SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-Q

(Mark One)

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2002

OR

( ) TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES ACT OF 1934 FOR THE TRANSITION PERIOD FROM ______________ TO ______________.

Commission file number 0-8328

DYNAMIC MATERIALS CORPORATION
(Exact name of Registrant as Specified in its Charter)

Delaware	84-0608431
(State of Incorporation or Organization)	(I.R.S. Employer Identification No.)

5405 Spine Road, Boulder, Colorado 80301
(Address of principal executive offices, including zip code)

(303) 665-5700
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes X No ___

The number of shares of Common Stock outstanding was 5,053,616 as of October 31, 2002.

CAUTIONARY NOTE ABOUT FORWARD-LOOKING STATEMENTS

This quarterly report on Form 10-Q contains "forward-looking statements" within the meaning of section 27A of the Securities Act of 1933 and section 21E of the Securities Exchange Act of 1934. In particular, we direct your attention to Part I Item 1- Financial Statements, Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations and Item 3 - Quantitative and Qualitative Disclosures About Market Risk. We intend the forward-looking statements throughout the quarterly report on Form 10-Q and the information incorporated by reference to be covered by the safe harbor provisions for forward-looking statements. Statements which are not historical facts contained in this report are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from projected results. All projections and statements regarding our expected financial position and operating results, our business strategy, our financing plans and the outcome of any contingencies are forward-looking statements. These statements can sometimes be identified by our use of forward-looking words such as "may", "believe", "plan", "will", "anticipate", "estimate", "expect", "intend" and other phrases of similar meaning. The forward-looking information is based on information available as of the date of this report on Form 10-Q and on numerous assumptions and developments that are not within our control. Although we believe that our expectations that are expressed in these forward-looking statements are reasonable, we cannot assure you that our expectations will turn out to be correct. Factors that could cause actual results to differ materially include, but are not limited to the following: the ability to obtain new contracts at attractive prices; the size and timing of customer orders; fluctuations in customer demand; competitive factors; the timely completion of contracts; any actions which may be taken by SNPE as the controlling shareholder of the Company with respect to the Company and our businesses; the timing and size of expenditures; the timely receipt of government approvals and permits; the adequacy of local labor supplies at our facilities; the availability and cost of funds; and general economic conditions, both domestically and abroad. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. We undertake no obligation to publicly release the results of any revision to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

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PART II - OTHER INFORMATION

Part I - FINANCIAL INFORMATION

ITEM 1. Consolidated Financial Statements

DYNAMIC MATERIALS CORPORATION & SUBSIDIARY

CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>

ASSETS	September 30, 2002 (unaudited)	December 31, 2001
<S>	<C>	<C>
CURRENT ASSETS:		

Cash and cash equivalents	$ 824,788	$ 1,811,618
Accounts receivable, net of allowance for doubtful accounts of $269,000 and $234,000, respectively	7,062,421	6,486,171
Inventories	7,776,162	6,708,422
Prepaid expenses and other	715,194	1,143,356
Current deferred tax asset	261,400	261,400
Total current assets	16,639,965	16,410,967
PROPERTY, PLANT AND EQUIPMENT	22,957,927	21,353,725
Less- Accumulated depreciation	(7,616,800)	(6,144,251)
Property, plant and equipment, net	15,341,127	15,209,474
RESTRICTED CASH AND INVESTMENTS	189,128	189,128
GOODWILL, net of accumulated amortization of $768,913	4,647,185	4,647,185
INTANGIBLE ASSETS, net of accumulated amortization of $657,687 and $614,938, respectively	73,835	56,584
OTHER ASSETS, net	316,611	400,007
TOTAL ASSETS	$ 37,207,851	$ 36,913,345

</TABLE>

The accompanying notes to Consolidated Financial Statements are an integral part of these balance sheets.

DYNAMIC MATERIALS CORPORATION & SUBSIDIARY

CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>

LIABILITIES AND STOCKHOLDERS' EQUITY	September 30, 2002 (unaudited)	December 31, 2001
<S>	<C>	<C>
CURRENT LIABILITIES:		
Bank overdraft	$ 539,871	$ -
Accounts payable	3,665,080	3,153,391
Accrued expenses	2,857,440	3,085,766
Current maturities on long-term debt	2,414,054	1,821,666
Total current liabilities	9,476,445	8,060,823
LONG-TERM DEBT	9,922,048	13,675,431
NET DEFERRED TAX LIABILITIES	1,119,983	469,000
DEFERRED GAIN ON SWAP TERMINATION	51,679	62,097
OTHER LONG-TERM LIABILITIES	38,024	-
Total liabilities	20,608,179	22,267,351
STOCKHOLDERS' EQUITY:		
Preferred stock, $.05 par value; 4,000,000 shares authorized; no issued and outstanding shares	-	-
Common stock, $.05 par value; 15,000,000 shares authorized; 5,053,616 and 5,029,983 shares issued and outstanding, respectively	252,682	251,500
Additional paid-in capital	12,358,295	12,315,596
Retained earnings	4,059,011	2,592,898
Other cumulative comprehensive income (loss)	(70,316)	(514,000)
Total stockholders' equity	16,599,672	14,645,994
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 37,207,851	$ 36,913,345

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</TABLE>

The accompanying notes to Consolidated Financial Statements
are an integral part of these balance sheets.

