
**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): May 3, 2017

DATARAM CORPORATION

(Exact name of registrant as specified in its charter)

Nevada
(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 08540
(Address of principal executive offices and 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))
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ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On May 3, 2017, Dataram Corporation (the “Company”) filed a certificate of amendment (the “Amendment”) to its Articles of Incorporation, as amended (the “Articles of Incorporation”) with the Secretary of State of the State of Nevada in order to (i) 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 four (4) basis (the “Reverse Stock Split”) and (ii) increase the Company’s authorized number of shares of common stock and preferred stock to 200,000,000 shares from 54,000,000 shares and 50,000,000 shares from 5,000,000 shares, respectively (the “Increase in Authorized Securities”).

The Reverse Stock Split will be effective with The NASDAQ Capital Market (“NASDAQ”) at the open of business on May 8, 2017. The increase in Authorized Securities will be effective with the State of Nevada on May 8, 2017. 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 500. 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 four (4) shares of the Company’s pre-Reverse Stock Split common stock will be combined and reclassified into one (1) share of the Company’s common stock. No fractional shares of common stock will be issued as a result of the Reverse Stock Split. Shareholders 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 shareholder 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 April 3, 2017, on March 30, 2017 at the Company’s Special Meeting of Shareholders, the holders of a majority of the outstanding shares of the Company’s voting capital approved (i) 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 March 30, 2018, with the exact ratio to be determined by the Board at its sole discretion and (ii) a certificate of amendment to the Company’s Articles of Incorporation to increase the Company’s authorized number of shares of common stock and preferred stock to 200,000,000 shares from 54,000,000 shares and 50,000,000 shares from 5,000,000 shares, respectively. The Reverse Stock Split ratio of one (1) for four (4) was approved by the Company’s Board on April 21, 2017.

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 May 5, 2017, the Company issued a press release with respect to the reverse split. A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated by reference herein.

On June 13, 2016, Company entered into an Agreement and Plan of Merger, as amended and restated on July 29, 2016, and further amended and restated on September 14, 2016 and November 28, 2016 (as so amended, the “Merger Agreement”), with Dataram Acquisition Sub, Inc., a Nevada corporation and our wholly-owned subsidiary (“DAS”), U.S. Gold Corp., a Nevada corporation (“USG”) and Copper King LLC, the principal shareholder of USG pursuant to which USG will be merged with and into DAS, with USG surviving the merger as the surviving corporation and wholly-owned subsidiary of the Company (the “Merger”).

The Company's Board of Director's, pursuant to the terms of the Merger Agreement and as a condition to the consummation of the Merger, has authorized and declared that the close of business on May 8, 2017 be the record date for determination of the shareholders eligible to receive a distribution, if any, of an interest in the Company's assets related to its legacy business, consisting of, among other things, manufacture, distribution, design, development and sale of memory modules, software products, and technical services, as described in the Company's combined proxy and registration statement on Form S-4 declared effective on March 7, 2017 (File No. 333-215385).

On May 4, 2017, the Company issued a press release with respect to the record date of the distribution. A copy of the press release is attached hereto as Exhibit 99.2, and is incorporated by reference herein.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

The following exhibits are filed herewith:

Exhibit	Description of Exhibit
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3.1	Certificate of Amendment to Articles of Incorporation, dated May 3, 2017
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99.1	Press release, dated May 5, 2017
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99.2	Press release, dated May 4, 2017
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SIGNATURES

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

Dated: May 5, 2017

/s/ David A. Moylan

David A. Moylan

Chief Executive Officer

STATE OF NEVADA

BARBARA K. CEGAVSKE
Secretary of State



JEFFERY LANDERFELT
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

May 3, 2017

Job Number: C20170503-1233
Reference Number:
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20170196265-99	Amendment	3 Pages/1 Copies



Respectfully,

Barbara K. Cegavske

Barbara K. Cegavske
Secretary of State

Certified By: Nita Hibshman
Certificate Number: C20170503-1233
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov



090204

Certificate of Amendment
 (PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20170196265-99
	Filing Date and Time 05/03/2017 11:35 AM
	Entity Number E0602082015-7

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Dataram Corporation

2. The articles have been amended as follows: (provide article numbers, if available)

4. Resolved that Article III is hereby amended and restated as follows:

"3.01 Authorized Capital Stock. The total number of shares of stock this Corporation is authorized to issue is two hundred fifty million (250,000,000) shares. This stock shall be divided into two classes to be designated as "Common Stock" and "Preferred Stock."

