

Edgar Filing: DMC Global Inc. - Form 8-K

DMC Global Inc.  
Form 8-K  
June 01, 2018

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): June 1, 2018 (May 31, 2018)

DMC GLOBAL INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware 0-8328 84-0608431  
(State or Other Jurisdiction of Incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

5405 Spine Road  
Boulder, Colorado 80301  
(Address of Principal Executive Offices, Including Zip Code)

(303) 665-5700  
(Registrant's Telephone Number, Including Area Code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



## Item 5.07

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

The Annual Meeting of Stockholders (the "Annual Meeting") of DMC Global Inc. (the "Company") was held on May 31, 2018. At the Annual Meeting, the stockholders of the Company (i) elected the seven persons listed below to serve as directors of the Company until the 2019 Annual Meeting of Stockholders; (ii) approved, by a non-binding advisory vote, the compensation of the Company's executive officers; and (iii) ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

The Company had 14,875,223 shares of Common Stock outstanding as of April 6, 2018, the record date for the Annual Meeting. At the Annual Meeting, holders of a total of 14,129,573 shares of Common Stock were present in person or represented by proxy. The following sets forth information regarding the results of the voting at the Annual Meeting:

Proposal 1 The stockholders elected each of the seven nominees to the Board of Directors for a one-year term. The voting results were as follows:

| Name               | Shares<br>Voted<br>"For" | Shares<br>Withheld | Broker<br>Non-Votes |
|--------------------|--------------------------|--------------------|---------------------|
| David C. Aldous    | 11,124,396               | 838,526            | 2,166,651           |
| Yvon Pierre Cariou | 11,329,700               | 633,222            | 2,166,651           |
| Robert A. Cohen    | 11,087,520               | 875,402            | 2,166,651           |
| James J. Ferris    | 10,412,999               | 1,549,923          | 2,166,651           |
| Richard P. Graff   | 10,928,881               | 1,034,041          | 2,166,651           |
| Kevin T. Longe     | 11,345,420               | 617,502            | 2,166,651           |
| Clifton Peter Rose | 11,159,659               | 803,263            | 2,166,651           |

Proposal 2 The results on the non-binding advisory vote concerning the compensation of the Company's executive officers (the "say-on-pay vote") were as follows:

| Shares<br>Voted<br>"For" | Shares<br>Voted<br>"Against" | Shares<br>Voted<br>"Abstain" | Broker<br>Non-Votes |
|--------------------------|------------------------------|------------------------------|---------------------|
| 10,330,970               | 1,390,261                    | 241,691                      | 2,166,651           |

Proposal 3 The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. The voting results were as follows:

| Shares<br>Voted<br>"For" | Shares<br>Voted<br>"Against" | Shares<br>Voted<br>"Abstain" |
|--------------------------|------------------------------|------------------------------|
| 13,489,482               | 620,760                      | 19,331                       |

## Item 8.01

## Other Matters.

The Board of Directors of the Company approved the following membership structure of the committees of the Board of Directors, effective as of May 31, 2018:



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| Name               | Audit Committee | Compensation Committee | Corporate Governance and Nominating Committee | Health, Safety, Security and Environment Committee |
|--------------------|-----------------|------------------------|---|--|
| David C. Aldous    |                 |                        |   |  |
| Yvon Pierre Cariou |                 |                        |   | C  |
| Robert A. Cohen    |                 | C                      |   |  |
| James J. Ferris    |                 |                        |   |  |
| Richard P. Graff   | C               |                        |   |  |
| Kevin T. Longe     |                 |                        |   |  |
| Clifton Peter Rose |                 |                        | C   |  |

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C - Chair    - Member

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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.

DMC Global Inc.

Dated: June 1, 2018 By: /s/ Michael Kuta  
Michael Kuta  
Chief Financial Officer