DYNAMIC MATERIALS CORPORATION & SUBSIDIARY

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2002 AND 2001

(Restated - See Note 2)

(unaudited)

<TABLE>
<CAPTION>

	Three months ended September 30, 2002	Three months ended September 30, 2001	Nine months ended September 30, 2002	Nine months ended September 30, 2001
<S>	<C>	<C>	<C>	<C>
NET SALES	$ 10,695,195	$ 12,257,533	$ 32,298,243	$ 33,027,180
COST OF PRODUCTS SOLD	8,211,278	8,888,799	24,395,863	24,270,663
GROSS PROFIT	2,483,917	3,368,734	7,902,380	8,756,517
COSTS AND EXPENSES:				
General and administrative expenses	980,690	1,125,537	3,060,120	3,390,613
Selling expenses	649,818	616,906	1,868,217	1,828,985
	1,630,508	1,742,443	4,928,337	5,219,598
INCOME FROM OPERATIONS	853,409	1,626,291	2,974,043	3,536,919
OTHER INCOME (EXPENSE):				
Other income (expense)	765	1,406	(38,803)	(74,495)
Interest expense	(169,078)	(252,491)	(526,969)	(616,152)
Interest income	636	5,079	1,155	12,988
INCOME BEFORE INCOME TAXES	685,732	1,380,285	2,409,426	2,859,260
INCOME TAX PROVISION	301,758	36,740	943,313	289,400
NET INCOME	$ 383,974	$ 1,343,545	$ 1,466,113	$ 2,569,860
NET INCOME PER SHARE				
Basic	$ 0.08	$ 0.27	$ 0.29	$ 0.51
Diluted	$ 0.08	$ 0.26	$ 0.29	$ 0.51
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING -				
Basic	5,048,888	5,016,125	5,038,596	4,999,110
Diluted	5,073,508	5,098,081	5,092,379	5,038,873

</TABLE>

The accompanying notes to Consolidated Financial Statements
are an integral part of these statements.

DYNAMIC MATERIALS CORPORATION & SUBSIDIARY
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2002
(unaudited)

<TABLE>
<CAPTION>

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Other Cumulative Comprehensive Loss	Total	Comprehensive Income for the period
Balances, December 31, 2001	5,029,983	$ 251,500	$ 12,315,596	$ 2,592,898	$ (514,000)	$ 14,645,994	
Shares issued for stock option exercises	17,252	863	24,577	-	-	25,440	
Shared issued in connection with the employee stock purchase plan	6,381	319	18,122	-	-	18,441	
Net income	-	-	-	1,466,113	-	1,466,113	$ 1,466,113
Change in cumulative translation adjustment	-	-	-	-	443,684	443,684	443,684
Balances, September 30, 2002	5,053,616	$ 252,682	$ 12,358,295	$ 4,059,011	$ (70,316)	$ 16,599,672	$ 1,909,797

</TABLE>

The accompanying notes to Consolidated Financial Statements are an integral part of these statements.

DYNAMIC MATERIALS CORPORATION & SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2002 AND 2001 (Restated - See Note 2)

(unaudited)

<TABLE>
<CAPTION>

	2002	2001
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 1,466,113	$ 2,569,860
Adjustments to reconcile net income to net cash flows from operating activities-		
Depreciation	1,302,579	1,198,790
Amortization	42,749	222,569
Amortization of deferred gain on swap termination	(10,418)	(12,039)
Provision for deferred income taxes	632,027	(1,000)
Change in -		
Accounts receivable, net	(351,794)	(1,390,153)
Inventories	(757,986)	(509,537)
Prepaid expenses and other	210,348	(1,545)
Accounts payable	304,736	(391,473)
Accrued expenses	(82,907)	535,431
Net cash flows from operating activities	2,755,447	2,220,903

CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of property, plant and equipment	(1,174,677)	(1,174,834)
Change in other non-current assets	23,396	(71,502)
Proceeds from sale of property, plant and equipment	-	500
Net cash flows used in investing activities	(1,151,281)	(1,245,836)

</TABLE>

The accompanying notes to Consolidated Financial Statements are an integral part of these statements.

DYNAMIC MATERIALS CORPORATION & SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2002 AND 2001 (Restated - See Note 2)

(unaudited)

<TABLE>
<CAPTION>

<S>	2002 <C>	2001 <C>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings / (repayments) on bank lines of credit, net	(2,275,374)	-
Borrowings / (repayments) on related party lines of credit	(148,035)	579,000
Payment on industrial development revenue bonds	(590,000)	(540,000)
Repayments on the SNPE Term Loan	(333,333)	-
Borrowings for the purchase of Nitro Metall	-	1,271,000
Borrowings for the purchase of Nobleclad		4,000,000
Dividends paid by Nobelclad / Nitro Metall to former parent company	-	(296,000)
Distribution to former parent on Nobelclad's June 2001 acquisition of Nitro Metall	-	(1,293,000)
Distribution to former parent on acquisition of Nobleclad		(4,000,000)
Payments on capital lease obligation	-	(3,394)
Change in other long-term liabilities	35,727	-
Net proceeds from issuance of common stock to employees	43,882	23,049
Bank overdraft	539,871	79,000
Net cash flows used in financing activities	(2,727,262)	(180,345)
EFFECTS OF EXCHANGE RATES ON CASH	136,266	(87,000)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(986,830)	707,722
CASH AND CASH EQUIVALENTS, beginning of the period	1,811,618	298,530
CASH AND CASH EQUIVALENTS, end of the period	$ 824,788	$ 1,006,252
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for-		
Interest	$ 484,436	$ 461,135
Income taxes	$ 227,046	$ 183,616

</TABLE>

The accompanying notes to Consolidated Financial Statements are an integral part of these statements.

DYNAMIC MATERIALS CORPORATION & SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

1. BASIS OF PRESENTATION

The information included in the Consolidated Financial Statements is unaudited but includes all normal and recurring adjustments, which, in the opinion of management, are necessary for a fair presentation of the interim periods presented. These Consolidated Financial Statements should be read in conjunction with the financial statements that are included in the Company's Annual Report filed on Form 10-K for the year ended December 31, 2001.

2. ACQUISITION OF NOBELCLAD EUROPE S.A.

On July 3, 2001, DMC completed its acquisition of substantially all of the outstanding stock of Nobelclad Europe S.A. ("Nobelclad") from Nobel Explosifs France ("NEF"). Nobelclad and its wholly-owned subsidiary, Nitro Metall AB ("Nitro Metall") are the primary manufacturers of explosion clad products in Europe and operate cladding businesses located in Rivesaltes, France and Likenas, Sweden, respectively, along with sales offices in each country. Products manufactured by Nobelclad and Nitro Metall are similar to those produced by DMC's domestic factory in Mount Braddock, Pennsylvania. NEF is wholly owned by Groupe SNPE and is a sister company to SNPE, Inc., which owns 55% of the Company's common stock. The purchase price of approximately $5.3 million was financed through a $4.0 million intercompany note agreement between the Company and SNPE, Inc. and the assumption of approximately $1.23 million in third party bank debt associated with Nobelclad's acquisition of Nitro Metall from NEF prior to DMC's purchase of Nobelclad stock.