See attached.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is:

4. Effective date and time of filing: (optional) Date: Time:

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X

 Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
 Revised: 1-5-15

CERTIFICATE OF AMENDMENT

**TO ARTICLES OF INCORPORATION FOR NEVADA PROFIT CORPORATIONS
(Pursuant to NRS 78.385 and 78.390 – After Issuance of Stock)**

1. Name of Corporation: 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 the 30th day of March, 2017.
3. The number of shares outstanding at the time of the adoption of the amendment was: 4,818,666 shares. The total number of shares entitled to vote thereon was: 2,781,451 shares of Common Stock.
4. Resolved that Article III is hereby amended and restated as follows:

“3.01 *Authorized Capital Stock*. The total number of shares of stock this Corporation is authorized to issue is two hundred fifty million (250,000,000) shares. This stock shall be divided into two classes to be designated as “Common Stock” and “Preferred Stock.”

3.02 *Common Stock*. The total number of authorized shares of Common Stock shall be two hundred million (200,000,000) shares with par value of \$0.001 per share.

Upon the filing and effectiveness (the “Effective Time”) pursuant to the Nevada Revised Statutes of this amendment to the Corporation’s Articles of Incorporation, as amended, each four (4) 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 of issuing such fractional shares, the holder shall be entitled to receive cash in an amount equal to the product obtained by multiplying (i) the closing sale price of the Company’s Common Stock on the business day immediately preceding the effective date of the Reverse Stock Split as reported on the NASDAQ Capital Market by (ii) the number of shares of the Company’s Common Stock held by the shareholder that would otherwise have been exchanged for the fractional share interest. 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.

3.03 *Preferred Stock*. The total number of authorized shares of Preferred Stock shall be fifty million (50,000,000) shares with par value of \$0.001 per share. The board of directors shall have the authority to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, and to state in the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- (a) Whether or not the class or series shall have voting rights, full or limited, the nature and qualifications, limitations and restrictions on those rights, or whether the class or series will be without voting rights;
 - (b) The number of shares to constitute the class or series and the designation thereof;
 - (c) The preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations, or restrictions thereof, if any, with respect to any class or series;
 - (d) Whether or not the shares of any class or series shall be redeemable and if redeemable, the redemption price or prices, and the time or times at which, and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
 - (e) Whether or not the shares of a class or series shall be subject to the operation of
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retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking funds be established, the amount and the terms and provisions thereof;

(f) The dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) The preferences, if any, and the amounts thereof which the holders of any class or series thereof are entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of assets of, the Corporation;

(h) Whether or not the shares of any class or series are convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) Such other rights and provisions with respect to any class or series as may to the board of directors seem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any respect. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any existing class or series of the Preferred Stock and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.”

5. The vote by which the shareholders holding shares in the Corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the Articles of Incorporation have voted in favor of the amendment is at least 51%.
6. This Certificate of Amendment shall become effective at 12:01 a.m. on May 8, 2017.

Dated this 2nd day of May, 2017

By: _____



Name: David A. Moylan
Title: Chief Executive Officer



NEWS RELEASE

Dataram Contact:
Jeffrey Goldenbaum
Director, Marketing
609.799.0071
info@dataram.com

Dataram Corporation Announces 1-for-4 Reverse Stock Split

Implemented to raise the per share trading price of Dataram's common stock to more than \$4.00 per share bid price in support of closing requirements for merger with U.S. Gold Corp.

