

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) **July 6, 2016**

DATARAM CORPORATION

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation)

001-08266
(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**

(Former name or former address, if changed since last report.)

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

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

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On July 6, 2016, Dataram Corporation (the “Company”) filed a certificate of amendment (the “Amendment”) to its Articles of Incorporation with the Secretary of State of the State of Nevada in order to effectuate a reverse stock split of the Company’s issued and outstanding common stock, par value \$0.001 per share on a one (1) for three (3) basis, effective on July 8, 2016 (the “Reverse Stock Split”).

The Reverse Stock Split will be effective with The NASDAQ Capital Market (“NASDAQ”) at the open of business on July 11, 2016. The par value and other terms of Company’s common stock were not affected by the Reverse Stock Split. The Company’s post-Reverse Stock Split common stock has a new CUSIP number, 238108 401. The Company’s transfer agent, Equity Stock Transfer LLC, is acting as exchange agent for the Reverse Stock Split.

As a result of the Reverse Stock Split, every three shares of the Company’s pre-Reverse Stock Split common stock will be combined and reclassified into one share of the Company’s common stock. No fractional shares of common stock will be issued as a result of the Reverse Stock Split. Stockholders who otherwise would be entitled to a fractional share shall receive a cash payment in an amount equal to the product obtained by multiplying (i) the closing sale price of our common stock on the business day immediately preceding the effective date of the Reverse Stock Split as reported on NASDAQ by (ii) the number of shares of our common stock held by the stockholder that would otherwise have been exchanged for the fractional share interest.

As previously disclosed in the Company’s Current Report on Form 8-K filed on December 8, 2015, on December 3, 2015 at the Company’s Annual Meeting of Stockholders, the holders of a majority of the outstanding shares of the Company’s voting capital approved an amendment to the Company’s Articles of Incorporation to effectuate a reverse split of the Company’s issued and outstanding common stock at a ratio of not less than 1 for 2 and not more than 1 for 10, at any time prior to December 3, 2016, with the exact ratio to be determined by the Board at its sole discretion. The Reverse Stock Split ratio of one (1) for three (3) was approved by the Company’s Board of Directors on June 30, 2016.

A copy of the Amendment is attached to this Current Report as Exhibit 3.1 and is incorporated by reference herein.

ITEM 8.01 OTHER EVENTS

On July 8, 2016, the Company issued a press release announcing the Reverse Stock Split. The full text of the press release issued in connection with the announcement is being filed as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

The following exhibits are filed herewith:

Exhibit 3.1 Certificate of Amendment to Articles of Incorporation, dated July 6, 2016

Exhibit 99.1 Press Release dated July 8, 2016

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: July 8, 2016

David A. Moylan

(Signature)

David A. Moylan

Chief Executive Officer

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

Pursuant to NRS 78.385 and 78.390

1. The name of the corporation is "Dataram Corporation."
2. The following amendments to the Articles of Incorporation, as amended, were approved by the directors and thereafter duly adopted by the shareholders of the corporation on December 3, 2015.
3. The number of shares outstanding at the time of the adoption of the amendment was: 3,288,823 shares of common stock. The total number of shares entitled to vote thereon was 3,288,823 shares of common stock.
4. Resolved, that Article SIXTH of the articles of Incorporation, as amended, be amended so that the following paragraph be inserted at the end of such Article to read as follows:

"Upon the filing and effectiveness (the "Effective Time") of this amendment to the Corporation's Articles of Incorporation, as amended, each three (3) shares of Common Stock issued and outstanding immediately prior to the Effective Time either issued and outstanding or held by the Corporation as treasury stock shall be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or the holder thereof (the "Reverse Stock Split"); provided that no fractional shares shall be issued to any holder and that instead holders shall be entitled to receive cash in lieu of issuing any fractional shares resulting from such conversion. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the treatment of fractional shares as described above."
5. The number of shares voting to approve this amendment to Article SIXTH is 2,338,413 or 71.1%.
6. This Certificate of Amendment shall become effective on July 8, 2016.