As a result of DMC and Nobelclad both being majority owned by Groupe SNPE, the acquisition of Nobelclad has been accounted for as a reorganization of entities under common control. The historical financial position and operating results of DMC have been restated to reflect the addition of the Nobelclad and Nitro Metall historical financial results as if the companies had been consolidated from June 2000, the date on which Groupe SNPE acquired its majority ownership in DMC.

3. SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements include the accounts of DMC and any subsidiary in which it has a greater than a 50% interest. All significant intercompany accounts, profits and transactions have been eliminated in consolidation.

Foreign Operations and Foreign Exchange Rate Risk

The functional currency for our foreign operations is the applicable local currency for each affiliate company. Assets and liabilities of foreign subsidiaries for which the functional currency is the local currency are translated at exchange rates in effect at period-end, and the statements of operations are translated at the average exchange rates during the period. Exchange rate fluctuations on translating foreign currency financial statements into U.S. Dollars that result in unrealized gains or losses are referred to as translation adjustments. Cumulative translation adjustments are recorded as a separate component of stockholders' equity and are included in other cumulative comprehensive income (loss). Transactions denominated in currencies other than the local currency are recorded based on exchange rates at the time such transactions arise. Subsequent changes in exchange rates result in transaction gains and losses, which are reflected in income as unrealized (based on period-end translations) or realized upon settlement of the transactions. Cash flows from our operations in foreign countries are translated at actual exchange rates when known, or at the average rate for the period. As a result, amounts related to assets and liabilities reported in the consolidated statements of cash flows will not agree to changes in the corresponding balances in the consolidated balance sheets. The effects of exchange rate changes on cash balances held in foreign currencies are reported as a separate line item below cash flows from financing activities.

Revenue Recognition

DMC's contracts with its customers generally require the production and delivery of multiple units or products. The Company records revenue from the contracts using the completed contract method as products are completed and shipped to the customer. If, as a contract proceeds toward completion, projected total cost on an individual contract indicates a potential loss, we provide currently for such anticipated loss.

New accounting pronouncements

In June 2001, the Financial Accounting Standards Board ("FASB") authorized the issuance of Statement of Financial Accounting Standards ("SFAS") No. 141, Business Combinations and SFAS No. 142, Goodwill and Other Intangible Assets. SFAS No. 141 requires the use of the purchase method of accounting for all business combinations initiated after June 30, 2001. SFAS No. 141 requires intangible assets to be recognized if they arise from contractual or legal rights or are "separable", i.e., it is feasible that they may be sold, transferred, licensed, rented, exchanged or pledged. As a result, it is likely that more intangible assets will be recognized under SFAS No. 141 than its predecessor, APB Opinion No.16 although in some instances previously recognized intangibles will be subsumed into goodwill.

Under SFAS No. 142, goodwill will no longer be amortized on a straight-line basis over its estimated useful life, but will be tested for impairment on an annual basis and whenever indicators of impairment arise. The goodwill impairment test, which is based on fair value, is to be performed on a reporting unit level. A reporting unit is defined as a SFAS No. 131 operating segment or one level lower. Goodwill will no longer be allocated to other long-lived assets for impairment testing under SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of. Under SFAS No. 142, intangible assets with indefinite

lives will not be amortized. Instead they will be carried at the lower of cost or market value and tested for impairment at least annually. All other recognized intangible assets will continue to be amortized over their estimated useful lives.

DMC adopted the provisions of SFAS No. 142 effective January 1, 2002; however, we are still in the process of completing the transitional impairment test of goodwill that must be completed within the first year of adoption. For the nine months ended September 30, 2002, the adoption of SFAS No. 142 reduced DMC's goodwill amortization expense to zero from approximately $162,500 for the first nine months of 2001. Under SFAS No. 142, the carrying value of goodwill is to be evaluated based upon its current fair value as if the purchase price allocation occurred on January 1, 2002. Fair value for goodwill and intangible assets is determined based upon discounted cash flows and appraised values. DMC believes that the results of the goodwill impairment test could be a pre-tax charge against earnings associated with a cumulative effect from a change in accounting principle of up to 3.8 million, the full amount of goodwill recorded in connection with the December 1998 acquisition of Precision Machined Products.

In June 2001, the FASB issued SFAS No. 143, Accounting for Asset Retirement Obligations, which is effective for financial statements issued for fiscal years beginning after June 15, 2002. This Statement addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. DMC is currently evaluating the potential impact, if any, the adoption of SFAS 143 will have on its financial position and results of operations.

In August 2001, the FASB issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, which is effective for fiscal periods beginning after December 15, 2001 and interim periods within those fiscal years. SFAS 144 supercedes SFAS 121, and establishes an accounting model for impairment or disposal of long-lived assets to be disposed of by sale. DMC has implemented SFAS 144 effective January 1, 2002 with no impact.

4. INVENTORY

The components of inventory are as follows at September 30, 2002 and December 31, 2001:

	September 30, 2002 (unaudited)	December 31, 2001
Raw Materials	$ 3,371,389	$ 2,414,394
Work-in-Process	4,202,425	4,230,671
Supplies	202,348	63,357
	$ 7,776,162	$ 6,708,422

5. LONG-TERM DEBT

Long-term debt consists of the following at September 30, 2002 and December 31, 2001:

<TABLE>
<CAPTION>

<S>	<C> September 30, 2002 (unaudited)	<C> December 31, 2001
Line of credit - SNPE S.A.	$ 245,722	$ 360,000
Convertible subordinated note, SNPE, Inc.	1,200,000	1,200,000
Term loan, SNPE, Inc. (related to acquisition of Nobelclad)	3,666,667	4,000,000
Bank lines of credit	2,533,713	4,657,097
Industrial development revenue bonds	4,690,000	5,280,000
Total	12,336,102	15,497,097
Less current maturities	(2,414,054)	(1,821,666)
Long-term portion	$ 9,922,048	$ 13,675,431

</TABLE>

Loan Covenants and Restrictions

Our loan agreements include various covenants and restrictions, certain of which relate to the payment of dividends or other distributions to stockholders, redemption of capital stock, incurrence of additional indebtedness, mortgaging, pledging or disposition of major assets and maintenance of specified financial ratios. The principal financial covenants relate to minimum debt service coverage, minimum net income and minimum net worth as measured at the end of each calendar quarter. As of September 30, 2002, we are in compliance with all financial covenants and other provisions of our debt agreements.

