

**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): November 11, 2024

**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
Stock Purchase Rights		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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

*Retirement of Michael Kuta as President and Chief Executive Officer and as Director*

On November 11, 2024, Michael Kuta notified DMC Global Inc. (the “Company”) that he will retire as the Company’s President and Chief Executive Officer and as a member of the Board of Directors (the “Board”), in each case effective as of November 29, 2024 (the “Transition Date”). Mr. Kuta’s retirement is not due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. Effective as of the Transition Date, the size of the Board will be reduced from seven directors to six directors.

*Appointment of James O’Leary as Interim President and Chief Executive Officer*

On November 12, 2024, the Board appointed James O’Leary, the Company’s Executive Chairman, as the Company’s Interim President and Chief Executive Officer, effective as of the Transition Date.

Mr. O’Leary (age 61) has served as a member of the Board since November 2023 and was appointed as Executive Chairman of the Board on October 16, 2024 (the “Chairman Appointment Date”). Mr. O’Leary currently serves as a director of Builders FirstSource, Inc. (BLDR), the largest U.S. supplier of building products, prefabricated components and value-added services to the professional market segment for new residential construction and repair and remodeling. He served as Chairman of the Board of a predecessor company, BMC Stock Holdings, Inc., prior to its merger with Builders FirstSource in 2021. He served as a director of BMC beginning in 2014. He has also served as the Chairman of Kinematics Manufacturing Company, a leading global manufacturer of high precision slewing drive systems to the utility-scale solar industry since 2015. He serves on the boards of Prosource Plumbing and Sentient Science. He previously served as Chairman and Chief Executive Officer of WireCo Worldgroup, Inc., a leading global manufacturer of engineered wire, steel rope, and synthetic rope, from January 2017 until his retirement from that company in July 2019. Mr. O’Leary is a certified public accountant (currently inactive) in the State of New York and holds a B.B.A. from Pace University and an M.B.A. from the Wharton School of the University of Pennsylvania.

The Board previously approved the following compensation elements for Mr. O’Leary for his service as the Company’s Executive Chairman, effective as of the Chairman Appointment Date: (i) a base salary of \$500,000 (from the Chairman Appointment Date until the Transition Date); (ii) a restricted stock grant with a grant date fair value of \$1,000,000, to vest in full on the first anniversary of the grant date; and (iii) a restricted stock grant with a grant date value of \$1,000,000, to vest 50% on each anniversary of the grant date, in each case, with respect to the restricted stock grants, subject to continued employment or service and the terms of the 2016 Omnibus Incentive Plan and applicable award agreements. Mr. O’Leary’s compensation as the Company’s Interim President and Chief Executive Officer will be determined by the Board or its Compensation Committee at a later date.

There are no family relationships between Mr. O’Leary and any director or executive officer of the Company, and Mr. O’Leary does not have any other direct or indirect material interest in any transaction or proposed transaction required to be reported under Item 404(a) of Regulation S-K. There are no arrangements or understandings between Mr. O’Leary and any other persons pursuant to which he was appointed as the Company’s Interim President and Chief Executive Officer.

**Item 7.01 Regulation FD Disclosure**

On November 13, 2024, the Company issued a press release announcing the matters described above. 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 on Form 8-K, 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.

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated November 13, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

---

**SIGNATURE**

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: November 14, 2024

By: /s/ Michelle Shepston  
Name: Michelle Shepston  
Title: Executive Vice President and Chief Legal Officer



**FOR IMMEDIATE RELEASE:**

**CONTACT:**

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

**DMC GLOBAL ANNOUNCES MICHAEL KUTA TO RETIRE AS PRESIDENT, CEO AND DIRECTOR;  
EXECUTIVE CHAIRMAN JAMES O'LEARY WILL SERVE AS INTERIM PRESIDENT & CEO**

BROOMFIELD, Colo. – November 13, 2024 – DMC Global Inc. (Nasdaq: BOOM) today announced Michael Kuta will retire as the Company's president, CEO and as a member of the board, effective November 29, 2024. James O'Leary, DMC's executive chairman, has agreed to assume the role of interim president and CEO of the Company upon Mr. Kuta's retirement.

"Michael's dedication and contributions to DMC during the past decade are greatly appreciated," Mr. O'Leary said. "The board of directors and everyone at DMC wish him the best in his retirement."

Kuta said, "I would like to express my sincere gratitude to DMC employees and our Board for the shared professional experiences over the past 10 years. I look forward to ensuring a seamless transition."

Mr. O'Leary joined the Board in November 2023 with nearly four decades of executive leadership, finance, capital markets and board-level experience. He has extensive expertise in the construction and industrial manufacturing industries and is on the board of publicly traded Builders FirstSource, Inc., the largest U.S. supplier of building products and value-added services to the professional new-residential construction, and repair and remodeling markets.

"I look forward to partnering with DMC's business leaders and associates around the world to address the internal and external challenges the Company currently faces," O'Leary said. "My priority is putting the Company on a path toward enhanced value for our stakeholders."

Mr. O'Leary was chairman of publicly traded BMC Stock Holdings, Inc. prior to its merger with Builders FirstSource in 2021. He was also chairman and CEO of Kaydon Corporation, Inc., a leading, publicly traded manufacturer of highly engineered industrial products, which was sold to an industry peer in a highly successful strategic transaction. His experience also includes extensive work as a director, executive and senior advisor at several leading private equity firms and portfolio companies. Mr. O'Leary holds a master of business administration from the Wharton School of the University of Pennsylvania and a bachelor of business administration from Pace University.

**About DMC Global**

DMC Global is an owner and operator of innovative, asset-light manufacturing businesses that provide unique, highly engineered products and differentiated solutions. DMC's businesses have established leadership positions in their respective markets and consist 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. DMC's businesses are led by experienced, strategically focused management teams, which are supported with business resources and capital allocation expertise to advance their operating strategies and generate the greatest returns. Based in Broomfield, Colorado, DMC trades on Nasdaq under the symbol "BOOM." For more information, visit: [www.dmcglobal.com](http://www.dmcglobal.com).

---

**Safe Harbor Language**

This news release contains certain 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, but not limited to, our intent to enhance value for our stakeholders. All of these statements are based on management's expectations as well as estimates and assumptions prepared by management that, although they believe to be reasonable, are inherently uncertain. These statements involve risks and uncertainties, including, but not limited to, economic, competitive, governmental and other factors outside of the Company's control that may cause its business, industry, strategy, financing activities or actual results to differ materially. More information on potential factors that could affect the Company and its financial results is available in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections within the Company's Annual Report on Form 10-K for the year ended December 31, 2023, and in other documents that the Company has filed with, or furnished to, the U.S. Securities and Exchange Commission. The Company does 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.