

**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): January 20, 2023

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)

Title of each class
Common Stock, \$0.05 Par Value

Trading Symbol
BOOM

Name of exchange on which registered
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 January 20, 2023, DMC Global Inc. (the “Company”) appointed Eric Walter as the Chief Financial Officer of the Company, effective as of the business day after the filing of the Company’s annual report on Form 10-K for the year ended December 31, 2022 with the Securities and Exchange Commission. He will replace Michael Kuta as Chief Financial Officer.

Mr. Walter, 53, joins the Company from Jacobs Solutions Inc. (“Jacobs Solutions”), an engineering and technology services firm. Mr. Walter joined Jacobs Solutions in 2017 as Senior Vice President of Finance and most recently served as the Chief Financial Officer of Jacobs Solutions’ People & Places Solutions division. Before joining Jacobs Solutions, Mr. Walter spent 13 years in the industrial distribution sector, first at Unisource Worldwide, Inc. and later at Veritiv Corporation. Mr. Walter graduated with a B.A. in Accounting and Business Administration from Furman University and a MBA from Duke University. He also holds the Certified Public Accountant, Chartered Financial Analyst and Certified Treasury Professional designations.

In connection with Mr. Walter’s appointment as the Company’s Chief Financial Officer, the Company entered into an employment offer letter (the “Offer Letter”) with Mr. Walter setting forth the terms of his employment and compensation. In accordance with the Offer Letter, Mr. Walter will receive a base salary of \$440,000 per year and will be eligible to receive an annual bonus at a target of 60% of his base salary, which will be aligned with pre-determined Company financial goals and individual performance. Mr. Walter will also be eligible for annual long term incentive grants at a target of 1.5 times his annual base salary and will receive a restricted stock grant with a value of \$800,000 as a signing bonus, with half of such grant to vest on the first anniversary of the grant date and the remainder to vest on the second anniversary of such date.

There is no arrangement or understanding between Mr. Walter and any other persons pursuant to which he was appointed as Chief Financial Officer of the Company. There are no related party transactions between Mr. Walter and the Company that would be required to be reported under Item 404(a) of Regulation S-K. There are no family relationships among Mr. Walter and our executive officers and directors.

The foregoing description of the Offer Letter does not purport to be complete and is qualified in its entirety by reference to the full text of the Offer Letter, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On January 20, 2023, the Company issued a press release to announce the appointment of Eric Walter as the Company’s Chief Financial Officer. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information provided in Item 7.01 of this Current Report, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference in any filings under the Securities Act of 1933, as amended, unless specifically stated so therein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Offer Letter, dated December 20, 2022.
99.1	Press Release, dated January 20, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: January 20, 2023

By: /s/ Michelle Shepston
Michelle Shepston
Executive Vice President & Chief Legal Officer



December 20, 2022

Eric Walter

Dear Eric:

It is my pleasure to offer you a position of employment with DMC Global Inc. (“DMC”), upon the terms and conditions contained in this letter and contingent upon successful fulfillment of the Pre-Employment Conditions set forth below.

Position and Base Salary. You will initially serve as the Senior Vice President of Finance reporting directly to me. Effective the business day after the filing of DMC’s FYE December 31, 2022 Form 10-K, you will be appointed as the Chief Financial Officer of DMC. The position will be based at DMC’s headquarters in Broomfield, CO, although it will involve travel to DMC’s various places of business from time to time. As an exempt employee, you will earn an annual base salary of \$440,000.00 (less applicable taxes, deductions and withholdings), paid in accordance with DMC’s standard payroll procedures. You will be eligible for yearly performance and compensation reviews and DMC may modify your compensation in its sole discretion.

Discretionary Performance Bonus. If you accept this offer, you will be eligible to participate in DMC’s bonus program based on individual performance and achievement of DMC’s goals at a target of 60% of your annual base salary less applicable deductions and withholdings. The timing of any bonus, the amount of such bonus, the criteria to be considered in determining such bonus, and whether such bonus is paid at all, shall be determined by DMC in its sole discretion.

Element	Performance Measure	% of Target Bonus Level	Min / Max Opportunity
Quantitative	Annual revenues and EBITDA	70%	0%-180%
Qualitative	Individual Performance	30%	0%-180%
TOTAL			0%-180%

Anticipated Start Date. January 30, 2023

Personal Time Benefit. Should you accept this offer, you will be eligible for four (4) weeks or twenty (20) days of Paid Time Off (“PTO”) per annum. PTO may be used in accordance with the DMC PTO Policy as outlined in the handbook.

