SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPRO	/AL
OMB Number:	3235-0287
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hours per response:	0.5

1. Name and Address of Reporting Person [*] SHEPSTON MICHELLE H				2. Issuer Name and Ticker or Trading Symbol <u>DMC Global Inc.</u> [BOOM]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			
(Last) C/O DMC GLOB	(First) (Middle) C GLOBAL INC.			3. Date of Earliest Transaction (Month/Day/Year) 02/23/2021							X Officer (give title Other (specify below) below) Chief Legal Officer			
11800 RIDGE PA	11800 RIDGE PARKWAY, SUITE 300					iginal File	ed (Mo	onth/Day/Year)	6. Indiv	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) BROOMFIELD CO 80021										X	Form filed by One I Form filed by More		ng Person	
(City) (State) (Zip)														
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
Date				saction Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Ir	Transaction Disposed Of (D) (Instr. 3, 4 a Code (Instr.				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
							v	Amount (A) or (D) P		Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock 02/2			02/23	3/2021		A		1,918(1)	A	\$ <mark>0</mark>	17,308(2)	D		
Common Stock										100	I	By Spouse		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Ir 8)				d 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Performance Share Units	(3)	02/23/2021		Α		1,918		(4)	(4)	Common Stock	1,918	\$0	1,918	D	

Explanation of Responses:

1. This stock award is subject to the lapse of time-based restrictions. The restrictions will lapse with respect to one-third of the shares in equal amounts on each of the first, second and third anniversaries of the grant date. 2. Includes 293 shares acquired under the Issuer's ESPP on December 31, 2020.

2. Includes 295 shares acquired under the issuel's ESPP on December 51, 2020.

3. Each Performance Share Unit ("PSU") represents the contingent right to receive one share of the Issuer's common stock based on certain vesting conditions.

4. The number of PSUs that will vest and the number of shares of Issuer's common stock that will be awarded, if any, is contingent on the Issuer's average Adjusted EBITDA as compared to target Adjusted EBITDA and the Issuer's total shareholder return ("TSR") relative to the TSR of identified peer companies achieved over the three year period from 2021 through 2023, with potential to earn a number of shares of common stock between 0% and 200% of the number of target PSUs awarded. This PSU award will cliff vest, if at all, after the performance period ending December 31, 2023.

Remarks:

/s/ Andrew	Nelson,	by	Power of	f	02/25/2021
Attorney				_	02/23/2021

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.