PRINCETON, N.J., May 5, 2017 – Dataram Corporation (NASDAQ: DRAM), today announced the Company has approved a 1 for 4 reverse split. The reverse stock split will be effective with The NASDAQ Capital Market (“NASDAQ”) at the open of business on Monday, May 8, 2017. 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, May 8, 2017.

The purpose of the reverse stock split is to raise the per share trading price of Dataram’s common stock to greater than \$4.00 per share minimum bid price. The reverse split is a condition to the consummation of the merger with U.S. Gold Corp. The common stock will continue to be traded 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 500.

The Company’s shareholders voted at the special shareholders meeting held on March 30, 2017, 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 1-for-2 and not more than 1-for-10 at any time prior to March 30, 2018. The Board of Directors has determined to fix the ratio for the reverse stock split at 1-for-4.

At the effective time of the reverse stock split, every four 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 4.8 million to approximately 1.2 million. In addition, pursuant to the reverse stock split, there will be a proportionate adjustment to (i) 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 (ii) the conversion of all outstanding shares of convertible preferred stock. In addition, the number of shares reserved for issuance pursuant to Dataram’s existing equity incentive compensation plans will be reduced proportionately. The number of authorized shares of the Company’s common and preferred stock was not affected by the reverse stock split.



NEWS RELEASE

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 a 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 Statement

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, and the pending acquisition of U.S. Gold Corp, and any anticipated benefits of the merger, and the success of U.S. Gold with respect to any of its exploration activities. 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, risks with respect to U.S. Gold faced by junior exploration companies generally engaged in pre-production activities, 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. 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

Exhibit 99.2: Press Release, Dated May 5, 2017

Dataram Corporation Announces Record Date for Shareholders Entitled to Participate in Potential Distribution of Net Proceeds
Record Date Set for Close of Business May 8, 2017

Princeton, NJ, May 4, 2017 - Dataram Corporation [NASDAQ: DRAM] (the “Company”), an independent manufacturer of memory products and provider of performance solutions, today announced the Company’s Board of Directors has authorized and declared that the close of business on May 8, 2017 be the record date for determination of the shareholders eligible to receive a distribution, if any, of an interest in the Company’s assets related to its legacy business, consisting of, among other things, manufacture, distribution, design, development and sale of memory modules , software products, and technical services (the “Legacy Business”), as described in the Company’s combined proxy and registration statement on Form S-4 declared effective on March 7, 2017 (File No. 333-215385) (the “Registration Statement”).

In addition, the Board of Directors intends to create an irrevocable liquidating trust pursuant to which, if any of the net proceeds are to be distributed, Dataram Memory, the Company’s newly-formed and wholly-owned Nevada subsidiary, will, either immediately prior to the divestiture of the assets related to the Legacy Business place such assets or proceeds therefrom into such trust to be held for the benefit of the shareholders of record as of May 8, 2017. Shareholders as of the record date will receive a non-transferable beneficial interest in proportion to such shareholder’s pro rata ownership interest in the Company’s common stock as of the close of business on the record date, after giving effect to the authorized 1-for-4 reverse split of the Company’s common stock to be effective at the market open on May 8, 2017. There can be no assurance that the Company will enter into any transaction, that any net proceeds will become available, or that the trust will be created. This announcement is information only as required by the NASDAQ Marketplace Rules.

While the Company has no current plans to divest assets of the Legacy Business, if such assets be divested within eighteen (18) months of the closing date of the U.S. Gold Corp. acquisition, shareholders as of the Record Date may be entitled to a distribution pursuant to the terms as more fully described in the Registration Statement.

For additional information investors should review the Registration Statement, including the risk factors contained therein.

About Dataram Corporation

Dataram is a 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.

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

Safe Harbor Statement

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, and the pending acquisition of U.S. Gold Corp, and any anticipated benefits of the merger, and the success of U.S. Gold with respect to any of its exploration activities. 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, risks with respect to U.S. Gold faced by junior exploration companies generally engaged in pre-production activities, 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. 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