6. BUSINESS SEGMENTS

DMC is organized in the following two segments: the Explosive Metalworking Group and the Aerospace Group. The Explosive Metalworking Group uses explosives to perform metal cladding and shock synthesis. The most significant product of this group is clad metal which is used in the fabrication of pressure vessels, heat exchangers and transition joints used in the hydrocarbon processing, chemical processing, power generation, petrochemical, pulp and paper, mining, shipbuilding and heat, ventilation and air conditioning industries. The Aerospace Group machines, forms and welds parts for the commercial aircraft, aerospace and defense industries.

DMC's reportable segments are strategic business units that offer different products and services and are separately managed. Each segment is marketed to different customer types and requires different manufacturing processes and technologies. Segment information is presented for the three months and the nine months ended September 30, 2002 and 2001 as follows:

<TABLE>
<CAPTION>

<S>	<C> Explosive Manufacturing	<C> Aerospace	<C> Total
For the three months ended September 30, 2002:			
Net sales	$ 8,144,835	$ 2,550,360	$ 10,695,195
Depreciation and amortization	$ 255,122	$ 187,838	$ 442,960
Income (loss) from operations	$ 1,183,179	$ (329,770)	$ 853,409
Unallocated amounts:			
Other income (expense)			765
Interest expense, net			(168,442)
Consolidated income before income taxes			$ 685,732

	Explosive Manufacturing	Aerospace	Total
For the three months ended September 30, 2001 (Restated - See Note 2):			

	Explosive Manufacturing	Aerospace	Total
Net sales	$ 8,739,949	$ 3,517,584	$ 12,257,533
Depreciation and amortization	$ 261,611	$ 212,222	$ 473,833
Income (loss) from operations	$ 1,607,870	$ 18,421	$ 1,626,291
Unallocated amounts:			
Other income (expense)			1,406
Interest expense, net			(247,412)
Consolidated income before income taxes			$ 1,380,285

	Explosive Manufacturing	Aerospace	Total
For the nine months ended September 30, 2002:			
Net sales	$ 25,245,221	$ 7,053,022	$ 32,298,243
Depreciation and amortization	$ 778,845	$ 566,483	$ 1,345,328
Income (loss) from operations	$ 4,124,018	$ (1,149,975)	$ 2,974,043
Unallocated amounts:			
Other income (expense)			(38,803)
Interest expense, net			(525,814)
Consolidated income before income taxes			$ 2,409,426

</TABLE>

<TABLE>
<CAPTION>

	Explosive Manufacturing	Aerospace	Total
<S>	<C>	<C>	<C>
For the nine months ended September 30, 2001 (Restated - See Note 2):			
Net sales	$ 23,530,420	$ 9,496,760	$ 33,027,180
Depreciation and amortization	$ 798,462	$ 622,897	$ 1,421,359
Income (loss) from operations	$ 3,577,838	$ (40,919)	$ 3,536,919
Unallocated amounts:			
Other income (expense)			(74,495)
Interest expense, net			(603,164)
Consolidated income before income taxes			$ 2,859,260

</TABLE>

7. COMPREHENSIVE INCOME

DMC's comprehensive income for the three and nine months ended September 30, 2002 and 2001 was as follows:

<TABLE>
<CAPTION>

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
<S>	<C>	<C>	<C>	<C>
Net income for the period	$ 383,974	$ 1,343,545	$ 1,466,113	$ 2,569,439
Foreign currency translation adjustment	(54,394)	417,704	443,684	(221,372)
Comprehensive income	$ 329,580	$ 1,761,249	$ 1,909,797	$ 2,348,067

</TABLE>

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

General

Dynamic Materials Corporation ("DMC") is a worldwide leader in explosive metalworking and, through its Aerospace Group, is involved in a variety of metal forming, machining, welding, and assembly activities. The explosive metalworking business includes the use of explosives to perform metallurgical bonding, or "metal cladding" and shock synthesis of synthetic diamonds.

Explosive Metalworking. Clad metal products are used in manufacturing processes or environments that involve highly corrosive chemicals, high temperatures and/or high pressure conditions. For example, we fabricate clad metal tube sheets for heat exchangers. Heat exchangers are used in a variety of high temperature, high pressure, highly corrosive chemical processes, such as processing crude oil in the petrochemical industry and processing chemicals used in the manufacture of synthetic fibers. In addition, DMC has produced titanium clad plates used in the fabrication of metal autoclaves to replace autoclaves made of brick and lead for two customers in the mining industry. We believe that our clad metal products are an economical, high-performance alternative to the use of solid corrosion-resistant alloys. In addition to clad metal products, the explosive metalworking business includes shock synthesis of synthetic diamonds.

Aerospace Manufacturing. Products manufactured by the Aerospace Group are typically made from sheet metal and forgings that are subsequently machined or formed into precise, three-dimensional shapes that are held to tight tolerances. Metal machining and forming is accomplished through traditional technologies, including spinning, machining, rolling and hydraulic expansion. DMC also performs welding services utilizing a variety of manual and automatic welding techniques that include electron beam and gas tungsten arc welding processes. Forming and welding operations are often performed to support the manufacture of completed assemblies and sub-assemblies required by its customers. Fabrication and assembly services are performed utilizing close-tolerance machining, forming, welding, inspection and other special service capabilities. Our forming, machining, welding and assembly operations serve a variety of product applications in the commercial aircraft, aerospace, defense and power generation industries. Product applications include tactical missile motor cases, titanium pressure tanks for launch vehicles, and complex, high precision component parts for satellites.

