

**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): October 21, 2020 (October 19, 2020)

**DMC Global Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**0-8328**  
(Commission File Number)

**84-0608431**  
(I.R.S. Employer Identification No.)

**11800 Ridge Parkway, Suite 300, Broomfield, Colorado 80021**  
(Address of Principal Executive Offices, Including Zip Code)

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

| <b>Title of each class</b>     | <b>Trading Symbol</b> | <b>Name of exchange on which registered</b> |
|--------------------------------|-----------------------|---|
| Common Stock, \$0.05 Par Value | BOOM                  | The Nasdaq Global Select Market             |

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 19, 2020, Ruth I. Dreessen was appointed to serve on the Board of Directors (the “Board”) of DMC Global Inc. (the “Company”).

Ms. Dreessen has more than twenty five years of experience in financial leadership roles, specifically in the chemical industry. Ms. Dreessen currently serves as an Operating Partner of Sole Source Capital and Triten Energy Partners, both private equity firms where her focus is on chemicals. From 2010 to December 2018, Ms. Dreessen served as Managing Director of Lion Chemical Partners, LLC, a private equity firm focused on chemical and related industries. Prior to joining Lion Chemical Partners, Ms. Dreessen served as the Executive Vice President and Chief Financial Officer of TPC Group Inc. from 2005 to 2010. Before joining TPC Group, Ms. Dreessen served as Senior Vice President, Chief Financial Officer and Director of Westlake Chemical Corporation. She spent 21 years at J.P. Morgan Securities LLC and predecessor companies, ultimately as a Managing Director of chemicals investment banking. Ms. Dreessen currently serves on the board of directors of Gevo, Inc., a renewable technology, chemical products and advanced biofuels company, where she serves as the independent Chairman of the Board and is also a member of the Audit Committee and the Compensation Committee, as well as chair of the Nominating and Corporate Governance Committee. Ms. Dreessen received her undergraduate degree from the New College of Florida and holds a master’s degree in International Affairs from Columbia University.

The Board has appointed Ms. Dreessen to serve on the Audit Committee.

There are no family relationships between Ms. Dreessen and any officer or other director of the Company or any related party transactions involving Ms. Dreessen and the Company. There is no arrangement or understanding between Ms. Dreessen and any other person pursuant to which he was selected as a director.

On October 19, 2020, Ms. Dreessen received a grant of restricted stock awards with an aggregate grant date fair value of \$60,000, computed in accordance with FASB ASC Topic 718. Ms. Dreessen will be compensated for his service as a director in accordance with the Company’s standard director compensation program.

On October 19, 2020, Yvon P. Cariou informed the Board that he does not plan to stand for reelection at the Company’s annual meeting in May 2021. Mr. Cariou’s decision to retire did not result from a disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

A copy of the press release announcing Ms. Dreessen's appointment and Mr. Cariou's plan not to stand for reelection is included as Exhibit 99.1 hereto.

**Item 8.01 Other Matters.**

After decisions made by the Board at the October 19, 2020 meeting, the membership of the committees of the Board is as follows:

| Name               | Audit Committee | Compensation Committee | Corporate Governance and Nominating Committee | Risk Committee |
|--------------------|-----------------|------------------------|---|----------------|
| David C. Aldous*   | ✓               | ✓                      |   |                |
| Andrea E. Bertone  |                 |                        | ✓   | ✓              |
| Yvon Pierre Cariou |                 |                        |   | C              |
| Robert A. Cohen    |                 | C                      | ✓   |                |
| Ruth I. Dreessen   | ✓               |                        |   |                |
| Richard P. Graff   | C               |                        |   | ✓              |
| Michael A. Kelly   | ✓               |                        |   | ✓              |
| Kevin T. Longe     |                 |                        |   | ✓              |
| Clifton Peter Rose |                 | ✓                      | C   |                |

C - Chair ✓ - Member \* Non-Executive Chairman

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 99.1                  | <a href="#">Press Release, dated October 21, 2020.</a>                       |
| 104                   | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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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: October 21, 2020

By: /s/ Michelle H. Shepston  
Michelle H. Shepston  
Chief Legal Officer and Secretary



**FOR IMMEDIATE RELEASE:**

**CONTACT:**

Geoff High  
Vice President of Investor Relations  
303-604-3924

**RUTH I. DREESSEN APPOINTED TO DMC GLOBAL'S BOARD OF DIRECTORS;  
YVON P. CARIOU TO RETIRE FROM BOARD AT MAY 2021 ANNUAL MEETING**

BROOMFIELD, Colo. – October 21, 2020 – DMC Global Inc. (Nasdaq: BOOM) today announced its board of directors has elected Ruth I. Dreessen as an independent director.

Ms. Dreessen joins the DMC board with more than 25 years of financial and executive leadership experience, principally in the finance and chemical industries. She currently serves as independent chairman of Gevo, Inc., a renewable technology, chemical products and advanced biofuels company, where she also is a member of the Audit Committee and the Compensation Committee, and is chair of the Nominating and Corporate Governance Committee. Ms. Dreessen has served on eight public and private-company boards during her career, and has chaired three audit committees.

She previously spent eight years as managing director for Lion Chemical Partners, and was focused on investments in the chemical industry. She also served five years as executive vice president and CFO of TPC Group Inc., where she executed the acquisition and financing of Huntsman's C4 processing business, and led TPC Group's finance, accounting and treasury functions. She also led strategic planning and corporate development initiatives, and prepared the company for its public listing on NASDAQ.

Before joining TPC Group, Ms. Dreessen served as senior vice president, CFO and director of Westlake Chemical Corporation. She previously spent 21 years at J.P. Morgan Securities LLC and its predecessor companies, and ultimately was named managing director of chemicals investment banking.

Kevin Longe, president, CEO and director of DMC, said, "Ruth is an accomplished and respected executive who brings relevant financial and industry expertise to the DMC board. We are delighted she has accepted this appointment and look forward to her perspective and input."

Ms. Dreessen said, "I am very pleased to be appointed to DMC Global's board and look forward to working with its directors and management. I believe that my background and experience will allow me to make a positive contribution as a director."

Ms. Dreessen received her undergraduate degree from the New College of Florida and holds a master's degree in International Affairs from Columbia University.

Ms. Dreessen's election to the DMC Board precedes the anticipated retirement of director Yvon P. Cariou, who does not plan to stand for reelection at the Company's annual meeting in May 2021.

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DMC has established a mandatory director retirement age of 75. Mr Cariou and the rest of the board have been proactive in establishing governance policies and succession planning.

**About DMC Global**

DMC Global is a diversified holding company. Our innovative businesses provide differentiated products and services to niche industrial and commercial markets around the world. DMC's objective is to identify well-run businesses and strong management teams and support them with long-term capital and strategic, legal, technology and operating resources. Our approach helps our portfolio companies grow core businesses, launch new initiatives, upgrade technologies and systems to support their long-term strategy, and make acquisitions that improve their competitive positions and expand their markets. DMC's culture is to foster local innovation versus centralized control, and stand behind our businesses in ways that truly add value. Today, DMC's portfolio consists of DynaEnergetics and NobelClad, which collectively address the energy, industrial processing and transportation markets. Based in Broomfield, Colorado, DMC trades on Nasdaq under the symbol "BOOM." For more information, visit the Company's website at: <http://www.dmcglobal.com>