive compensation program. Starting in January 2015, we reduced the number and value of executive perquisites to a minimum. Any perquisites provided to our Executive Officers result in imputed compensation to such executives or tax purposes.

The Executive Officers are eligible to participate in our company-wide personal medical, dental, life, disability insurance plans and other broad-based benefit plans. Under certain broad-based benefit plans, participants, including a Executive Officer, may purchase higher levels of coverage.

We believe that providing these limited perquisites is appropriate. The Compensation Committee reviews the perquisites provided to its Executive Officers on a regular basis, in an attempt to ensure that they continue to be appropriate in light of the Compensation Committee's overall goal of designing a compensation program for Executive Officers that maximizes the interests of our shareholders.

Insurance Plans

The core insurance package includes health, dental, disability and basic group life insurance coverage generally available to all employees.

Retirement Plans

We provide retirement benefits to executives through a 401(k) plan, which gives employees the opportunity to save for retirement on a tax-favored basis. Executives may elect to participate in the 401(k) plan on the same basis as all other employees. In recognition of the 401(k) as a central element of our employees' retirement planning process, we provide a discretionary contribution of 75% of an employee's contribution up to a maximum of 6% of base salary, limited to IRS annual maximum contribution amounts.

Severance Agreement with the CEO

On June 12, 2015, we entered into a severance agreement with David A. Moylan, our CEO, which is described in more detail under the heading "Employment Agreements and Potential Termination or Change in Control Payments." Mr. Moylan has an employment agreement.

The severance agreement provides that Mr. Moylan will be entitled to receive the following compensation and benefits if his employment is terminated by the Company without "cause" (as such term is defined in the severance agreement) or by him for "good reason" (as such term is defined in the severance agreement), subject to his executing the Company's standard release of claims:

- A lump sum payment equal to 100% of the sum of (a) one year's base salary at the time of such termination plus (b) his average annual incentive bonus actually paid by the Company for the year immediately preceding the year in which termination occurs;
- Immediate vesting of all of his outstanding equity awards (other than performance-based equity awards);
- Immediate vesting of a pro rata amount of his performance-based equity awards based on actual performance from the commencement of the applicable performance period through the date of termination and the projected outcome at the conclusion of the applicable performance (or such higher level as may be provided under the applicable award agreement);
- A pro rata annual incentive bonus payment for the year in which termination occurs based on actual performance; and
- Welfare benefits for one year following his termination at the same cost to him as is charged to active employees.

The severance agreement provides that in the event of a "change of control" (as such term is defined in the severance agreement), Mr. Moylan will be entitled to receive vesting of all of his outstanding equity awards as set forth above.

The severance agreement does not provide for a gross-up payment if Mr. Moylan incurs an excise tax due to the application of Section 280G of the Internal Revenue Code of 1986. Rather, the amounts received by Mr. Moylan that are contingent upon a change in control will either be (a) reduced to the extent necessary to avoid the excise tax, or (b) paid in full, whichever is better for him on an after-tax basis. We believe the agreement with Mr. Moylan is within market practice for CEOs at comparable companies.

Change in Control and Severance Agreements

We have Change of Control and Employment agreements in place with our CEO and CFO, Messrs. Moylan and Lougee. The agreements with Messrs. Moylan and Lougee each provide for the payment of one year's salary upon early termination in lieu of payments under the Company general severance policy.

In the event of a change in control of the Company, these agreements only provide benefits upon a so-called "double trigger." This means that severance benefits are triggered only when the executive is involuntarily terminated by the Company without cause or the executive terminates employment for "good reason" within 24 months after the date of the change in control. The severance benefits consist of 12 months of base pay plus a pro rata target bonus for the year of termination, payable over 12 months, and 12 months of health continuation coverage at active employee rates.

The Compensation Committee believes that these change in control and severance arrangements are well within market practice for similarly situated executives and are an important part of the overall compensation program designed to retain our executives.

Summary

The Compensation Committee believes that our compensation philosophy and programs are designed to foster a performance-oriented culture that aligns our executive officers' interests with those of our shareholders. The Compensation Committee also believes that the compensation of our executives is both appropriate and responsive to the goal of improving shareholder value.

Compensation Committee Report

The following report is not deemed to be "soliciting material" or to be "filed" with the SEC or subject to the SEC's proxy rules or the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended, and the report shall not be deemed to be incorporated by reference into any prior or subsequent filing by the Company under the Securities Act of 1933, as amended, or the Exchange Act.

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis ("CD&A") with the Company's management. Based on its review and discussions, the Committee recommended to our Board of Directors that the CD&A be included in this Annual Report on Form 10-K filed with the SEC for the fiscal year ended April 30, 2015.

COMPENSATION COMMITTEE MEMBERS
Michael E. Markulec, Chairman
Richard D. Butler, Jr.
Trent D. Davis

Compensation and Risk

The Compensation Committee believes that the Company's compensation programs appropriately reward prudent business judgment and risk-taking over the long term. The Compensation Committee provides oversight with respect to any risks that may be created by these compensation programs. Management has evaluated the risks that are created by the Company's compensation programs for all employees, including non-executive officers, and the Compensation Committee has reviewed this evaluation. Based on our review, we have concluded that these compensation programs do not create risks that are reasonably likely to have a material adverse effect on the Company.

SUMMARY COMPENSATION TABLE
(In Dollars)

Name and Principal Position	Fiscal Year	Salary	Bonus	Other[1,2]	Equity Awards[3]	Other Compensation [4]	Total
David A. Moylan [7] Chief Executive Officer (PEO)	2015	$56,784	$0	$0	$0	$750	$57,534
John H. Freeman Chief Executive Officer (PEO)	2015	$211,428	$0	$101,750	$0	$9,514	$322,692
	2014	$275,000	$0	$0	$0	$12,375	$287,375
Jeffrey H. Duncan [5] V.P., Manufacturing & Engineering	2015	$160,734	$2,000	$6,500	$0	$7,233	$176,467
	2014	$199,032	$4,000	$7,800	$0	$8,956	$219,788
Anthony M. Lougee Chief Accounting Officer and Controller (PFO)	2015	$135,450	$3,000	$0	$0	$6,095	$144,545
	2014	$129,000	$5,000	$0	$0	$5,805	$139,805
David S. Sheerr [6] General Manager, Micro Memory Bank	2015	$204,000	$0	$0	$0	$9,000	$213,000
	2014	$200,000	$0	$0	$0	$9,000	$209,000

(1) Automobile allowances. Effective January 22, 2015, the company eliminated its automobile allowance policy.
(2) John Freeman started was employed by the company from May 7, 2009 through January 22, 2015. During this period, Mr. Freeman had use of a company rented apartment, and beginning December 2010 through January 2015 a company car which have not been previously reported. The $101,750 represents an approximate applied value for the personnel use of those company assets.
(3) We measure the fair value of stock options using the Black-Scholes option pricing model based upon the market price of the underlying common stock as of the date of grant, reduced by the present value of estimated future dividends, using an expected quarterly dividend rate of $0 in fiscal years 2015 and 2014. Risk-free interest rates ranging from [0.5% to 5.0%] were used. All option awards and option values have been adjusted to reflect the reverse 1-for-6 stock split which was effective March 18, 2013.
(4) Payments by the Company to a plan trustee under the Company's Savings and Investment Retirement Plan, a 401(k) plan. The Company does not have a pension plan.
(5) Jeffrey H. Duncan retired from the company on February 13, 2015.
(6) In May 2015, David S. Sheer stepped down his role as a corporate officer and moved into the role of "Corporate Advisor" for Dataram. Mr. Sheer's salary was reduced to $100,000 annually.
(7) David A. Moylan started with the company on January 22, 2015.

Grant of Plan-Based Awards in 2015

There were no grants of plan-based awards to Executive Officers of the Company in the Company's fiscal year ended April 30, 2015.

The Company has two equity incentive plans – the 2011 Equity Incentive Plan and the 2014 Equity Incentive Plan. The size of grants under the 2011 and 2014 Equity Incentive Plans are not predetermined in accordance with an incentive award. As of August 31, 2015, 0 shares remain available for issuance under either the 2011 or 2014 Equity Incentive Plans.

Salary and bonus constituted approximately 85% of total compensation for the Executive Officers in fiscal 2015. All options granted are at an exercise price equal to the closing market price of the Company's common stock on the date of grant. No dividends are paid or accrued with respect to options for the benefit of employees prior to the date of option exercise.

Outstanding Equity Awards at April 30, 2015

The following table sets forth information regarding the number of shares and the value of unvested RSUs, and the number of shares of unexercised stock options and SARs held by the executive officers at the fiscal year-end April 30, 2015.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

			Option Awards [1,2]				Stock Awards [1,2]			
Name	**Grant Year**	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	**Number of Securities Underlying Unexercised Unearned Options**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested ($)**	**Equity Incentive Plan Awards: Number Of Unearned Shares or Units of Stock That have Not Vested (#)**	**Equity Incentive Plan Awards: Market Value of Unearned Shares or Units of Stock That Have Not Vested ($)**
Jeffrey H. Duncan [4]	2010	16,667	0	0	15.42	09/24/2019				
	2009	1,333	0	0	11.94	09/25/2018				
David S. Sheerr [3,5]	2012	16,667	0	0	4.14	07/18/2017				
	2011	16,667	0	0	6.36	09/22/2016				
	2010	16,667	0	0	10.56	09/23/2015				

(1) The number of securities underlying unexercised options and option prices have been adjusted to reflect the reverse 1-for-6 stock split effective March 18, 2013.