Dated this 6th day of July, 2016

By: David A. Moylan
(signature)
Name: David A. Moylan
Title: Chairman and Chief Executive Officer



Dataram Corporation Announces 1-for-3 Reverse Stock Split

- Implemented to raise the per share trading price of Dataram's common stock to regain compliance with the \$1.00 per share minimum bid price requirement

PRINCETON, N.J., July 8, 2016 – Dataram Corporation (NASDAQ: DRAM), today announced the Company has approved a 1 for 3 reverse split. The Reverse Stock Split will be effective with The NASDAQ Capital Market ("NASDAQ") at the open of business on July 11, 2016. The par value and other terms of Company's common stock were not affected by the Reverse Stock Split. Dataram's common stock will begin trading on The NASDAQ Capital Market on a split-adjusted basis when the market opens on Monday, July 11, 2016

The purpose of the reverse stock split is to raise the per share trading price of Dataram's common stock to regain compliance with the \$1.00 per share minimum bid price requirement for continued listing on The NASDAQ Capital Market. As previously disclosed, in order to maintain its listing on The NASDAQ Capital Market, on or before July 25, 2016, the common stock must have a minimum closing bid price of \$1.00 per share for a minimum of 10 prior consecutive trading days. There can be no assurance that the reverse stock split will have the desired effect of raising the closing bid price of Dataram's common stock prior to such date to meet this requirement. The common stock will continue to be reported on the NASDAQ Capital Market under the symbol "DRAM," and the new CUSIP number for the company's common stock following the reverse stock split is 238108 401.

The Company's stockholders voted at the annual stockholders meeting held on December 3, 2015, 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. The Board of Directors has determined to fix the ratio for the reverse stock split at 1-for-3.

At the effective time of the reverse stock split, every three shares of Dataram's issued and outstanding common stock will be converted automatically into one issued and outstanding share of common stock, without any change in par value. The reverse stock split will reduce the number of shares of Dataram's common stock outstanding from approximately 7.5 million to approximately 2.5 million. In addition, the reverse stock split will effect a proportionate adjustment to the per share exercise price and the number of shares issuable upon the exercise or settlement of all outstanding options and warrants to purchase or acquire shares of Dataram's common stock, and the number of shares reserved for issuance pursuant to Dataram's existing equity incentive compensation plans were reduced proportionately. The reverse split also effected a proportionate adjustment to the conversion price and number of shares of common stock issuable upon the conversion of all outstanding shares of convertible preferred stock. The number of authorized shares of the company's common and preferred stock was not affected by the reverse stock split.

No fractional shares will be issued as a result of the reverse stock split, and stockholders who otherwise would be entitled to a fractional share will receive, in lieu thereof, a cash payment based on the closing sale price of the Dataram's common stock as reported today on the NASDAQ Capital Market. The Company's transfer agent, Equity Stock Transfer LLC, is acting as exchange agent for the Reverse Stock Split. Equity Stock Transfer will provide instructions to stockholders of record regarding the process for exchanging shares.

About Dataram Corporation

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

Safe Harbor

Matters discussed in this press release contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. When used in this press release, the words "anticipate," "believe," "estimate," "may," "intend," "expect" and similar expressions identify such forward-looking statements. Actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements contained herein. These forward-looking statements are based largely on the expectations of the Company and are subject to a number of risks and uncertainties. These risks include, but are not limited to, risks and uncertainties associated with the impact of economic, competitive and other factors affecting the Company and its operations, markets, products, 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, risks related to the Company's previously announced acquisition target, U.S. Gold Corp., faced by junior exploration companies generally engaged in pre-production activities; maintenance of important business relationships; 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, including the Risk Factors with respect to U.S. Gold contained in the Current Report on Form 8-K filed on June 13, 2016, filed with the Securities and Exchange Commission, which can be reviewed at 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.

For additional information, please contact:

Robert Haag
Managing Director
IRTH Communications
866-976-4784
DRAM@irthcommunications.com

Dataram Contact:
Jeffrey Goldenbaum
Director, Marketing
609-799-0071
info@dataram.com