Relocation Bonus. We are pleased to offer you a relocation bonus in the amount of \$100,000.00 (net after taxes). This bonus will be paid on the next regularly scheduled pay date after you confirm to the CEO of DMC that you have commenced relocation efforts to Colorado and the

CEO has approved the payment of such relocation bonus. DMC will also reimburse you for the costs you incur for weekly travel to and from your home in Texas to DMC's office in Broomfield, CO for the shorter of: (x) eighteen (18) months from your start date; or (y) the date of the relocation of your household to Colorado. In the event that you voluntarily leave DMC on or before twelve (12) months from your start date, you will be responsible for reimbursing DMC for the entire gross amount of the relocation bonus. You hereby agree that any relocation bonus repayment due to DMC may be deducted to the extent permitted by law from any amounts due to you from DMC.

Signing Bonus. You will receive a DMC restricted stock award grant equal to \$800,000.00 ("RSA Grant") on your start date or soon thereafter. Subject to your continued employment with DMC, the RSA Grant shall vest one-half (1/2) on the first anniversary of the grant date and the remaining one-half (1/2) shall vest on the second anniversary of the grant date.

Restricted Stock. Beginning in FY2023 you will be eligible for annual long term incentive grants at a target of 1.5x your annual base salary, which for 2023 shall consist of the following: (x) one-half (1/2) of such target grant shall be based on time-based restricted stock awards in DMC's annual incentive plan and such awards vest over a three (3) year period based on your continued employment; and (y) one-half (1/2) of such target grant consists of performance-based PSUs based on relative TSR performance of DMC (75%) and Adjusted EBITDA of DMC (25%). PSUs vests at the end of the (3) year period based on metrics set at the time of grant and your continued employment. The foregoing formulation for PSU's is subject to change based on the metrics set by the Compensation Committee of DMC.

Change in Control. If your employment with DMC is terminated as a result of a change in control or without cause, you will receive a one-time severance payment equal to twelve (12) months of your then-current base salary.

Car Allowance. You will receive a monthly car allowance in the gross amount of \$1,500 per month subject to applicable deductions and withholdings.

Employee Benefits. As a full-time employee, you will be eligible to participate in DMC's comprehensive benefits program on a basis no less favorable to you than to other full-time employees of equal stature. Participation in any of DMC's benefits plans are subject to the written terms and conditions contained in the various plans. You will be given additional information regarding these benefits plans, including the DMC handbook during your new hire employee orientation session.

Upon hire, you will be automatically enrolled in the DMC 401(k) Plan in accordance with its terms. DMC matches your contributions made through payroll starting at 100% of each dollar you contribute up to 3% of your eligible pay and then 50% of each dollar you contribute up to 2% of your eligible pay for a total match of up to 4% of your eligible pay. As a convenience, you will be automatically enrolled in the DMC 401(k) Plan with a before-tax contribution of 5% of your eligible annual base pay with contributions usually starting sixty (60) days after your

employment with DMC begins. If you do not wish to be automatically enrolled in the DMC 401(k) Plan or if you wish to contribute a different percentage of eligible pay, you may opt-out or change your contribution election at any time.

Proprietary Information and Inventions Agreement. As an employee of DMC, you may create or have access to information, trade secrets and inventions relating to the business or interest of DMC or other parties with whom DMC has had relationships which is valuable to DMC or such other parties and which may lose value if disclosed. In order to protect such information, DMC will require that you execute DMC's standard proprietary information, inventions, and non-solicitation agreement, a copy of which is provided herewith, as a condition of your employment.

Pre-Employment Conditions.

This offer of employment is contingent upon you satisfying the following conditions:

- Executing DMC's standard proprietary information, inventions, and non-solicitation agreement, a copy of which is provided herewith, as a condition of your employment.
- On your first day of employment, and possibly from time to time thereafter, you must show proof of identity and a legal right to work in the United States, as required by federal immigration law. If you are unable to provide documentation of your authorization to work in the United States, DMC may terminate your employment.
- You must complete an application and receive a satisfactory background check.
- DMC believes that every employee should use good judgment and exercise uncompromising integrity when conducting DMC business. By accepting this offer, you acknowledge and understand you must abide by DMC's policies and procedures, including but not limited to those set forth in the DMC handbook, the Code of Ethics, and certain other DMC policies.
- If any of the above conditions are not satisfied, DMC may withdraw this offer of employment.

At-Will Employment. As an at-will employer, DMC cannot guarantee your employment for any specific duration. You are free to quit and DMC is entitled to terminate your employment at any time, with or without cause or prior warning.

Governing Law and Choice of Forum. Your employment will be governed by and interpreted under the laws of the State of Colorado without regard to its conflict of law principles. The parties hereby agree that all demands, claims, actions, causes of action, suits, proceedings and litigation between or among the parties or arising out of the employment relationship shall be filed, tried and litigated exclusively in a state court located in the City and County of Denver, Colorado or the

U.S. District Court for the District of Colorado. In connection with the foregoing, the parties hereto irrevocably consent to the jurisdiction and venue of such courts and expressly waive any claims or defenses for lack of jurisdiction, non-convenience, or proper venue by such courts.