Restatement of 2001 for Reorganization. On July 3, 2001, DMC completed the acquisition of substantially all of the outstanding stock of Nobelclad Europe S.A. ("Nobelclad") from Nobel Explosifs France ("NEF"). Nobelclad and its wholly-owned subsidiary, Nitro Metall AB ("Nitro Metall") operate cladding businesses located in Rivesaltes, France and Likenas, Sweden, respectively, which generated combined revenues of approximately $10.5 million in calendar year 2000. NEF is wholly owned by Groupe SNPE and is a sister company to SNPE, Inc., which owns 55% of our common stock. The purchase price of approximately $5.3 million was financed through a $4.0 million intercompany note agreement between DMC and SNPE, Inc. and the assumption of approximately $1.23 million in third party bank debt associated with Nobelclad's acquisition of Nitro Metall from NEF prior to the DMC's purchase of Nobelclad stock. As a result of DMC and Nobelclad both being majority owned by Groupe SNPE, the acquisition of Nobelclad has been accounted for as a reorganization of entities under common control. Our historical financial position and operating results have been restated to reflect the addition of the Nobelclad and Nitro Metall historical financial results as if the companies had been consolidated from June 2000, the date on which Groupe SNPE acquired its majority ownership in DMC.

Historically, DMC has experienced, and expects to continue to experience, quarterly fluctuations in operating results caused by various factors, including the timing and size of orders from major customers, customer inventory levels, shifts in product mix, the occurrence of acquisition and divestiture-related costs, and general economic conditions. We typically do not obtain long-term volume purchase contracts from our customers. Quarterly sales and operating results therefore depend on the volume and timing of backlog as well as bookings received during the quarter. A significant portion of DMC's operating expenses is fixed, and planned expenditures are based primarily on sales forecasts and product development programs. If sales do not meet our expectations in any given period, the adverse impact on operating results may be magnified by the Company's inability to adjust operating expenses sufficiently or quickly enough to compensate for such a shortfall. In addition, DMC uses numerous suppliers of alloys, steels and other materials for its operations. We typically bear a short-term risk of alloy, steel and other component price increases, which could adversely affect our gross profit margins. Although DMC will work with customers and suppliers to minimize the impact of any component shortages, component shortages have had, and are expected from time to time to have, short-term adverse effects on our business. Results of operations in any period should not be considered indicative of the results to be expected for any future period. Fluctuations in operating results may also result in fluctuations in the price of our common stock.

Three months and nine months ended September 30, 2002 compared to three months and nine months ended September 30, 2001

The following table sets forth for the periods indicated the percentage relationship to net sales of certain income statement data:

	Percentage of net sales			
	Three months ended September 30,		Nine months ended September 30,	
	2002	2001 (Restated)	2002	2001 (Restated)
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of products sold	76.8%	72.5%	75.6%	73.5%
Gross margin	23.2%	27.5%	24.4%	26.5%
General & administrative	9.2%	9.2%	9.5%	10.3%
Selling expenses	6.1%	5.0%	5.8%	5.5%
Income from operations	7.9%	13.3%	9.1%	10.7%
Other expense, net	0.0%	0.0%	0.1%	0.2%
Interest expense, net	1.6%	2.0%	1.6%	1.8%
Income tax provision	2.8%	0.3%	2.9%	0.9%
Net income	3.5%	11.0%	4.5%	7.8 %

Net Sales. Net sales for the quarter ended September 30, 2002 decreased by 12.7% to $10,695,195 from $12,257,533 in the third quarter of 2001. Sales by the Explosive Metalworking Group, which includes explosion bonding of clad metal and shock synthesis of synthetic

diamonds, decreased by 6.8% to $8,144,835 in the third quarter of 2002 from $8,739,949 in the third quarter of 2001. Results for the third quarter of 2002 and 2001 include net sales of Nobelclad and its wholly-owned subsidiary, Nitro Metall, in the amounts of $1,925,595 and $2,836,809 for the respective quarterly periods. The Aerospace Group contributed sales of $2,550,360 (23.8% of total sales) in the third quarter of 2002 versus $3,517,584 (28.7% of total sales) in the third quarter of 2001. The 27.5% quarter-to-quarter decline in Aerospace Group sales reflects sales declines of 66% and 42% at the Precision Machined Products and Spin Forge divisions, respectively, that were partially offset by an 83% sales increase at AMK Welding.

For the nine months ended September 30, 2002, net sales decreased by 2.1% to $32,329,583 from $33,027,180 for the comparable period of 2001. Sales by the Explosive Metalworking Group for the comparable nine-month periods increased by 7.3% to $25,245,221 in 2002 from $23,530,420 in 2001. Results for the nine months ended September 30, 2002 and 2001 include net sales of Nobelclad and Nitro Metall in the amounts of $8,133,547 and $8,213,998, respectively. Aerospace Group sales for the nine-month period ended September 30, 2002 totaled $7,053,022 (21.8% of total sales), a decrease of 25.7% from sales of $9,496,760 (28.8% of sales) reported for the comparable period of 2001. This sales decrease is attributable to sales decreases of 63% and 22% at Precision Machined Products and Spin Forge, respectively, that were partially offset by a 68% sales increase at AMK Welding.

Gross Profit. Gross profit for the quarter ended September 30, 2002 decreased by 26.3% to $2,483,917 from $3,368,734 in the third quarter of 2001. The gross profit margin for the third quarter of 2002 was 23.2%, a 15.6% decrease from the gross profit margin of 27.5% for the third quarter of 2001. This decrease is attributable to lower sales volumes during the third quarter of 2002 compared to 2001 and the resultant less favorable absorption of fixed manufacturing overhead expenses. For the nine months ended September 30, 2002, gross profit decreased by 9.8% to $7,902,380 from $8,756,517 in the comparable period of 2001. The gross profit margin for the nine months ended September 30, 2002 was 24.4% compared to 26.5% for the first nine months of 2001.

The gross profit margin for the Explosive Metalworking Group decreased to 22.8% in the third quarter of 2002 from 23.8% in the third quarter of 2001. For the nine months ended September 30, 2002, the gross profit margin for the Explosive Metalworking Group increased to 24.4% from 22.3% for the nine months ended September 30, 2001. Improved Explosive Metalworking Group gross profit margins are principally attributable to favorable changes in product mix. The gross profit margin for the Aerospace Group decreased to 0.4% for the third quarter of 2002 from 3.9% for the same period in 2001. For the nine months ended September 30, 2002, the Aerospace Group gross profit margin was 0.1% as compared to 4.2% in the comparable period of 2001. The decline in the Aerospace Group gross margin is principally due to the poor sales performance of the Precision

Machined Products and Spin Forge divisions where negative gross margins were reported for both the third quarter of 2002 and the nine-month period then ended.