(2) Based on closing market price of $2.17 on April 30, 2015.

(3) Options granted to David S. Sheerr were made pursuant to an employment agreement the Company entered into with him concurrent with the Company's acquisition of certain assets of Micro Memory Bank, Inc. from Mr. Sheerr on March 31, 2009. Options granted to Mr. Sheerr are five year options exercisable one year after the grant date.

(4) Jeffrey H. Duncan retired from the company on February 13, 2015.

(5) In May 2015, David S. Sheer stepped down his role as a corporate officer and moved into the role of "Corporate Advisor" for Dataram.

All options granted are at an exercise price equal to the closing market price of the Company's common stock on the date of grant.

Option Exercises and Stock Vested in 2015

There were no stock options exercised nor stock awards vested for executive officers during the fiscal year ended April 30, 2015.

DIRECTOR COMPENSATION

The following table sets forth information concerning director compensation during the fiscal year ended April 30, 2015[1]:

Name	Fees Earned or Paid in Cash ($) [1]	Stock Awards ($)[9]	Option Awards ($)	Non Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other ($)	Total Compensation ($)
Thomas A. Majewski [2]	$14,000	$0	$0	$0	$0	$21,475	$35,475
Rose Ann Giordano [2]	$14,000	0	0	0	0	$15,135	$29,135
John Freeman [3]	$ 0	0	0	0	0	0	$0
Michael E. Markulec	$18,000	0	0	0	0	0	$18,000
David A. Moylan [4,8]	$19,424	0	0	0	0	0	$19,424
Richard D. Butler Jr.[4]	$10,891	0	0	0	0	0	$10,891
Trent D. Davis [5]	$0	0	0	0	0	0	$0
Jon Isaac [4,6]	$10,891	0	0	0	0	0	$10,891
Edward Karr [7]	$0	0	0	0	0	0	$0

(1) All directors' fees, except for equity awards, are paid in cash in the year earned. Directors who are not employees of the Company receive a quarterly payment of $6,000. The Chairman of the Board, if not an employee of the Company, receives a quarterly payment of $9,000. During fiscal 2015, no (0) equity awards were issued to directors of the Company.

(2) In September 2014, Mr. Majewski and Ms. Giordano each received a 5 year D&O policy valued at $30,270. The company paid for this policy for the exclusive benefit of Mr. Majewski and Ms. Giordano. Mr. Majewski also was paid $6,340 to cover medical insurance cost. These payments are reportable as personal income to the IRS.

(3) Effective March 20, 2015, Mr. Freeman ceased to be a member of the Company's Board of Directors.

(4) Effective November 18, 2014 Messrs. Butler, Isaac and Moylan were elected to the Company's Board of Directors.

(5) Effective June 8, 2015, Mr. Davis was appointed to the Company's Board of Directors.

(6) Effective June 12, 2015 Mr. Isaac resigned from the Company's Board of Directors.

(7) Effective June 16, 2015, Mr. Karr was appointed to the Company's Board of Directors.

(8) Effective January 22, 2015, Mr. Moylan was appointed interim President and CEO of Dataram Corporation by the Company's Board of Directors. During the period November 18 2014 through January 22, 2015, Mr. Moylan earned $5,100 in fees for service as a non-employee Director and $15,400 in fees for additional services performed as a Board Director for the Board of Directors and at the request of the Board of Directors.

(9) The aggregate grant date fair value computed in accordance with FASB ASC Topic 718.

Employment Agreements

The Company has current and active employment agreements with executive officers as noted below.

David A. Moylan

On January 22, 2015, the Company's Board of Directors appointed David A. Moylan to the position of Interim President and Chief Executive Officer of the Company. On June 8, 2015, the Board of Directors agreed to hire Mr. Moylan as President and Chief Executive Officer for a term of thirty six (36) months, with automatic renewal terms of one year if not terminated by either party at the end of the agreement. Mr. Moylan's base salary is $200,000 annually. He is eligible for a target bonus of 50% of his base salary, as determined by a review of the Company's Compensation Committee. This bonus may be more or less than the target depending on his performance versus expectations. Mr. Moylan receives twenty four (24) days paid time off (PTO) and is entitled to participate in any of the Company's present and future life insurance, disability insurance, health insurance, and similar plans. In the event of termination, Mr. Moylan is entitled to one year's base salary at the current rate plus a pro rata bonus for the current year, and one year of benefits coverage. Mr. Moylan has also agreed to certain non-solicitation and non-competition restrictions as part of his employment.

Anthony M. Lougee

On August 4, 2015, Anthony M. Lougee accepted the Company's Board of Director's promotion from Controller and Chief Accounting Officer to Chief Financial Officer (CFO), effective August 17, 2015. As such, Mr. Lougee updated his employment agreement with the Company effective August 17, 2015. This agreement cancels and supersedes all prior agreements, including, without limitation, any prior Employment Agreements. The agreement is on an at-will basis, which means that Mr. Lougee may resign from the Company and the Company may terminate Mr. Lougee's employment with or without notice. Mr. Lougee's base salary is $144,000 annually. He is eligible for a target bonus of 25% of his base salary, as determined by a review of the Company's Compensation Committee. This bonus may be more or less than the target depending on his performance versus expectations. Mr. Lougee receives twenty five (25) days paid time off (PTO) and is entitled to participate in any of the Company's present and future life insurance, disability insurance, health insurance, and similar plans. Mr. Lougee has also agreed to certain non-solicitation and non-competition restrictions as part of his employment. In the event of termination, Mr. Lougee is entitled to one year's base salary at the current rate plus a pro rata bonus for the current year, and one year of benefits coverage. The agreement contains terms concerning confidentiality, post-employment restrictions on competition and non-solicitation of Company employees.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding the beneficial ownership of the Company's common stock by each of our directors and named executive officers, individually, and all of our directors and executive officers as a group:

		Amount and Nature of Beneficial Ownership [1,2,3,4]		Total Equity Stake[5]	
Name of Beneficial Owner	**Role**	**Number**	**Percent**	**Number**	**Percent**
David A. Moylan	Chairman and CEO	71,666	2.1%	238,333	2.0%
Anthony M. Lougee	CFO	11,475	*	47,475	*
Richard D. Butler Jr.	Director	3,934	*	3,934	*
Trent D. Davis	Director	3.934	*	3,934	*
Edward M. Karr	Director	3.934	*	3,934	*
Michael E. Markulec	Director	3,934	*	3,934	*
Directors and Executive Officers as a group (6 persons)		98,887	2.8%	301,544	2.5%

** Less than 1%.*

(1) The number of shares has been adjusted to reflect the reverse 1-for-6 stock split effective March 15, 2013.

(2) On September 9, 2015, 3,323,414 shares were outstanding.

(3) Unless indicated, each shareholder has sole voting and investment power for all shares shown, subject to community property laws that may apply to create shared voting and investment power.

(4) Beneficial ownership includes all stock options and restricted units held by a shareholder that are currently exercisable or exercisable within 60 days of *, 2015 (which would be November 1, 2015) as follows:

- David A. Moylan: 238,333 shares
- Antony M. Lougee: 29,475 shares
- Directors and Executive Officers as a group: 301,544 shares

(5) The Total Equity Stake column indicates the number of shares owned assuming the exercise of all stock options, restricted units whether vested or unvested, without regard to whether or not the stock options and restricted units are exercisable within 60 days. Percentages in the percent column are calculated on a diluted basis, assuming that all shares subject to stock options and restricted units are deemed to be outstanding, whether vested or unvested and without regard to whether or not the stock options and restricted units are exercisable within 60 days.

Beneficial Owners

At September 9, 2015 no person or entity is known to the Company to beneficially own more than 5% of the Company's common stock.

EQUITY COMPENSATION PLAN INFORMATION AT APRIL 30, 2015

Plan Category	Number of Securities to be issued upon exercise of outstanding options[1] (a)	Weighted-average exercise price of outstanding options, warrants and rights[1] (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))[1] (c)
Equity compensation plans approved by security holders	125,746	$8.48	258,333
Equity compensation plans not approved by security holders	0	-	0
Total	**125,746**	**$8.48**	**258,333**

(1) The number of securities to be issued upon exercise of outstanding options, securities remaining available for future issuance and weighted average exercise price has been adjusted to reflect the reverse 1-for-6 stock split effective March 18, 2013.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The Audit Committee has responsibility for reviewing and, if appropriate, for approving any related party transactions that would be required to be disclosed pursuant to applicable SEC rules. This includes current or proposed transactions in which the Company was or is to be a participant, the amount involved exceeds the lower of either $120,000 or 1% of the average of the Company's total assets at year end for the last two completed fiscal years, and in which any of the Company's executive officers, directors, or greater than five percent shareholders, or any members of their immediate families, has a direct or indirect material interest. As of the date of this proxy statement, there were two such transactions entered into since May 1, 2014, and the Audit Committee reviewed and approved these transactions. Apart from any transactions disclosed herein, no such transaction was entered into with any director or executive officer during the last fiscal year. Such transactions will be entered into only if found to be in the best interest of the Company and approved in accordance with the Company's Code of Ethics, which are available on the Company's web site.

