

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **December 3, 2015**

**DATARAM CORPORATION**

(Exact name of registrant as specified in its charter)

**New Jersey**  
(State or other jurisdiction of incorporation)

**1-8266**  
(Commission File Number)

**22-18314-09**  
(IRS Employer Identification No.)

**777 Alexander Road, Suite 100, Princeton, NJ**  
(Address of principal executive offices)

**08540**  
(Zip Code)

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

**Route 571, P.O. Box 7258, Princeton, NJ 08543-7528**  
(Former name of former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Item 5.07. Submission of Matters to a Vote of Security Holders.

On December 3, 2015, Dataram Corporation (the “Company”) held its Annual Meeting of Shareholders (the “Annual Meeting”). The following proposals were voted on by the shareholders of record of the Company at the Annual Meeting. At the Annual Meeting, a total of 3,288,823 shares of common stock, or 83.8% of the Company’s common stock issued and outstanding as of the record date for the Annual Meeting, were represented in person or by proxy. Additionally, 524,600 shares of Series A Convertible Preferred Stock, voting on an as-converted basis subject to certain voting limitation set forth in the governing Certificates of Designation, was represented in person or by proxy and was eligible to vote solely with respect to Proposal 1. All of the proposals were approved, except for Proposal No. 9, which did not receive the required number of votes, as further set forth below.

Set forth below is a brief description of each matter voted upon at the Annual Meeting and the voting results with respect to each matter.

1) To elect the four (4) persons named herein as nominees for directors of the Company, to hold office until the next annual meeting of shareholders and until their respective successors have been duly elected and qualified;

### Class or Series

Common Stock and Series A Convertible Preferred Stock

Nominee	Votes For	Votes Against	Abstain	Broker Non-Votes
David A. Moylan	1,790,131	62,935	14,975	1,420,782
Trent E. Davis	1,784,587	58,788	25,176	1,420,272
Edward M. Karr	1,785,006	58,369	25,266	1,420,182
Michael E. Markulec	1,188,067	59,233	627,060	1,414,463

The nominees were elected.

2) To ratify the appointment of Anton & Chia LLP as the Company’s independent public accounting firm for the fiscal year ending April 30, 2016;

Class or Series	Votes For	Votes Against	Abstain
Common	3,073,516	144,086	65,076

The proposal was approved.

3) To approve, on an advisory basis, the executive compensation of the Company’s executive officers for the year ended April 30, 2016;

Class or Series	Votes For	Votes Against	Abstain
Common	1,732,089	108,176	28,376

The proposal was approved

4) To approve amendments to the Company’s 2014 Equity Incentive Plan to (i) increase the number of shares of common stock reserved for issuance thereunder to 520,000 from 250,000 and (ii) to limit the eligibility of the 2014 Equity Incentive Plan to directors, executive officers and employees of the Company;

Class or Series	Votes For	Votes Against	Abstain	Broker Non-Votes
Common	1,713,648	125,658	29,315	1,420,202

The proposal was approved.

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5) To approve an amendment to the Company's Certificate of Incorporation to change the par value of the Company's common stock to \$0.001 per share from \$1.00 per share;

<b>Class or Series</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Common	2,449,095	671,246	134,044	34,438

The proposal was approved.

6) To approve the reincorporation of the Company to the State of Nevada from the State of New Jersey;

<b>Class or Series</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Common	1,592,332	249,684	26,422	1,420,385

The proposal was approved.

7) To grant the Board of Directors the authority, in its sole direction, to effect a reverse stock split of the Company's issued and outstanding common stock by a ratio of not less than one-for-two and not more than one-for-ten at any time prior to December 3, 2016;

<b>Class or Series</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Common	2,338,413	866,594	49,878	33,938

The proposal was approved.

8) To approve the issuance of securities in one or more non-public offerings where the maximum discount at which securities will be offered will be equivalent to 30% below the market price of the Company's common stock in accordance with NASDAQ Marketplace Rule 5635(d);

<b>Class or Series</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Common	1,694,421	151,116	23,404	1,419,882

The proposal was approved.

9) To approve an amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of common stock and preferred stock to 100,000,000 shares from 54,000,000 and 15,000,000 shares from 5,000,000 shares, respectively.

<b>Class or Series</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Common	1,572,959	278,437	17,245	1,420,182

The proposal was not approved.