General and Administrative. General and administrative expenses for the quarter ended September 30, 2002 were $980,690 as compared to $1,125,537 in the third quarter of 2001. For the nine months ended September 30, 2002, general and administrative expenses decreased by 9.7% to $3,060,120 from $3,390,613 in the comparable period of 2001. As a percentage of net sales, general and administrative expenses remained constant at 9.2% for the third quarters of 2002 and 2001 and decreased from 10.3% to 9.5% for the comparable nine-month periods. For both the

third quarter of 2002 and the nine-month period then ended, the decline of general and administrative expenses reflects significant staffing reduction in the administration of the Aerospace Group and reduction of Corporate general and administrative expenses, including the discontinuance of the amortization of goodwill.

Selling Expense. Selling expenses increased by 5.3% to $649,818 for the quarter ended September 30, 2002 from $616,906 in the third quarter of 2001. For the nine months ended September 30, 2002, selling expenses increased by 2.1% to $1,868,217 from $1,828,985 in the comparable period of 2001. The small increase in expenses for the nine-month period relates to the accrual of bonus expense associated with the Explosive Metalworking Group's strong 2002 financial performance and annual salary adjustments that were effective as of the beginning of 2002 that were largely offset by reductions in other spending categories. The increase for the third quarter reflects these factors as well as legal costs associated with a review of the Explosive Metalworking Group's international trade compliance program. As a percentage of net sales, selling expenses increased from 5.0% in the third quarter 2001 to 6.1% in the third quarter of 2002 and increased from 5.5% for the nine months ended September 30, 2001 to 5.8% for the comparable period of 2002.

Income from Operations. For the quarter ended September 30, 2002, we reported income from operations of $853,409, a decrease of 47.5% from the $1,626,291 of operating income reported for the third quarter of 2001. For the nine months ended September 30, 2002, we reported operating income of $2,974,043, which represented a 15.9% decrease from the $3,536,919 in operating income that we reported for the first nine months of 2001.

Our Explosive Metalworking Group reported income from operations of $1,183,179 in the third quarter of 2002 as compared to operating income of $1,607,870 for the comparable period of 2001. This lower third quarter income from operations reflects a sales decrease of $595,114 and a decrease in the Group's gross margin rate from 23.6% in 2001 to 22.8% in 2002. For the nine months ended September 30, 2002, our Explosive Metalworking Group reported income from operations of $4,124,018 as compared to operating income of $3,577,838 for the comparable period of 2001. This significant improvement reflects a sales increase of $2,309,141 and an improvement in gross margin to 24.4% in 2002 from 22.3% in 2001. The Explosive Metalworking Group has received several large orders aggregating approximately $5 million relating to the supply of titanium clad for Inco's Goro Nickel Project in New Caledonia. The majority of these orders are scheduled to ship in the fourth quarter of 2002 and should enable the Group to report full year 2002 operating income that is significantly higher than that reported for 2001.

Our Aerospace Group reported an operating loss of $329,770 in the third quarter of 2002 as compared to operating income of $18,421 in the prior year third quarter. For the nine months ended September 30, 2002, our Aerospace Group reported an operating loss of $1,149,975 as compared to an operating loss of $40,919 for the comparable period of 2001. The Aerospace Group's increased operating loss is attributable to the significant decline in sales and gross profit at the Group's Precision Machined Products and Spin Forge divisions that was only partially offset by the strong performance of AMK Welding. Our Aerospace Group continues to suffer from the negative effects of September 11 on the commercial aircraft market, as well as the decreased demand for satellite and launch vehicle component parts that has resulted from the depressed state of the telecommunications industry. We have reorganized management teams at PMP and Spin Forge and taken other steps to reduce operating costs at these two divisions.

Modest improvements in the Group's operating results are expected in the fourth quarter of 2002 and the Group is expected to return to profitability by the end of 2003.

Interest Expense. Interest expense decreased by 31.9% to $168,442 for the quarter ended September 30, 2002 from $247,412 in the third quarter of 2001. For the nine months ended September 30, 2002, interest expenses decreased by 12.8%

to $525,814 from $603,164 for the comparable period in 2001. These decreases result from lower average interest rates in 2002 that more than offset higher 2002 borrowing levels associated with the term loan and revolving credit debt that was incurred in connection with the July 3, 2001 acquisition of Nobelclad and its Nitro Metall subsidiary.

Income Tax Provision. We recorded a consolidated income tax provision of $301,758 in the third quarter of 2002 versus $36,740 in the third quarter of 2001 of which $297,000 and zero, respectively, related to U.S. income taxes, with the remainder relating to the foreign taxes associated with the acquired operations of Nobelclad. For the nine-month period, we recorded a consolidated income tax provision of $943,313 in 2002 versus $289,400 in 2001 of which $651,000 and zero, respectively, related to U.S. income taxes, with the remainder relating to the foreign taxes associated with the acquired operations of Nobelclad. This increased tax provision for the nine-month period reflects an increase in the effective tax rate from 10.1% in 2001 to 39.2% in 2002 that more than offset the decrease in income before income taxes. The increase in the effective tax rate reflects the fact that no U.S. tax provision was recorded during the first nine months of 2001 due to the recognition of the tax benefits associated with loss carry-forwards from 2000.