During the fiscal years ended April 30, 2015 and 2014, the Company purchased inventories for resale totaling approximately $1,348,000 and $3,144,000, respectively, from Sheerr Memory, LLC ("Sheerr Memory"). Sheerr Memory's owner ("Mr. Sheerr") is employed by the Company and is the former general manager of the acquired MMB business unit. When the Company acquired certain assets of MMB, it did not acquire any of its inventories. However, the Company informally agreed to purchase such inventory on an as needed basis, provided that the offering price was a fair market value price. The inventory acquired was purchased subsequent to the acquisition of MMB at varying times and consisted primarily of raw materials and finished goods used to produce products sold by the Company. Approximately $15,000 and $271,000 respectively, of accounts payable in the Company's consolidated balance sheets as of April 30, 2015 and 2014 is payable to Sheerr Memory. Sheerr Memory offers the Company trade terms of net30 days and all invoices are settled in the normal course of business. No interest is paid. The Company has made further purchases from Sheerr Memory subsequent to April 30, 2015 and management anticipates that the Company will continue to do so, although the Company has no obligation to do so.

During the fiscal years ended April 30, 2015 and 2014, the Company purchased inventories for resale totaling approximately $1,150,000 and $1,058,000, respectively, from Keystone Memory Group ("Keystone Memory"). Keystone Memory's owner is a relative of Mr. Sheerr. Approximately $32,000 of accounts payable in the Company's consolidated balance sheets as of April 30, 2015 is payable to Keystone Memory. At April 30, 2014 approximately $27,000 of accounts payable were due Keystone Memory. Keystone Memory offers the Company trade terms of net due and all invoices are settled in the normal course of business. No interest is paid. The Company has made further purchases from Keystone Memory subsequent to April 30, 2015 and management anticipates that the Company will continue to do so, although the Company has no obligation to do so.

The Company amended and restated its Note and Security Agreement with Mr. Sheerr as of October 31, 2013; the Company sold certain equipment and furniture for a purchase price of $500,000 under a sale leaseback transaction to Mr. Sheerr. The Company used the proceeds of the purchase price received from Mr. Sheerr to reduce the remaining principal amount of the original loan by an amount equal to $500,000. The principal amount was reduced to approximately $966,667 at October 31, 2013. The Company was obligated to pay monthly, interest equal to 10% per annum calculated on a 360 day year of the outstanding loan balance. Principal was payable in 29 equal monthly installments of $33,333, beginning on November 15, 2013 and subsequently on the 15th day of each month thereafter, until paid in full. On April 30, 2014 the note was paid in full. Interest expense recorded for the Note in the fiscal years ended April 30, 2014 was approximately $122,000.

As of October 31, 2013, the Company also entered into an agreement with Mr. Sheerr to leaseback the aforementioned equipment and furniture that was sold to Mr. Sheerr on October 31, 2013. The lease is for a term of 60 months and the Company is obligated to pay approximately $7,500 per month for the term of the lease. The Company has an option to extend the lease for an additional two year period. The transactions described have been accounted for as a sale-leaseback transaction. Accordingly, the Company recognized a gain on the sale of assets of approximately $139,000, which is the amount of the gain on sale in excess of present value of the future lease payments and will recognize the remaining approximately $322,000 in proportion to the related gross rental charged to expense over the term of the lease, 60 months. The current portion of $72,000 deferred gain is reflected in accrued liabilities and the long term portion of $179,000 is reflected in other liabilities long term in the consolidated balance sheet as of April 30, 2015.

On December 17, 2014, the Company terminated its agreement with MPP Associates, Inc., a consulting and advisory firm engaged to provide Financial services to the Company. Mark P. Palker is the President of MPP Associates, Inc. and was Dataram's Corporate Secretary from September 2013 until December 2014. For the period May 1, 2015 to December 17, 2014 MPP Associates was paid approximately $130,338. For the period of January 1, 2014 to April 30, 2014, MPP Associates was paid approximately $65,334. Prior to engaging MPP Associates, the Company had engaged CFO Consulting Partners, LLC to provide Chief Financial Officer services at the rate of $200 per hour. Such payments totaled approximately $175,566 for the period of May 1, 2013 to December 31, 2013 and $286,600 for the fiscal year ended April 30, 2013. The fees paid for CFO services for year ended April 30, 2014 were $240,900. At no time did consultants from these entities receive direct compensation form the company; nor did they receive any benefits from the company.

Determination of Independence

The Board, upon recommendation of the Nominating and Corporate Governance Committee, unanimously determined that each of our four non-employee directors is "independent," as such term is defined in the Nasdaq Stock Market Rules ("Stock Market Rules").

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The following table sets forth the aggregate fees billed to the Company for the last two fiscal years by the Company's independent accounting firms. CohnReznick LLP (formerly J.H. Cohn LLP) was used for professional services through December 2014, and Anton & Chia LLP has been used for professional services thereafter:

	2015	2014 (5)
Audit Fees (1,5)	$ 112,663	$ 215,226
Audit-related fees (2)	16,100	15,500
Tax fees (3)	0	0
All Other Fees(4)	7,600	0
Total fees	**$ 136,363**	**$ 230,726**

(1) Audit Fees: Audit fees were for professional services associated with the annual audit, including the audit of internal control over financial reporting, the reviews of the Company's quarterly reports on Form 10-Q, statutory and subsidiary audits required in certain locations, consultations concerning financial accounting and reporting standards, and regulatory filings.

(2) Audit-related fees: consists principally of the audit of the financial statements of the Company's employee benefit plan.

(3) Tax fees: consists principally of fees for tax consultation and tax compliance services, including foreign jurisdictions.

(4) All other fees: primarily include support and advisory services.

(5) 2014 Audit Fees include $52,500 for estimated charges for Anton & Chia LLP to re-audit fiscal year 2014.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors

Consistent with SEC policies and guidelines regarding audit independence, the Audit Committee is responsible for the pre-approval of all audit and permissible non-audit services provided by our principal accountants on a case-by-case basis. Our Audit Committee has established a policy regarding approval of all audit and permissible non-audit services provided by our principal accountants. Our Audit Committee pre-approves these services by category and service. Our Audit Committee has pre-approved all of the services provided by our principal accountants.

PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The following documents are filed as part of this report:

1. Financial Statements incorporated by reference into Part II of this Report.

2. The documents identified in the Exhibit Index which appears on page [*].

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DATARAM CORPORATION
(Registrant)

Date:	September 11, 2015	By: /s/ David A. Moylan David A. Moylan, Chairman and Chief Executive Officer (Principal Executive Officer)
Date:	September 11, 2015	By: /s/ Anthony M. Lougee Anthony M. Lougee, Chief Financial Officer (Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Company and in the capacities and on the dates indicated.

Date:	September 11, 2015	By: /s/ Michael E. Markulec Michael E. Markulec, Director
Date:	September 11, 2015	By: /s/ Richard D. Butler, Jr. Richard D. Butler, Jr., Director
Date:	September 11, 2015	By: /s/ Trent D. Davis Trent D. Davis, Director
Date:	September 11, 2015	By: /s/ Edward M. Karr. Edward M. Karr, Director
Date:	September 11, 2015	By: /s/ Anthony M. Lougee Anthony M. Lougee Chief Financial Officer

EXHIBIT INDEX

3(a)	Restated Certificate of Incorporation, as amended.
3(b)	By-Laws. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2008, filed with the Securities and Exchange Commission, SEC file number 001-08266, on July 25, 2008.
4(d)	Form of Common Stock Purchase Warrant. Incorporated by reference from Exhibits to a Current Report on Form 8-K with the Securities and Exchange Commission, SEC file number 001-08266, filed on May 12, 2011.
10(a)	2001 Stock Option Plan.* Incorporated by reference from Exhibits to a Definitive Proxy Statement for an Annual Meeting of Shareholders held on September 12, 2001, filed with the Securities and Exchange Commission, SEC file number 001-08266, on July 26, 2001.
10(b)	Savings and Investment Retirement Plan, January 1, 2001 Restatement.* Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2003, filed with the Securities and Exchange Commission, SEC file number 001-08266, on July 29, 2003.
10(c)	2011 Stock Option Plan.* Incorporated by reference from Exhibits to a Definitive Proxy Statement for an Annual Meeting of Shareholders held on September 22, 2011, filed with the Securities and Exchange Commission, SEC file number 001-08266, on August 16, 2011.
10(d)	2014 Equity Incentive Plan.* Incorporated by reference from Exhibits to a Definitive Proxy Statement for an Annual Meeting of Shareholders held on November 10, 2014, filed with the Securities and Exchange Commission, SEC file number 001-08266, on October 21, 2014.
10(e)	Lease Agreement dated as of April 4, 2011, between Hillier Properties, L.L.C., and Dataram Corporation. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2011, filed with the Securities and Exchange Commission, SEC file number 001- 08266, on July 28, 2011.
10(f)	Lease Agreement, dated December 31, 2000, between Nappen & Associates and Micro Memory Bank, Inc. and assigned to Dataram Corporation. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2009, filed with the Securities and Exchange Commission, SEC file number 001-08266, on July 28, 2009.
10(g)	Lease Renewal Agreement, dated February 13, 2006, between Nappen & Associates and Micro Memory Bank, Inc. and assigned to Dataram Corporation. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2009, filed with the Securities and Exchange Commission, SEC file number 001-08266, on July 28, 2009.
10(h)	Lease Renewal Agreement, dated February 10, 2011, between Nappen & Associates and Dataram Corporation. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2011, filed with the Securities and Exchange Commission, SEC file number 001-08266, on July 28, 2011.

