

**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): May 15, 2023

DMC Global Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-14775
(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)

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))

Securities registered pursuant to Section 12(b) of the Act:

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

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 15, 2023, DMC Global Inc. (the “Company”) filed with the Secretary of State of the State of Delaware an amendment to its amended and restated certificate of incorporation to exculpate its officers from certain potential monetary liabilities as permitted by Delaware law. The foregoing description of the amendment is qualified in its entirety by the text of the Company’s certificate of incorporation as amended; the certificate of incorporation and the amendments thereto are filed as Exhibits 3.1, 3.2 and 3.3 hereto, respectively. As reported in the Company’s Current Report on Form 8-K filed on May 12, 2023 (the “Prior 8-K”), the exculpation amendment was approved by the Company’s stockholders at the 2023 annual meeting of stockholders held on May 10, 2023 (the “Annual Meeting”).

Item 5.07 Submission of Matters to a Vote of Security Holders.

As disclosed in the Prior 8-K, an advisory vote was held at the Annual Meeting regarding the frequency of future advisory votes on the compensation of the Company’s named executive officers (“say on pay”), and holders of a majority of the Company’s common stock voted in favor of holding a say on pay vote each year. In light of the results of such vote and consistent with past practice and the recommendation of the Company’s Board of Directors, the Company will continue to hold a say on pay vote every year until the next required vote on the frequency of such say on pay votes.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of DMC Global Inc. (incorporated by reference to Exhibit 4.1 to the Company’s Form 8-K filed with the Commission on November 4, 2016).
3.2	Certificate of Amendment, dated June 13, 2022, of Amended and Restated Certificate of Incorporation of DMC Global Inc. (incorporated by reference to Exhibit 3.1 to the Company’s Form 10-Q filed with the Commission on August 4, 2022).
3.3	Certificate of Amendment, dated May 15, 2023, of Amended and Restated Certificate of Incorporation of DMC Global Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**CERTIFICATE OF AMENDMENT OF AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF DMC GLOBAL INC.**

DMC Global Inc. (the “Corporation”), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. This Certificate of Amendment (the “Certificate of Amendment”) amends the provisions of the Corporation’s Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on November 4, 2016 and as amended on June 13, 2022 (the “A&R Certificate of Incorporation”).
2. Article VI of the A&R Certificate of Incorporation is hereby deleted and replaced in its entirety to read as follows:

“To the fullest extent permitted by law, a director or officer of the corporation shall not be personally liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director’s or officer’s duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) in the case of a director, under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director or officer derived an improper personal benefit, or (v) in the case of an officer, in any action by or in the right of the corporation. If the General Corporation Law of the State of Delaware is hereafter amended, changed or modified in any way to further eliminate or limit the liability of directors or officers to the corporation or its stockholders or third parties, then directors and officers of the corporation, in addition to the circumstances in which directors and officers are not personally liable as set forth in the preceding sentence, shall also not be personally liable to the corporation or its stockholders or third parties for monetary damages to such further extent permitted by such amendment, change or modification.

Any amendment, repeal or modification of the foregoing paragraph shall not adversely affect the rights of any director or officer of the corporation relating to claims arising in connection with events which took place prior to the date of such amendment, repeal or modification.”

3. Except as provided in this Certificate of Amendment, the A&R Certificate of Incorporation, as amended, is unchanged and remains in full force and effect.
4. The amendment set forth herein has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment as of this 15th day of May, 2023.

DMC Global Inc.

By: /s/ Michelle H. Shepston

Name: Michelle H. Shepston

Title: EVP, Chief Legal Officer and Secretary

*[Signature Page to Certificate of Amendment to
Amended and Restated Certificate of Incorporation of DMC Global Inc.]*