Liquidity and Capital Resources

Historically, we have obtained most of our operational financing from a combination of operating activities and an asset-backed revolving credit facility. In December 2001, we obtained a $6,000,000 revolving line of credit with a U.S. bank that replaced the $4,500,000 credit facility between DMC and SNPE, Inc. This bank line of credit will be used to finance ongoing working capital requirements of our U.S. operations. Initial proceeds from the bank line were used to repay $3,650,000 of borrowings that were outstanding under the credit facility with SNPE, Inc. The bank line, which expires on December 4, 2004, carries an interest rate equal to the bank's prime rate plus 1.0% through February 28, 2002 and the bank's prime rate plus 0.5% thereafter. Borrowings under the line of credit are limited to a calculated borrowing base that is a function of inventory and accounts receivable balances and are secured by accounts receivable and inventory of our U.S. operations and by new investments in property, plant and equipment that are made during the term of the agreement. As of September 30, 2002, borrowing availability under the line of credit was approximately $4,600,000 greater than the $1,105,723 in outstanding borrowings as of that date and the interest rate on outstanding borrowings was 5.25%.

In connection with its July 3, 2001 acquisition of Nobelclad, the Company entered into a $4,000,000 term loan agreement with SNPE. The term loan bears interest at the Federal Funds Rate plus 3.0%, payable quarterly. Commencing September 30, 2002 and on the last day of each calendar quarter thereafter, principal payments of $333,333 are due, with a final principal payment of $333,337 being due on June 30, 2005. The term loan is secured by a pledge of 65% of the capital stock of Nobelclad held by the Company. In anticipation of its acquisition by the Company, Nobelclad acquired the stock of Nitro Metall and financed this acquisition with

proceeds obtained from a revolving credit facility with a French bank that provides for maximum borrowings of 1,488,266 Euros ($1,427,990 based upon the September 30, 2002 exchange rate). This bank line of credit, which had outstanding borrowings of $1,427,990 on September 30, 2002, carries interest at the Euro Interbank Offered Rate ("EURIBOR") plus 0.4%. Beginning on June 21, 2004 and on each anniversary date thereafter until final maturity on June 21, 2008, maximum borrowings available under the line become permanently reduced by 289,653 Euros ($285,598 based upon the September 30, 2002 exchange rate). The bank has the option of demanding early repayment of any outstanding loans if Groupe SNPE's indirect ownership of Nobelclad falls below 50%. Nobelclad also maintains a 2 million Euro ($1,972,000 based upon the September 30, 2002 exchange rate) intercompany working capital line with Groupe SNPE under which borrowings of $245,722 were outstanding as of September 30, 2002. This intercompany line bears interest at EURIBOR plus 1.5%.

The Company believes that its cash flow from operations and funds available under its credit facilities will be sufficient to fund working capital, debt service obligations and capital expenditure requirements of its current business operations for the foreseeable future. However, a significant portion of the Company's sales is derived from a relatively small number of customers; therefore, the failure to perform existing contracts on a timely basis, and to receive payment for such services in a timely manner, or to enter into future contracts at projected volumes and profitability levels could adversely affect the Company's ability to meet its cash requirements exclusively through operating activities. Consequently, any restriction on the availability of borrowing under the Company's credit facilities could negatively affect the Company's ability to meet its future cash requirements. DMC attempts to minimize its risk of losing customers or specific contracts by continually improving product quality, delivering product on time and competing favorably on the basis of price. Borrowing from multiple lenders minimizes risks associated with the availability of funds. The nature of DMC's business is largely insulated from the negative effects of inflation on sales and operating income because the pricing on custom orders reflects current raw material and other manufacturing costs.

Highlights from the Statement of Cash Flows for the nine months ended September 30, 2002

Net cash flows from operating activities for the nine months ended September 30, 2002 were $2,755,447. Significant sources of operating cash flow included net income of $1,466,113, depreciation and amortization of $1,345,328 and deferred taxes of $632,027. These sources of operating cash flow were partially offset by negative changes in working capital that totaled $677,603, including a $351,794 and $757,986 increase in accounts receivable and inventory, respectively.

Cash used in investing activities totaled $1,151,281 and was comprised primarily of capital expenditures in the amount of $1,174,677.

Net cash flows used in financing activities for the nine months ended September 30, 2002 totaled $2,727,262. The primary uses of cash flow from financing activities were repayments on the bank lines of credit of $2,275,374, repayments on related party lines of credit of $148,035, principal payments on industrial development revenue bonds in the amount of $590,000 and a repayment on the term loan with SNPE, Inc. of $333,333. The foregoing debt reductions were partially offset by a $539,871 bank overdraft.

Highlights from the Statement of Cash Flows for the nine months ended September 30, 2001 (Restated)

Net cash from operations for the nine months ended September 30, 2001 was $2,220,903. Significant sources included net income of $2,569,860 and depreciation and amortization of $1,421,359. These sources were partially offset by negative changes in working capital that totaled $1,757,277, including a $1,390,153 increase in accounts receivable and a $509,537 increase in inventories.

Cash used in investing activities totaled $1,245,836 and was comprised primarily of capital expenditures in the amount of $1,174,834.

Net cash flows used in financing activities totaled $180,345. Significant sources included borrowings on related party lines of credit for $579,000 and borrowings for the purchase of Nitro Metall and Nobleclad of $1,271,000 and $4,000,000 respectively. These sources were more than offset by a distribution to NEF, the former parent of Nitro Metall, in the amount of $1,293,000 relating to Nobelclad's acquisition of Nitro Metall, a distribution to NEF, the former parent of Nobleclad, of $4,000,000 related to the acquisition of Nobleclad, dividend payments of $296,000 by Nobelclad and Nitro Metall to NEF and $540,000 in principal payments on our industrial development revenue bonds.

Future Capital Needs and Resources

We anticipate that, for the foreseeable future, significant amounts of available cash flows will be utilized for:

- operating expenses to support our domestic and foreign manufacturing operations;
- capital expenditures;
- debt service requirements; and
- other general corporate expenditures.

We expect cash inflows from operating activities to exceed outflows for the full year 2002. However, our success depends on the execution of our strategies, including our ability to:

- secure an adequate level of new customer orders at all operating divisions and
- continue to implement the most cost-effective internal processes.

Based on available cash resources, anticipated capital expenditures and projected operating cash flow, we believe that we will be able to fully fund our operations through the last quarter of 2002 and during 2003. In making this assessment, we have considered:

- presently scheduled debt service requirements during the last quarter of 2002 and in 2003, as well as the availability of funding related to our line of credit with SNPE and our bank lines of credit;
- the anticipated level of capital expenditures during the last quarter of 2002 and in 2003;
- our expectation of realizing positive cash flow from operations in 2002 and 2003.