10(i)	Employment Agreement of Jeffrey H. Duncan dated as of February 1, 2005.* Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2005, filed with the Securities and Exchange Commission, SEC file number 001-08266, on July 28, 2005.
10(j)	Employment Agreement of David Sheerr dated as of March 31, 2009.* Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2010, filed with the Securities and Exchange Commission, SEC file number 001-08266, July 29, 2010.
10(k)	Product Consignment And Sale Agreement, dated as of July 27, 2010, Between Sheerr Memory, Inc. and Dataram Corporation. Incorporated by reference from Exhibits to a Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on July 29, 2010.
10(l)	Note and Security Agreement, dated as of December 14, 2011, by and among David Sheerr and Dataram Corporation. Incorporated by reference from Exhibits to a Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on December 15, 2011.
10(m)	Consignment Termination letter, dated December 14, 2011, between Sheerr Memory, Inc. and Dataram corporation. Incorporated by reference from Exhibits to a Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on December 15, 2011.
10(n)	Patent Purchase Agreement, dated as of March 29, 2012, by and between Dataram Corporation and Phan Tia Group Pte, LLC.
10(o)	Securities Purchase Agreement, dated September 18, 2013, by and between Dataram Corporation and certain investors. Incorporated by reference from Exhibits to a Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on September 19, 2013.
10(p)	Subordinated Secure Convertible Bridge Note purchase agreement dated July 14, 2015 by and between Dataram Corporation and certain investors. Incorporated by reference from Exhibits to a Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, July 18, 2014.
10(q)	Series A Preferred Stock Purchase agreement dated as of October 20, 2014, by and between Dataram Corporation Incorporated by reference from Exhibits to a Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on October 21, 2014.
10(r)	Severance Payment Agreement dated September 24, 2014 by and between Anthony M. Lougee and Dataram Corporation.*Incorporated by reference from Exhibits to a Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on September 24, 2014.

10(s)	Employment Agreement dated June 8, 2015 by and between David A. Moylan and Dataram Corporation.* Incorporated by reference from Exhibits to a Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on June 12, 2015.
14(a)	Code of Ethics. Incorporated by reference from Exhibits to a Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on June 20, 2005.
31(a)	Rule 13a-14(a) Certification of David A. Moylan
31(b)	Rule 13a-14(a) Certification of Anthony M. Lougee
32(a)	Section 1350 Certification of David A. Moylan (Furnished not Filed)
32(b)	Section 1350 Certification of Anthony M. Lougee (Furnished not Filed)
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Link base Document
101.LAB	XBRL Taxonomy Extension Label Link base Document
101.PRE	XBRL Taxonomy Extension Presentation Link base Document
101.DEF	XBRL Taxonomy Extension Definition Link base Document

*Management Contract or Compensatory Plan or Arrangement

Exhibit 10(n)

PATENT PURCHASE AGREEMENT

This PATENT PURCHASE AGREEMENT (this ***"Agreement")*** is entered into, as of the Effective Date (as defined below), by and between Dataram Corporation, a New Jersey corporation, with an office at 777 Alexander Rd., Suite 100, Princeton, NJ 08540 ***("Seller"),*** and Phan Tia Group Pte. LLC, a Delaware limited liability company, with an address at 2711 Centerville Rd, Suite 400, Wilmington, DE 19808 ***("Purchaser'').*** Seller and Purchaser may hereinafter be referred to collectively as the "Parties" and individually as a "Party" when convenient.

NOW THEREFORE, in consideration of the terms and provisions contained herein and other good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. BACKGROUND

1.1 Seller owns certain provisional patent applications, patent applications, patents, and/or related foreign patents and applications.

1.2 Seller wishes to sell to Purchaser all right, title, and interest.in such patents and applications and the causes of action to sue for infringement thereof and other enforcement rights.

1.3 Purchaser wishes to purchase from Seller all right, title, and interest in the Assigned Patent Rights (as defined below), free and clear of any restrictions, liens, claims, and encumbrances under the terms and conditions set forth herein.

2. DEFINITIONS

"Abandoned Assets" means those specific: provisional patent applications, patent applications, patents and other governmental grants or issuances listed on ***Exhibit C*** (as such list may be updated based on Purchaser's review pursuant to paragraph 3.1).

"Assigned Patent Rights" means the Patents and the additional rights set forth in paragraph 4.2.

"Assignment Agreements" means the agreements assigning ownership of the Assigned Patent Rights and the Abandoned Assets from the inventors and/or prior owners to Seller.

"Common Interest Agreement" means an agreement, in the form set forth on ***Exhibit E,*** setting forth the: terms under which Seller and Purchaser will protect certain information relating to the Patents under the common interest privilege.

"Docket" means Seller's or its agents' list or other means of tracking information relating to the prosecution or maintenance of the Patents throughout the world, including, without limitation, the names, addresses, email addresses, and phone numbers of prosecution counsel and agents, and information relating to deadlines, payments, and filings, which list or other means of tracking information is current as of the Effective Date.

"Effective Date" means the date set forth as the Effective Date on the signature page of this Agreement.

"Executed Assignments" means both the executed and witnessed Assignment of Patent Rights in ***Exhibit B,*** the executed Assignment of Rights in Certain Assets in ***Exhibit C,*** each as signed by a duly authorized representative of Seller, and the additional documents Seller may be required to execute and deliver under paragraph 5.3.

"Live Assets" means the provisional patent applications, patent applications, and patents listed on ***Exhibits A and/or B*** (as such lists may be updated based on Purchaser's review pursuant to paragraph 3.1).

"Patents" means, excluding the Abandoned Assets, all (a) Live Assets; (b) patents or patent applications (i) to which any of the Live Assets directly or indirectly claims priority, (ii) for which any of the Live Assets directly or indirectly forms a basis for priority, and/or (iii) that were commonly-owned applications that incorporate by reference, or are incorporated by reference into, the Live Assets; (c) reissues, reexaminations, extensions, continuations, continuations in part, continuing prosecution applications, requests for continuing examinations, divisions, and registrations of any item in any of the foregoing categories (a) and (b); (d) foreign patents, patent applications and counterparts relating to any item in any of the foregoing categories (a) through (c), including, without limitation, certificates of invention, utility models, industrial design protection, design patent protection, and other governmental grants or issuances; and (e) any items in any of the foregoing categories (b) through (d) whether or not expressly listed as Live Assets and whether or not claims in any of the foregoing have been rejected, withdrawn, cancelled, or the like.

"Primary Warranties" means, collectively, the representations and warranties of Seller set forth in paragraphs 6.1, 6.2, 6.3, 6.4, and 6.5 hereof.

"Prosecution History Files" means all files, documents and tangible things, as those terms have been interpreted pursuant to rules and laws governing the production of documents and things, constituting, comprising or relating to the investigation, evaluation, preparation, prosecution, maintenance, defense, filing, issuance, registration, assertion or enforcement of the Patents.

"Transmitted Copy'' has the meaning set forth in paragraph 8.13.

3. TRANSMITTAL, REVIEW, CLOSING CONDITIONS AND PAYMENT

3.1 **TRANSMITTAL**. Prior to the Effective Date, Seller will send to Purchaser, or its legal counsel, the items identified on ***Exhibit D*** (the ***"Initial Deliverables"***); provided, however, the Common Interest Agreement will not be required to be executed on behalf of the Seller
if there are no pending patent applications included in the Patents. Seller acknowledges and
agrees that Purchaser may request prior to the Effective Date, and Seller will promptly deliver to Purchaser or its legal counsel, as directed by Purchaser, additional documents based on Purchaser's review of the Initial Deliverables (such additional documents and the Initial Deliverables are, collectively, the ***"Deliverables"),*** and that as a result of Purchaser's review, the lists of Live Assets on ***Exhibits A*** and Band the list of Abandoned Assets on ***Exhibit C,*** may be revised by Purchaser, with mutual agreement of Seller (evidenced by one or more Executed Assignments), both before and after the Closing to conform these lists to the definition of Patents (and these revisions may therefore require the inclusion of additional provisional patent applications, patent applications, and patents on ***Exhibit A*** and ***B* or *Exhibit C).*** To the extent any of the Live Assets are removed for any reason, the payment in paragraph 3.4 may be reduced by mutual agreement of the parties. If originals of the Deliverables are not available and delivered to Purchaser prior to Closing, Seller will

cause (i) such originals of the Deliverables to be sent to Purchaser or Purchaser's representative promptly if and after such originals are located and (ii) Seller will deliver to Purchaser a declaration, executed under penalty of perjury, detailing Seller's efforts to locate such unavailable original documents and details regarding how delivered copies were obtained.