#### **Item 8.01 Other Events**

On December 8, 2015, the Company issued a press release announcing the results of Company's Annual Meeting of Shareholders. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

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**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**DATARAM CORPORATION**

(Registrant)

Date: December, 8, 2015

**/s/ DAVID A. MOYLAN**

(Signature)

David A. Moylan

Chief Executive Officer



# NEWS RELEASE

**Dataram Contact:**

**Jeffrey Goldenbaum**

**Director, Marketing**

**609.799.0071**

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## **Dataram Holds Annual Shareholder Meeting** **Shareholder Support Validates and Enables Company Pursuit of Strategic Options**

**Princeton, NJ, December 8, 2015** — Dataram Corporation [NASDAQ: DRAM], a leading independent manufacturer of memory products and provider of performance solutions, announced the results of the Company's annual shareholder meeting that was held on December 3, 2015 at 10:00 AM EDT at its global headquarters in Princeton, NJ.

The following proposals were acted on the Company's shareholders at the meeting:

- Elected four directors (David A. Moylan, Trent D. Davis, Edward M. Karr, and Michael E. Markulec) to hold office until the next annual meeting of shareholders and until their respective successors have been duly elected and qualified.
- Approved, on an advisory basis, the executive compensation of the Company's executive officers for the year ending April 30, 2016.
- Approved amendments to the Company's 2014 Equity Incentive Plan to (i) increase the number of shares of common stock reserved for issuance from 250,000 shares to 520,000 shares and (ii) to limit the eligibility of the plan to directors, executive officers and employees of the Company.
- Approved an amendment to the Company's Certificate of Incorporation to change the par value of the Company's common stock from \$1.00 per share to \$0.001 per share.
- Approved the reincorporation of the Company to the State of Nevada from the State of New Jersey.
- Granted the Board of Directors the authority, in its sole direction, to effect a reverse stock split of the Company's issued and outstanding common stock by a ratio of not less than one-for-two and not more than one-for-ten at any time prior to December 3, 2016.
- Approved the issuance of securities in one or more non-public offerings where the maximum discount at which securities will be offered will be equivalent to 30% below the market price of the Company's common stock in accordance with NASDAQ Marketplace Rule 5635(d).

The proposal to amend the Company's Certificate of Incorporation to increase the number of authorized shares of common stock from 54,000,000 shares to 100,000,000 shares and preferred stock from 5,000,000 shares to 15,000,000 shares did not pass.

Dataram's board of directors consists of David A. Moylan, Chairman of the Board and Dataram's President and Chief Executive Officer; Trent D. Davis, President and COO, Whitestone Investment Network, Inc.; Edward M. Karr, Founder and Managing Director, Strategic Asset Management S.A.; and Michael E. Markulec, President, SPAR Consulting, LLC.

Dave Moylan, Dataram's Chairman and Chief Executive Officer, stated "Dataram's operational and financial transformation has helped the Company establish the foundation for global growth, while intending to maximize long-term shareholder value. It has also reignited the entrepreneurial spirit upon which the Company was founded nearly 50 years ago. Since January 2015, the Company has continued to demonstrate flexibility and nimbleness in the market, which our customers rightfully demand. With the continued support of our customers, shareholders, and employees, and the approval of the majority of shareholder proposals, we will be able to increase our focus on our strategic priorities which includes pursuit of organic and inorganic growth opportunities, to maximize long-term shareholder value."

### **About Dataram Corporation**

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

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

*The information provided in this press release may include forward-looking statements relating to future events, such as the*

*development of new products, pricing and availability of raw materials or the future financial performance of the Company. Actual results may differ from such projections and are subject to certain risks including, without limitation, risks arising from: changes in the price of memory chips, changes in the demand for memory systems, increased competition in the memory systems industry, order cancellations, delays in developing and commercializing new products and other factors described in the Company's most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, filed with the Securities and Exchange Commission, which can be reviewed at [www.sec.gov](http://www.sec.gov). The Company has based these forward-looking statements on its current expectations and assumptions about future events. While management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory, and other risks, contingencies, and uncertainties, most of which are difficult to predict and many of which are beyond the Company's control. The Company does not assume any obligations to update any of these forward-looking statements.*

*Source: Dataram Corporation*