If our business plans change, or if economic conditions change materially, our cash flow, profitability and anticipated cash needs could change significantly. In particular, any acquisition or new business opportunity could involve significant additional funding needs in excess of the identified currently available sources, and could require us to raise additional equity or debt funding to meet those needs.

Critical Accounting Policies

In response to the SEC's Release No. 33-8040, Cautionary Advice Regarding Disclosure About Critical Accounting Policies, we identified the most critical accounting principles upon which our financial status depends. We determined the critical principles by considering accounting policies that involve the most complex or subjective decisions or assessments. We identified our most critical accounting policies to be those related to revenue recognition, inventory valuation and impact of foreign currency exchange rate risks. We state these accounting policies in the notes to the consolidated financial statements and at relevant sections in this discussion and analysis. This discussion and analysis should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this report.

Impact of SFAS No. 142

In June 2001, the FASB authorized the issuance of SFAS No. 142, Goodwill and Other Intangible Assets. Under SFAS No. 142, goodwill will no longer be amortized on a straight-line basis over its estimated useful life, but will be tested for impairment on an annual basis and whenever indicators of impairment arise. The goodwill impairment test, which is based on fair value, is to be performed on a reporting unit level. A reporting unit is defined as a SFAS No. 131 operating segment or one level lower. Goodwill will no longer be allocated to other long-lived assets for impairment testing under SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of. Under SFAS No. 142, intangible assets with indefinite lives will not be amortized. Instead they will be carried at the lower of cost or market value and tested for impairment at least annually. All other recognized intangible assets will continue to be amortized over their estimated useful lives.

DMC adopted the provisions of SFAS No. 142 effective January 1, 2002; however, we are still in the process of completing the transitional impairment test of goodwill that must be completed within the first year of adoption. For the nine months ended September 30, 2002, the adoption of SFAS No. 142 reduced DMC's goodwill amortization expense to zero from approximately $162,500 for the first nine months of 2001. Under SFAS No. 142, the carrying value of goodwill is to be evaluated based upon its current fair value as if the purchase price allocation occurred on January 1, 2002. Fair value for goodwill and intangible assets is determined based upon discounted cash flows and appraised values. DMC believes that the results of the goodwill impairment test could be a pre-tax charge against earnings associated with a cumulative effect from a change in accounting principle of up to $3.8 million, the full amount of goodwill recorded in connection with the December 1998 acquisition of Precision Machined Products.

ITEM 3. Quantitative and Qualitative Disclosure about Market Risk

There have been no events that materially affect our quantitative and qualitative disclosure about market risk as reported in our Annual Report on Form 10-K for the year ended December 31, 2001.

ITEM 4. Controls and Procedures

As of September 30, 2002, an evaluation was performed under the supervision and with the participation of the Company's management, including the CEO and CFO, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures were effective as of September 30, 2002. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to September 30, 2002.

Part II - OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 2. Changes in Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

The Company's Annual Meeting of Stockholders was held on September 12, 2002. At the Annual Meeting, the stockholders of the Company (i) elected the persons listed below to serve as directors of the Company until the 2005 Annual Meeting of Shareholders or until their respective successors are elected and (ii) ratified the selection of Ernst & Young LLP as independent accountants of the Company for its fiscal year ending December 31, 2002.

The Company had 5,046,116 shares of Common Stock outstanding as of July 30, 2002, the record date for the Annual Meeting. At the Annual Meeting, holders of a total of 4,888,683 shares of Common Stock were present in person or represented by proxy. The following sets forth information regarding the results of the voting at the Annual Meeting:

Proposal 1: Election of Directors

DIRECTOR	Shares Voted "FOR"	Shares Withheld
Yves Charvin	4,814,520	74,163
Dean K. Allen	4,865,595	23,088
Michel Philippe	4,861,595	27,088

Proposal 2: Ratification of Selection of Independent Accountants

Shares Voted "FOR"	Shares Voted "AGAINST"	Shares "ABSTAINING"	Shares not voted
4,872,207	6,389	10,087	0

Item 5. Other Information

None.

Item 6.

(a) Reports on Form 8-K

Report on Form 8-K, filed July 18, 2002, reporting the dismissal of Arthur Andersen LLP as independent public accountant of the Company and appointment of Ernst & Young LLP to serve as independent public accountants for the fiscal year ending December 31, 2002.

Amendment to Report on Form 8-K filed July 25, 2002 including revised second Item 4 with respect to the audit opinion issued by Arthur Andersen to include the last two years, not only the year ended December 31, 2001, as required by Item 304 (a)(1)(ii) of Regulation S-K.

(b) Exhibits

99.1 - Certification of the President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

99.2 - Certification of the Vice President and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

In accordance with the requirements of the Exchange Act, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DYNAMIC MATERIALS CORPORATION
(Registrant)

Date: November 13, 2002 /s/ Richard A. Santa

Richard A. Santa, Vice President and Chief Financial Officer (Duly Authorized Officer and Principal Financial and Accounting Officer)

CERTIFICATIONS

I, Yvon Pierre Cariou, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Dynamic Materials Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: November 13, 2002

/s/ Yvon Pierre Cariou
Yvon Pierre Cariou

President and Chief Executive Officer
of Dynamic Materials Corporation

CERTIFICATIONS

I, Richard A. Santa, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Dynamic Materials Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

    a. designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    b. evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

    c. presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

    a. all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: November 13, 2002

/s/ Richard A. Santa
Richard A. Santa
Vice President and Chief Financial
Officer of Dynamic Materials Corporation

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Dynamic Materials Corporation (the "Company") on Form 10-Q for the period ending September 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Yvon Pierre Cariou, President and Chief Executive Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(i) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Yvon Pierre Cariou
Yvon Pierre Cariou
President and Chief Executive Officer
of Dynamic Materials Corporation

November 13, 2002

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Dynamic Materials Corporation (the "Company") on Form 10-Q for the period ending September 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard A. Santa, Vice President and Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(i) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Richard A. Santa
Richard A. Santa
Vice President and Chief Financial Officer
of Dynamic Materials Corporation

November 13, 2002