3.2 Closing. The closing of the sale of the Assigned Patent Rights and the assignment of the Abandoned Assets hereunder will occur when all conditions set forth in paragraph 3.3 have been satisfied or waived and the payment set forth in paragraph 3.4 is made (the ***"Closing").*** Purchaser and Seller will use reasonable efforts to carry out the Closing within three (3) calendar days following the Effective Date.

3.3 Closing Conditions. The following are conditions precedent to Purchaser's obligation to make the payment in paragraph 3.4.

(a) Signature by Seller. Seller timely executed this Agreement and delivered a Transmitted Copy of this Agreement to Purchaser's representatives by not later than March 29, 2012 at 5:00 p.m., Pacific time and promptly delivered one (1) executed original of this Agreement to Purchaser's representatives.

(b) Transmittal of Documents. Seller delivered to Purchaser all the Deliverables.

(c) Compliance With Agreement. Seller and Purchaser performed and complied in all material respects with all of the obligations under this Agreement that are to be performed or complied with by Seller or Purchaser on or prior to the Closing. Seller shall provide written confirmation to Purchaser that it is satisfied pursuant to this Section 3.3(c) prior to the Closing.

(d) Representations and Warranties True. Seller and Purchaser are each satisfied that, as of the Effective Date and as of the Closing, the representations and warranties of Seller contained in Section 6 and Purchaser contained in Section 7, are true and correct in all material respects. Seller shall provide written confirmation to Purchaser that it is satisfied pursuant to this Section 3.3(d) prior to the Closing.

(e) Patents Not Abandoned. As of the Effective Date and as of the Closing, none of the assets that are included in the Patents have expired, lapsed, been abandoned, or deemed withdrawn.

(f) Delivery of Executed Assignments. Seller caused the Executed Assignments to be delivered to Purchaser's representatives.

3.4 Purchase Price. At Closing, Purchaser hereby agrees to pay to Seller, the amount of Five Million U.S. Dollars (US $5,000,000) (the ***"Purchase Price")*** by wire transfer into the following account:

Bank Name:	Wilmington Trust
Account Name:	Dataram
Account Number:	101278-000
SWIFT:	___________________
ABA/Routing#	031100092
Attn:	Patrick J Donahue
Amount:	$5,000,000

Such payment is received in this account on behalf of Seller. Payment to such account shall fully satisfy all payment obligations under this Agreement to Seller. Purchaser may record the Executed Assignments with the applicable patent offices only on or after Closing.

3.5 Termination and Survival. This Agreement may be terminated at any time prior to Closing:

(a) by mutual written consent of Purchaser and Seller;

(b) by either Purchaser or Seller if there shall be any law or regulation that makes consummation of the transactions contemplated by this Agreement illegal or otherwise prohibited, or if any judgment, injunction, order or decree of a court of other competent government authority enjoining Purchaser or Seller from consummating the transactions contemplated by this Agreement shall have been entered and such judgment, injunction, order or decree shall have become final and nonappealable.

(c) by either Purchaser or Seller if the Closing shall not have been consummated within (3) three days of the Effective Date; provided, however, that the right to terminate this Agreement under this Paragraph 3.5 shall not be available to any party to this Agreement whose failure to perform any material covenant or obligation under this Agreement has been the cause of or resulted in the failure of the Closing to occur on or before such date; and

(d) by Purchaser or Seller if there shall have been a material breach by the other of any of its representations, warranties, covenants or agreements contained in this Agreement, and such breach shall not have been cured within 15 days after notice thereof shall have been received by the party to this Agreement alleged to be in breach.

3.6 Effect of Termination. In the event of the termination of this Agreement pursuant to Paragraph 3.5, this Agreement, except for the provisions of this Paragraph 3.6 and Section 8 and shall become void and have no effect, without any liability on the part of any party to this Agreement or its directors, officers, shareholders or members and Purchaser shall return all documents delivered to Purchaser under this Paragraph 3 to Seller.

3.7 Amendment. This Agreement may be amended by the parties to this Agreement at any time by an instrument in writing signed on behalf of each of them.

3.8 Extension Waiver. At any time prior to Closing, Purchaser (with respect to Seller) and Seller (with respect to Purchaser) may, to the extent legally allowed, (a) extend the time for the performance of any of the obligations or other acts of such party to this Agreement, (b) waive any inaccuracies in the representations and warranties contained in this Agreement or in any document delivered pursuant to this Agreement and (c) waive compliance with any of the agreements or conditions contained in this Agreement. Any agreement on the part of a party to this Agreement to any such extension or waiver shall be valid only if set forth in a written instrument signed on behalf of such party.

4. TRANSFER OF PATENTS AND ADDITIONAL RIGHTS

4.1 Assignment of Patents. Upon the Closing, Seller hereby sells, assigns, transfers, and conveys to Purchaser all right, title, and interest in and to the Assigned Patent Rights. Seller understands and acknowledges that, if any of the Patents are assigned to Seller's affiliates or subsidiaries, Seller may be required prior to the Closing to perform certain actions to establish that Seller is the assignee and to record such assignments. On or before Closing, Seller will execute and deliver to Purchaser the Assignment of Patent Rights in the form set forth in ***Exhibit 8*** (as may be updated based on Purchaser's review pursuant to paragraph 3.1).

4.2 Assignment of Additional Rights. Upon the Closing, Seller hereby also sells, assigns, transfers, and conveys to Purchaser all right, title and interest in and to all

> (a) inventions, invention disclosures, and discoveries described in any of the Patents or Abandoned Assets that (i) are included in any claim in the Patents or Abandoned Assets, (ii) are subject matter capable of being reduced to a patent claim in a reissue or reexamination proceeding brought on any of the Patents or Abandoned Assets, and/or (iii) could have been included as a claim in any of the Patents or Abandoned Assets;
>
> (b) rights to apply in any or all countries of the world for patents, certificates of invention, utility models, industrial design protections, design patent protections, or other governmental grants or issuances of any type related to any of the Patents and the inventions, invention disclosures, and discoveries therein;
>
> (c) causes of action (whether known or unknown or whether currently pending, filed, or otherwise) and other enforcement rights under, or on account of, any of the Patents and/or the rights described in subparagraph 4.2(b), including, without limitation, all causes of action and other enforcement rights for (i) damages, (ii) injunctive relief, and (iii) any other remedies of any kind for past, current and future infringement; and
>
> (d) rights to collect royalties or other payments under or on account of any of the Patents and/or any of the foregoing.

4.3 Assignment of Rights in Certain Assets. Upon the Closing, Seller hereby sells, assigns, transfers, and conveys to Purchaser all of Seller's right, title, and interest in and to the Abandoned Assets. On or before Closing, Seller will execute and deliver to Purchaser the Assignment of Certain Rights in the form set forth in ***Exhibit C*** (as may be updated based on Purchaser's review pursuant to paragraph 3.1).

4.4 License Back to Seller under Patents. Upon the Closing, Purchaser hereby grants to Seller, under the Patents, and for the lives thereof, a royalty-free, non-exclusive, perpetual, non-sublicensable, right and license ***("Seller License")*** to practice the methods and to make, have made, use, distribute, lease, sell, *offer* for sale, import, export, develop and otherwise dispose of and exploit any Seller processes and products covered by the Patents ***("Covered Products").*** The Seller License shall apply to the reproduction and subsequent distribution of Covered Products under Seller's trademarks and brands, in substantially identical form (including incremental modifications thereof) as they are distributed by Seller, by authorized agents of Seller such as a distributor, replicator, VAR or OEM. Seller acknowledges and agrees that the Seller License is not intended to cover foundry or contract manufacturing activities that Seller may undertake on behalf of any person that is not Seller. As a result, Covered Products shall exclude any products or services manufactured, produced or provided by Seller on behalf of any person that is not Seller (a) from designs received in substantially completed form from a source other than Seller and (b) for resale to such person that is not Seller (or to customers of, or as directed by, any person that is not Seller) on essentially an exclusive basis. The Seller License is nontransferable (by operation of law or otherwise) except as set forth in paragraph 4.5.

4.5 Limitation on Transferability of Seller License. The Seller License may be transferred only as follows in this paragraph 4.5. The Seller License may be transferred only to a transferee that is either (i) the purchaser of all or substantially all of the operating assets (other than cash) of Seller, (ii) the successor of Seller in connection with a merger involving the sale of all, or substantially all, of the outstanding capital stock of Seller or (iii) the purchaser of substantially all of the fixed assets and intellectual property of one of Seller's product lines (each of (i), (ii) and (iii) a ***"Permitted Transferee").***

(a) Company Transfer.