Counterparts. This letter may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, and all of which together shall constitute one and the same.

Entire Agreement. By signing this letter, you agree that the terms in this letter (and the terms set forth in the standard proprietary information, inventions and non-solicitation agreement) constitute the entire agreement between the parties and supersede all other agreements or understandings.

Eric, we are excited to offer you this opportunity to join DMC and we look forward to your contributions to the organization. To confirm that you agree to the terms stated in this letter, please sign and date an enclosed copy of the letter and return a scanned copy to me at klonge@dmcglobal.com.

Sincerely,

Name: Kevin T. Longe
Title: President and CEO
Company: DMC Global Inc.

ACKNOWLEDGEMENT:

I accept this offer on the terms set forth above.

Name: Eric Walter
Date: December 20, 2022



NEWS CONTACT:

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

DMC GLOBAL ANNOUNCES APPOINTMENT OF ERIC WALTER AS CHIEF FINANCIAL OFFICER

BROOMFIELD, Colo. – January 20, 2023 – DMC Global Inc. (Nasdaq: BOOM) today announced the appointment of Eric Walter as chief financial officer. Walter’s appointment will be effective the day after DMC files its 2022 Form 10-K, which is expected on or around February 24, 2023. Walter will succeed CFO Michael Kuta, who has been appointed as DMC’s interim co-CEO with DMC board member David Aldous.

Walter joins DMC with more than 30 years of financial experience and spent the past five years with Jacobs (NYSE: J), a \$15 billion engineering and professional services firm. From 2020 to 2023, he was CFO of the People & Places Solutions business, Jacob’s largest division with annual revenue of \$9 billion. Walter also led the creation of Jacobs’ financial planning and analysis organization, enhanced its management reporting processes and oversaw a global finance organization of more than 800 employees.

“Eric is an extremely talented leader who joins DMC with a wealth of relevant financial and management experience,” Kuta said. “He has built and led global finance teams, developed capital allocation strategies and implemented initiatives designed to strengthen free cash flow. He also managed a variety of public-company reporting functions. We’re excited he’s bringing his expertise and enthusiasm to DMC and look forward to collaborating with him.”

Previously, Walter was vice president and corporate controller of Veritiv (NYSE: VRTV), a \$9 billion packaging, printing and logistics company. He was instrumental in preparing Veritiv for its 2014 initial public offering and led the drafting of the company’s S-1 registration statement. He also established the company’s SEC reporting function and helped implement Veritiv’s Sarbanes-Oxley readiness program.

“DMC has a compelling growth strategy and a family of well-run manufacturing businesses that are leaders in their respective markets,” Walter said. “I feel I’m joining DMC at an exciting time in its evolution.”

He added, “I’ve thoroughly enjoyed my time with DMC’s leadership team and board members as I’ve grown to know the Company. It’s an impressive organization, and I look forward to contributing to its continued success.”

Walter’s financial career also includes 10 years in a variety of financial leadership positions with Unisource Worldwide, a predecessor industrial business to Veritiv. He earned an MBA from Duke University’s Fuqua School of Business and a bachelor of arts in accounting and business administration from Furman University.

**About DMC Global Inc.**

DMC Global operates three differentiated, asset-light manufacturing businesses that serve niche segments of the building products, energy, and industrial infrastructure industries. DMC supports its companies with long-term capital and strategic, financial, legal, technology and operating resources, enabling them to grow their core businesses, launch new initiatives, upgrade technologies and systems, and make acquisitions that improve their competitive positions and expand their markets. The DMC family of companies consists of Arcadia, a leading supplier of architectural building products; DynaEnergetics, which serves the global energy industry; and NobelClad, which addresses the global industrial infrastructure and transportation sectors. Based in Broomfield, Colorado, DMC trades on Nasdaq under the symbol “BOOM.” For more information, visit www.dmcglobal.com.

Safe Harbor Language

Except for the historical information contained herein, this news release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding the anticipated timing of Mr. Walter’s assumption of the CFO role and future growth and leadership of DMC. Such statements and information are based on numerous assumptions regarding present and future business strategies, the markets in which we operate, anticipated costs and ability to achieve goals. Forward-looking information and statements are subject to known and unknown risks, uncertainties and other important factors that may cause actual results and performance to be materially different from those expressed or implied by such forward-looking information and statements, including but not limited to the risks detailed from time to time in our SEC reports, including the annual report on Form 10-K for the year ended December 31, 2021 and subsequent quarterly reports on Form 10-Q, all of which are incorporated by reference herein. We do not undertake any obligation to release public revisions to any forward-looking statement, including, without limitation, to reflect events or circumstances after the date of this news release, or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

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