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

			of Section 30(n) of the investment Company Act of 1940	
1. Name and Address of Reporting Person * <u>KUTA MICHAEL</u>			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)	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2022	X Officer (give title Other (specify below) Chief Financial Officer
11800 RIDGE PA	ARKWAY, SU	ITE 300	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person
(Street) BROOMFIELD	СО	80021		Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/02/2022		A		12,182(1)	Α	\$ <mark>0</mark>	20,885	D	
Common Stock	03/02/2022		A		10,225(2)	Α	\$ <mark>0</mark>	31,110	D	

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		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (In 8)	tion			6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	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)	03/02/2022		Α		12,182		(4)	(4)	Common Stock	12,182	\$ <mark>0</mark>	12,182	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. One-third of this stock award vested immediately and two-thirds of this stock award will vest on March 2, 2024.

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 2022 through 2024, 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, 2024.

Remarks:

<u>/s/ Andrew Nelson, by Power of</u> <u>Attorney</u> <u>03/04/2022</u>

** 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.

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