(1) In the event of a transfer pursuant to (i) or (ii) above (a ***"Company Transfer"),*** the Covered Products will be limited to the products that had been commercially released or are in development (as defined by the existence of a design or a specification) by Seller prior to the effective date of such Company Transfer, provided that such products in development are commercialized within thirty-six (36) months of such Company Transfer, and the Covered Products will not include, and in no event will the Seller License extend to, any other products, processes or services of (x) a Permitted Transferee, (y) any affiliate (other than Seller) of such Permitted Transferee, or (z) any other person.

(2) In the event of a Company Transfer, the Permitted Transferee may transfer the Seller License once and only to (A) the purchaser of all or substantially all of the operating assets (other than cash) of such Permitted Transferee or (B) the successor of such Permitted Transferee in connection with a merger involving the sale of all, or substantially all, of the outstanding capital stock of such Permitted Transferee (each of (A) and (B) a ***"Second Permitted Transferee").*** In the event of such a transfer (a ***"Second Transfer"),*** the Covered Products will be limited to the products that had been commercially released or are in development (as defined by the existence of a design or a specification) by Seller prior to the effective date of the Company Transfer, provided that such products in development are or were commercialized within thirty-six (36) months of such Company Transfer, and the Covered Products will not include, and in no event will the Seller License extend to, any other products, processes or services of (x) a Permitted Transferee or Second Permitted Transferee, (y) any affiliate of such Permitted Transferee or Second Permitted Transferee, or (z) any other person. The Second Permitted Transferee may not transfer the Seller License (by operation of law or otherwise) and any such attempted transfer will be void.

(b) Product Line Transfer. A transfer pursuant to (iii) above (a ***"Product Line Transfer")*** must take place prior to any Company Transfer, and only two (2) Product Line Transfers will be allowed. For the sake of clarity, once a Company Transfer occurs, no more Product Line Transfers will be allowed. In the event of a Product Line Transfer, the Covered Products will be limited to the products of such product line of Seller that had been commercially released or are in development (as defined by the existence of a design or a specification) by Seller prior to the effective date of such Transfer, provided that such products in development are commercialized within thirty-six (36) months of such Product Line Transfer, and the Covered Products will not include, and in no event will the Seller License extend to, any other products, processes or services of (x) a Permitted Transferee, (y) any affiliate (other than Seller) of such purchaser or successor, or (z) any other person. Except as set forth below, the Permitted Transferee in the event of a Product Line Transfer may not transfer the Seller License (by operation of law or otherwise) and any such attempted transfer will be void. If the XcelaSAN product line of Seller is transferred, as a Product Line Transfer (such transfer, the ***"First XcelaSAN Transfer"),*** then the Permitted Transferee in such First XcelaSAN Transfer shall be allowed to transfer the Seller License with respect to such XcelaSAN product line once and only to the purchaser of all or substantially all of the assets of the XcelaSAN product line (such purchaser, the ***“Second XcelaSAN Transferee”).*** In the event of such a transfer (a ***“Second XcelaSAN Transfer”),*** the Covered Products will be limited to the products of the XcelaSAN product line of Seller that had been commercially released or were in development (as defined by the existence of a design or a specification) by Seller prior to the effective date of the First XcelaSAN Transfer, provided that such products in development are commercialized within thirty-six (36) months of the First XcelaSAN Transfer, and the Covered Products will not include, and in no event will the Seller License extend to, any other products, processes or services of (x) a Permitted Transferee or Second XcelaSAN Transferee, (y) any affiliate of such Permitted Transferee or Second XcelaSAN Transferee, or (z) any other person. The Second XcelaSAN Transferee may not transfer the Seller License (by operation of law or otherwise) and any such attempted transfer will be void.

(c) Notice. Seller shall, within thirty (30) days after a Company Transfer, Second Transfer, Product Line Transfer, First XcelaSAN Transfer, and/or Second XcelaSAN Transfer (each, a “Transfer’), provide Purchaser with written notice of such Transfer, which notice will contain: (i) the effective date of the Transfer, (j) a description of the transaction through which the Transfer occurred, and (k) detailed information regarding the respective products, processes and services of Seller (including, but not limited to, any products in development), the Permitted Transferee, the Second Permitted Transferee and the Second XcelaSAN Transferee and the purchasing entity (if applicable), as of the effective date of the Transfer, and the Seller License will immediately terminate in the event that Seller fails to provide such notice as and when set forth above.

(d) The Seller License will immediately terminate upon any attempted transfer (by operation of law or otherwise) that is not in strict conformance with this paragraph 4.5, and any such attempted transfer will be void.

5. ADDITIONAL OBLIGATIONS

5.1 <u>Further Cooperation</u>.

(a) At the reasonable request of Purchaser, Seller will execute and deliver such other instruments and do and perform such other acts and things as may be necessary or desirable for effecting completely the consummation of the transactions contemplated hereby, including, without limitation, execution, acknowledgment, and recordation of other such papers, and using commercially reasonable efforts to obtain the same from the respective inventors, as necessary or desirable for fully perfecting and conveying unto Purchaser the benefit of the transactions contemplated hereby.

(b) To the extent any attorney-client privilege or the attorney work-product doctrine applies to any portion of the Prosecution History Files and that is retained after Closing under Seller’s or Seller’s representatives’ normal document retention policy, Seller will ensure that, if any such portion of the Prosecution History File remains under Seller’s possession or control after Closing, it is not disclosed to any third party unless (a) disclosure is ordered by a court of competent jurisdiction, after all appropriate appeals to prevent disclosure have been exhausted, and (b) Seller gave Purchaser prompt notice upon learning that any third party sought or intended to seek a court order requiring the disclosure of any such portion of the Prosecution History File. In addition, Seller will continue to prosecute, maintain, and defend the Patents at its sole expense until the Closing.

(c) Seller will also, at the reasonable request of Purchaser after Closing, assist Purchaser in providing, and obtaining, from the respective inventors, prompt production of pertinent facts and documents, otherwise giving of testimony, execution of petitions, oaths, powers of attorney, specifications, declarations or other papers and other assistance reasonably necessary for filing patent applications, enforcement or other actions and proceedings with respect to the claims under the Patents. Purchaser shall compensate Seller for any reasonable, documented disbursements and time incurred after Closing in connection with providing assistance under this subparagraph S .l(c) in connection with any enforcement or other infringement action regarding the Patents, under a standard billable hour rate of Seller; provided that Seller shall have furnished Purchaser an advance, written estimate of the fees and costs for such assistance and Purchaser shall have agreed in writing to pay such fees and costs.

5.2 Payment of Fees. Seller will pay any maintenance fees, annuities, and the like due or payable on the Patents until the Closing. For the avoidance of doubt, Seller shall pay any maintenance fees for which the fee is payable (e.g., the fee payment window opens) on or prior to the Closing even if the surcharge date or final deadline for payment of such fee would be after the Closing. Seller hereby gives Purchaser power-of-attorney to (a) execute documents in the name of Seller in order to effectuate the recordation of the transfers of any portion of the Patents in an governmental filing office in the world and (b) instruct legal counsel to take steps to pay maintenance fees and annuities that Seller declines to pay and to make filings on behalf of Seller prior to Closing and otherwise preserve the assets through Closing.

5.3 Foreign Assignments. To the extent the Patents include non-United States patents and patent applications, Seller will deliver to Purchaser's representatives executed documents in a form as may be required in the non-U.S jurisdiction in order to perfect the assignment to Purchaser of the non-U.S. patents and patent applications.

6. REPRESENTATIONS AND WARRANTIES OF SELLER

Seller hereby represents and warrants to Purchaser as follows that, as of the Effective Date and as of the Closing:

6.1 Authority. Seller is a company duly formed, validly existing, and in good standing under the laws of the jurisdiction of its formation. Seller has the full power and authority and has obtained all third party consents, approvals, and/or other authorizations required to enter into this Agreement and to carry out its obligations hereunder, including, without limitation, the assignment of the Assigned Patent Rights to Purchaser. All consents, approvals and authorizations from all governmental authorities, administrative or other agencies, trustees or any other persons having authority over Seller required to be obtained by Seller in connection with the execution and delivery of this Agreement have been obtained.

6.2 Title and Contest. Seller owns all right, title, and interest to the Assigned Patent Rights, including, without limitation, all right, title, and interest to sue for infringement of the Patents. Seller has obtained and properly recorded previously executed assignments for the Patents as necessary to fully perfect its rights and title therein in accordance with governing law and regulations in each respective jurisdiction. The Assigned Patent Rights are free and clear of all liens, claims, mortgages, security interests or other encumbrances, and restrictions. There are no actions, suits, investigations, claims, or proceedings, and to the best of its knowledge, formed after reasonable inquiry and investigation, threatened, pending, or in progress relating in any way to the Assigned Patent Rights. There are no existing contracts, agreements, options, commitments, proposals, bids, offers, or rights with, to, or in any person to acquire any of the Assigned Patent Rights.

6.3 Existing Licenses and Obligations. There is no obligation imposed by a standards-setting organization to license any of the Patents on particular terms or conditions. Except for the license granted in paragraph 4.4, no licenses under the Patents have been granted or retained by Seller, or, to the best of Seller's knowledge, formed after reasonable inquiry and investigation, by any prior owners, or inventors. After Closing, none of Seller, any prior owner, or any inventor retain any rights or interest in the Assigned Patent Rights.

6.4 Restrictions on Rights. Purchaser will not be subject to any covenant not to sue or similar restrictions on its enforcement or enjoyment of the Assigned Patent Rights or the Abandoned Assets as a result of any prior transaction related to the Assigned Patent Rights or the Abandoned Assets.

6.5 Validity and Enforceability. None of the Patents or the Abandoned Assets (other than Abandoned Assets for which abandonment resulted solely from unpaid fees and/or annuities) has ever been found invalid, unpatentable, or unenforceable for any reason in any administrative, arbitration, judicial or other proceeding, and Seller does not know of and has not received any notice or information of any kind from any source suggesting that the Patents may be invalid, unpatentable, or unenforceable. If any of the Patents are terminally disclaimed to another patent or patent application, all patents and patent applications subject to such terminal disclaimer are included in this transaction. To the extent "small entity" fees were paid to the United States Patent and Trademark Office for any Patent, such reduced fees were then appropriate because the payor qualified to pay "small entity" fees at the time of such payment and specifically had not licensed rights in any of the Patents to an entity that was not a "small entity."

6.6 Conduct. To the best of Seller's knowledge, formed after reasonable inquiry and investigation, none of Seller, prior owner or their respective agents or representatives have engaged in any conduct, or omitted to perform any necessary act, the result of which would invalidate any of the Patents or hinder their enforcement, including, without limitation, misrepresenting the Patents to a standard-setting organization.

6.7 Enforcement. Seller has not put a third party on notice of actual or potential infringement of any of the Patents or the Abandoned Assets. Seller has not invited any third party to enter into a license under any of the Patents or the Abandoned Assets. Seller has not initiated any enforcement action with respect to any of the Patents or the Abandoned Assets.

6.8 Patent Office Proceedings. None of the Patents or the Abandoned Assets has been or is currently involved in any re-examination, reissue, interference proceeding, or any similar proceeding, and no such proceedings are pending or, to the best of Seller's knowledge, formed after reasonable inquiry and investigation, threatened.

6.9 Fees. All maintenance fees, annuities, and the like due or payable on the Patents have been timely paid. For the avoidance of doubt, such timely payment includes payment of any maintenance fees for which the fee is payable (e.g., the fee payment window opens) even if the surcharge date or final deadline for payment of such fee would be in the future.

6.10 Abandoned Assets. According to each applicable patent office, each of the Abandoned Assets has expired, lapsed, or been abandoned or deemed withdrawn.

6.11 Conflicts. The execution, delivery and performance of this Agreement does not conflict with any agreement, instrument or understanding, oral or written, to which Seller is a party, or by which such party may be bound, nor violate any law or regulation of any court, governmental body or administrative or other agency having authority over Seller.

6.12 Third Party Agreements. Seller has not entered into any agreement with any third party that is in conflict with the rights granted to Purchaser pursuant to this Agreement.

7. REPRESENTATIONS AND WARRANTIES OF PURCHASER

Purchaser hereby represents and warrants to Seller as follows that, as of the Effective Date and as of the Closing:

7.1 Purchaser is a limited liability company duly formed, validly existing, and in good standing under the laws of the jurisdiction of its formation.

7.2 Purchaser has all requisite power and authority to (i) enter into, execute, and deliver this Agreement and (ii) perform fully its obligations hereunder.

7.3 The execution, delivery and performance of this Agreement does not conflict with any agreement, instrument or understanding, oral or written, to which Purchaser is a party, or by which such party may be bound, nor violate any law or regulation of any court, governmental body or administrative or other agency having authority over Purchaser.

7.4 All consents, approvals and authorizations from all governmental authorities, administrative or other agencies, trustees or any other persons having authority over Purchaser required to be obtained by Purchaser in connection with the execution and delivery of this Agreement have been obtained.

7.5 Purchaser has not entered into any agreement with any third party that is in conflict with the rights granted to Seller pursuant to this Agreement.

7.6 Purchaser has sufficient funds available to pay the Purchase Price to Seller and to perform its other obligations pursuant to this Agreement.

8. MISCELLANEOUS

8.1 Limitation of Liability. EXCEPT IN THE EVENT OF SELLER'S INTENTIONAL MISREPRESENTATION WITH RESPECT TO THE PRIMARY WARRANTIES, SELLER'S TOTAL LIABILITY UNDER THIS AGREEMENT WILL NOT EXCEED THE PURCHASE PRICE SET FORTH IN PARAGRAPH 3.4 OF THIS AGREEMENT PLUS ANY AMOUNTS PAYABLE UNDER PARAGRAPH 8.14. PURCHASER'S TOTAL LIABILITY UNDER THIS AGREEMENT WILL NOT EXCEED THE PURCHASE PRICE SET FORTH IN PARAGRAPH 3.4 OF THIS AGREEMENT PLUS ANY AMOUNTS PAYABLE UNDER PARAGRAPH 8.14. THE PARTIES ACKNOWLEDGE THAT THE LIMITATIONS ON POTENTIAL LIABILITIES SET FORTH IN THIS PARAGRAPH 8.1 WERE AN ESSENTIAL ELEMENT IN SETIING CONSIDERATION UNDER THIS AGREEMENT.

8.2 Limitation on Consequential Damages. EXCEPT IN THE EVENT OF SELLER'S INTENTIONAL MISREPRESENTATION WITH RESPECT TO THE PRIMARY WARRANTIES, NEITHER PARTY WILL HAVE ANY OBLIGATION OR LIABILITY (WHETHER IN CONTRACT, WARRANTY, TORT (INCLUDING NEGLIGENCE)) OR OTHERWISE, AND NOTWITHSTANDING ANY FAULT, NEGLIGENCE (WHETHER ACTIVE, PASSIVE OR IMPUTED), REPRESENTATION, STRICT LIABILITY OR PRODUCT LIABILITY, FOR COVER OR FOR ANY INCIDENTAL, INDIRECT OR CONSEQUENTIAL, MULTIPLIED, PUNITIVE, SPECIAL, OR EXEMPLARY DAMAGES OR LOSS OF REVENUE, PROFIT, SAVINGS OR BUSINESS ARISING FROM OR OTHERWISE RELATED TO THIS AGREEMENT, EVEN IF A PARTY OR ITS REPRESENTATIVES HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES. THE PARTIES ACKNOWLEDGE THAT THESE EXCLUSIONS OF POTENTIAL DAMAGES AND LOSSES WERE AN ESSENTIAL ELEMENT IN ESTABLISHING THE CONSIDERATION UNDER THIS AGREEMENT.

8.3 Compliance With Laws. Notwithstanding anything contained in this Agreement to the contrary, the obligations of the parties with respect to the consummation of the transactions contemplated by this Agreement shall be subject to all laws, present and future, of any government having jurisdiction over the parties and this transaction, and to orders, regulations, directions or requests of any such government.

8.4 Confidentiality of Terms. The parties hereto will keep the terms and existence of this Agreement and the identities of the parties hereto and their affiliates confidential and will not now or hereafter divulge any of this information to any third party except (a) with the prior written consent of the other party; (b) as otherwise may be required by law or legal process; (c) during the course of litigation, so long as the disclosure of such terms and conditions is restricted in the same manner as is the confidential information of other litigating parties; (d) in confidence to its legal counsel, accountants, banks, and financing sources and their advisors solely in connection with complying with or administering its obligations with respect to this Agreement; (e) by Purchaser, to potential purchasers or licensees of the Assigned Patent Rights or the Abandoned Assets; (f) in order to perfect Purchaser's interest in the Assigned Patent Rights or the Abandoned Assets with any governmental patent office (including, without limitation, recording the Executed Assignments in any governmental patent office); or (g) to enforce Purchaser's right, title, and interest in and to the Assigned Patent Rights or the Abandoned Assets; provided that, in (b) and (c) above, (i) to the extent permitted by law, the disclosing party will use all legitimate and legal means available to minimize the disclosure to third parties, including, without limitation, seeking a confidential treatment request or protective order whenever appropriate or available; and (ii) the disclosing party will provide the other party with at least ten (10) days' prior written notice of such disclosure. Without limiting the foregoing, Seller will cause its agents involved in this transaction to abide by the terms of this paragraph, including, without limitation, ensuring that such agents do not disclose or otherwise publicize the existence of this transaction with actual or potential clients in marketing materials, or industry conferences.

8.5 Governing Law; Venue/Jurisdiction. This Agreement will be interpreted, construed, and enforced in all respects in accordance with the laws of the State of Delaware, without reference to its choice of law principles to the contrary. Seller will not commence or prosecute any action, suit, proceeding or claim arising under or by reason of this Agreement other than in the state or federal courts located in Delaware. Seller irrevocably consents to the jurisdiction and venue of the courts identified in the preceding sentence in connection with any action, suit, proceeding, or claim arising under or by reason of this Agreement. Each Party hereby irrevocably waives any and all rights it may have to trial by jury in any action, proceeding, counterclaim (whether based on contract, tort or otherwise) arising out of or relating to this Agreement.

8.6 Notices. All notices given hereunder will be given in writing (in English or with an English translation), will refer to Purchaser and to this Agreement and will be delivered to the address set forth below by (i) personal delivery, (ii) delivery postage prepaid by an internationally-recognized express courier service:

If to Purchaser
Phan Tia Group Pte. LLC
2711 Centerville Rd, Suite 400
Wilmington, DE 19808

Attn: Managing Director

If to Seller
Dataram Corporation
777 Alexander Rd., Suite 100
Princeton, NJ 08540

Attn: John H. Freeman
President and CEO

With a copy to:
Richard G. Satin, Esq.
Meyer, Suozzi, English & Klein, P.C.
990 Stewart Avenue, Suite 301
Garden City, NY 11530

Notices are deemed given on (a) the date of receipt if delivered personally or by express courier or (b) if delivery is refused, the date of refusal. Notice given in any other manner will be deemed to have been given only if and when received at the address of the person to be notified. Either party may from time to time change its address for notices under this Agreement by giving the other party written notice of such change in accordance with this paragraph.

8.7 Relationship of Parties. The parties hereto are independent contractors. Nothing in this Agreement will be construed to create a partnership, joint venture, franchise, fiduciary, employment or agency relationship between the parties. Neither party has any express or implied authority to assume or create any obligations on behalf of the other or to bind the other to any contract, agreement or undertaking with any third party.

8.8 Equitable Relief. Seller acknowledges and agrees that damages alone would be insufficient to compensate Purchaser for a breach by Seller of this Agreement and that irreparable harm would result from a breach of this Agreement. Seller hereby consents to the entering of an order for injunctive relief to prevent a breach or further breach, and the entering of an order for specific performance to compel performance of any obligations under this Agreement.

8.9 Severability. If any provision of this Agreement is found to be invalid or unenforceable, then the remainder of this Agreement will have full force and effect, and the invalid provision will be modified, or partially enforced, to the maximum extent permitted to effectuate the original objective.

8.10 Waiver. Failure by either party to enforce any term of this Agreement will not be deemed a waiver of future enforcement of that or any other term in this Agreement or any other agreement that may be in place between the parties.

8.11 Publicity and SEC Reporting. Seller may make one public announcement in connection with the Closing, which announcement will contain language substantially similar to that set forth in ***Exhibit F,*** together with additional information of Seller related to the transaction. Seller shall submit any such proposed announcement to Purchaser at least two (2) business days prior to its making such an announcement for Purchaser's review and approval, which approval shall not be unreasonably withheld by Purchaser so long as such proposed announcement does not violate the confidentiality provisions of paragraph 8.4 hereof. After the Effective Date, Seller shall have the right to file the statement set forth on

Exhibit **F** with Seller's 8K filing with the Securities Exchange Commission ***("SEC").*** If applicable securities laws or SEC regulations require Seller to file or disclose any information, agreement, document, exhibit or schedule related to this Agreement, then Seller will in connection with a disclosure to or filing with the SEC: (a) promptly notify Purchaser of such requirement; (b) prepare a draft confidential treatment request or similar document ***("CTR"),*** if appropriate and proper, for filing with the SEC relating to the relevant document or portion thereof and submit such CTR to Purchaser, at least four (4) business days if reasonably practicable under the circumstances, prior to the filing of the CTR with the SEC for Purchaser's comments, which comments will be considered by Seller in good faith, subject to applicable securities laws and SEC regulations; (c) submit such CTR to the SEC; (d) in the event that such CTR is denied by the SEC, inform the Purchaser of such denial and consult with the Purchaser in good faith, subject to applicable securities laws and SEC regulations, in preparing Seller's response to such denial, including but not limited to submitting such response to Purchaser, at least four (4) business days if reasonably practicable under the circumstances, prior to the filing of the response with the SEC for Purchaser's comments, which comments will be considered by Seller in good faith, subject to applicable securities laws and SEC regulations, and (e) following Seller's compliance with the foregoing subsections (a) through (d), file with the SEC only those portions of Agreement (or its related documents, exhibits or schedules, as applicable) that are required by the SEC to be so filed or disclosed.

8.12 Miscellaneous. This Agreement, including its exhibits, constitutes the entire agreement between the parties with respect to the subject matter hereof and merges and supersedes all prior and contemporaneous agreements, understandings, negotiations, and discussions. Neither of the parties will be bound by any conditions, definitions, warranties, understandings, or representations with respect to the subject matter hereof other than as expressly provided herein. The section headings contained in this Agreement are for reference purposes only and will not affect in any way the meaning or interpretation of this Agreement. This Agreement is not intended to confer any right or benefit on any third party (including, but not limited to, any employee or beneficiary of any party), and no action may be commenced or prosecuted against a party by any third party claiming as a third-party beneficiary of this Agreement or any of the transactions contemplated by this Agreement. No oral explanation or oral information by either party hereto will alter the meaning or interpretation of this Agreement. No amendments or modifications will be effective unless in writing signed by authorized representatives of both parties. The terms and conditions of this Agreement will prevail notwithstanding any different, conflicting or additional terms and conditions that may appear on any letter, email or other communication or other writing not expressly incorporated into this Agreement. In the event of any conflict between the terms of this Agreement and any of the Exhibits hereto, the terms of this Agreement shall prevail. The following exhibits are attached hereto and incorporated herein: ***Exhibit A*** (entitled "Patents to be Assigned"); ***Exhibit B*** (entitled "Assignment of Patent Rights"); ***Exhibit C*** (entitled "Assignment of Rights in Certain Assets"); ***Exhibit D*** (entitled "List of Initial Deliverables"); ***Exhibit E*** (entitled "Common Interest Agreement"); and ***Exhibit F*** (entitled "Press Release").

8.13 Counterparts: Electronic Signature: Delivery Mechanics. This Agreement may be executed in counterparts, each of which will be deemed an original, and all of which together constitute one and the same instrument. Each party will execute and promptly deliver to the other parties a copy of this Agreement bearing the original signature. Prior to such delivery, in order to expedite the process of entering into this Agreement, the parties acknowledge that a Transmitted Copy of this Agreement will be deemed an original document. ***"Transmitted Copy''*** means a copy bearing a signature of a party that is reproduced or transmitted via email of a .pdf file, photocopy, facsimile, or other process of complete and accurate reproduction and transmission.

8.14 Expenses. If any action or other proceeding relating to the enforcement or interpreting of any provision of this Agreement is brought by a Party, the prevailing Party shall be entitled to recover reasonable attorneys' fees, cost and disbursements (in addition to any other relief to which the prevailing Party may be entitled).

[Signature Page Follows]

In witness whereof, intending to be legally bound, the parties have executed this Patent Purchase Agreement as of the Effective Date.

SELLER:	PURCHASER:
DATARAM CORPORATION	**PHAN TIA GROUP PTE. LLC**
By: */s/ John H. Freeman* ______	By: __________________________
Name John H Freeman	Name: Melissa Coleman
Title: President & CEO	Title: Authorized Person

Effective Date: March 29, 2012

CONFIDENTIAL

In witness whereof, intending to be legally bound, the parties have executed this Patent Purchase Agreement as of the Effective Date.

SELLER:	PURCHASER:
DATARAM CORPORATION	**PHAN TIA GROUP PTE. LLC**
By: ___________________________	By: ___________________________
Name John H Freeman	Name: Melissa Coleman
Title: President & CEO	Title: Authorized Person

Effective Date: March 29, 2012

EXHIBIT 31.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Dave Moylan, certify that:

I have reviewed this Annual Report on Form 10-K of Dataram Corporation (the "registrant");

1) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the report;

2) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

3) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

4) I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: */s/David A. Moylan*
David A. Moylan
Chief Executive Officer
September 11, 2015

EXHIBIT 31.2

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

CERTIFICATION OF CHIEF ACCOUNTING OFFICER

I, Anthony M. Lougee, certify that:

I have reviewed this Annual Report on Form 10-K of Dataram Corporation (the "registrant");

1) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the report;

2) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

3) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

4) I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: */s/Anthony M. Lougee*
Anthony M. Lougee
Chief Accounting Officer
September 11, 2015

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of Dataram Corporation. (the "Company"), as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), I, Dave Moylan, the Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in such Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 11, 2015

By: */s/ David A. Moylan*
David A. Moylan
Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of Dataram Corporation (the "Company"), as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), I, Anthony M. Lougee, the Chief Accounting Officer of the Company, certify, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 11, 2015

By: */s/ Anthony M. Lougee*
Anthony M. Lougee
Chief Accounting Officer