

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DYNAMIC MATERIALS CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation or organization) 840608431
(I.R.S. Employer Identification Number)

5405 SPINE ROAD
BOULDER, COLORADO 80301
(303) 665-5700 (Address,
including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

DYNAMIC MATERIALS CORPORATION
EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

With copies to:

RICHARD A. SANTA
VICE PRESIDENT
AND CHIEF FINANCIAL OFFICER
DYNAMIC MATERIALS CORPORATION
5405 SPINE ROAD
BOULDER, COLORADO 80301
(303) 665-5700

Pierre F. de Ravel d'Esclapon
LEBOEUF, LAMB, GREENE & MacRAE, L.L.P.
125 WEST 55TH STREET
NEW YORK, NY 10019
(212) 424-8000

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

of	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount Fee
Registration Title of Each Class of Securities to be Registered	Registered (1)	Per Share (2)	Offering Price	Fee
<S> Common Stock, par value \$0.05 per share.....	<C> 50,000	<C> \$3.00	<C> \$150,000	<C> \$19.01

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1. Pursuant to Rule 416, there are also registered hereunder such indeterminate number of additional shares as may become issuable under the Employee Stock Purchase Plan as a result of antidilution provisions or with respect to stock splits, stock dividends or similar transactions which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

2. The registration fee with respect to these shares has been computed in accordance with paragraphs (c) and (h) of Rule 457, based upon the average of the reported high and low sale prices of the Registrant's common stock on the Nasdaq Stock Market on May 12, 2004.

This Registration Statement registers 50,000 shares of the common stock (the "Common Stock"), par value \$0.05 per share, of Dynamic Materials Corporation (the "Company") issuable under the Company's Employee Stock Purchase Plan (the "Plan"). The remaining 175,000 shares have been previously registered by Registration Statements on Form S-8, No. 333-58033 and No. 333-54166, which registration statements are hereby incorporated by reference.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for by Part I of Form S-8 will be delivered to participants in the Plan as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not being filed with the Securities and Exchange Commission as part of this Registration Statement or as prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Upon written or oral request, the Company will provide, without charge, the documents incorporated by reference in Item 3 of Part II of this Registration Statement and such other documents required to be delivered to employees pursuant to Rule 428(b). Requests for such information should be directed to Corporate Secretary, Dynamic Materials Corporation, 5405 Spine Road, Boulder, Colorado 80301, (303) 665-5700.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

We incorporate by reference in this registration statement the following documents we have filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended:

1. Our Annual Report on Form 10-K for the year ended December 31, 2003, filed March 22, 2004 (SEC File No. 001-14715);
2. Our Quarterly Report on Form 10-Q/A for the quarter ended March 31, 2004, filed May 14, 2004 (SEC File No. 001-14715);
3. Our Current Report on Form 8-K, filed April 6, 2004 (SEC File No. 001-14715); and
4. Our Registration Statement on Form 8-A, filed January 21, 1999 (SEC File No. 001-14715).

All documents that we subsequently file pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, other than any information we furnish, rather than file, with the Securities and Exchange Commission pursuant to certain items of Form 8-K, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits.

The following is a list of all exhibits filed as a part of this Registration Statement on Form S-8, including those incorporated herein by reference.

Exhibit Number	Description of Exhibit
4.1	Certificate of Incorporation of the Company (incorporated by reference to the Company's Quarterly Report on Form 10-Q/A for the quarter ended March 31, 2004).
4.2	Bylaws of the Company (incorporated by reference to the Company's Quarterly Report on Form 10-Q/A for the quarter ended March 31, 2004).
4.3	Form of Certificate representing shares of Common Stock of the

Company (incorporated by reference from the Company's Quarterly Report on Form 10-QSB for the quarter ended September 30, 1997).

- 4.4 Dynamic Materials Corporation Employee Stock Purchase Plan (incorporated by reference to Appendix B to the Company's definitive proxy statement filed September 16, 2003, relating to the Company's 2003 annual meeting of stockholders).
 - 5.1 Opinion of LeBoeuf, Lamb, Greene & MacRae, L.L.P.
 - 23.1 Consent of Ernst & Young LLP.
 - 23.2 Consent of LeBoeuf, Lamb, Greene & MacRae, L.L.P. (included in Exhibit 5.1).
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boulder, State of Colorado, on the 17th day of May, 2004.

DYNAMIC MATERIALS CORPORATION

By: /s/ Yvon Cariou

Yvon Cariou
President and Chief Executive Officer

POWER OF ATTORNEY

The undersigned do hereby constitute and appoint Yvon Cariou and Richard A. Santa, or either of them, our true and lawful attorneys and agents, to sign for us or any of us in our names and in the capacities indicated below, any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and other documents required in connection therewith, and to do any and all acts and things in our names and in the capacities indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission, in connection with this Registration Statement; and we do hereby ratify and confirm all that the said attorneys and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 17th day of May, 2004.

SIGNATURE	TITLE
/S/ YVON CARIOU YVON CARIOU	President and Chief Executive Officer (Principal Executive Officer)
/S/ RICHARD A SANTA RICHARD A. SANTA	Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)
/S/ JOHN G BANKER JOHN G. BANKER	Vice President, Marketing & Sales, Clad Metal Division (Executive Officer)
/S/ BERNARD FONTANA BERNARD FONTANA	Chairman and Director
/S/ DEAN K. ALLEN DEAN K. ALLEN	Director
/S/ BERNARD HUEBER BERNARD HUEBER	Director
/S/ JACQUES LOPPION JACQUES LOPPION	Director
/S/ GEORGE W. MORGENTHALER GEORGE W. MORGENTHALER	Director
/S/ GERARD MUNERA GERARD MUNERA	Director
/S/ FRANCOIS SCHWARTZ	Director

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OPINION AND CONSENT OF LEBOEUF, LAMB, GREENE & MACRAE

Ladies and Gentlemen:

We are acting as counsel for Dynamic Materials Corporation, a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), of the Company's registration statement on Form S-8 (the "Registration Statement") for the registration of 50,000 shares of the Company's common stock, par value \$0.05 per share (the "Stock"), to be issued and sold pursuant to the Company's Employee Stock Purchase Plan (the "Plan").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, (iii) the Certificate of Incorporation, as amended, and the Bylaws, as amended, of the Company, as in effect on the date hereof, (iv) resolutions of the Board of Directors of the Company, dated July 1, 2003, authorizing the issuance of the Stock and (v) such other instruments, certificates, records and documents, and such matters of law, as we have considered necessary or appropriate for the purposes hereof. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as copies and the authenticity of the originals of such latter documents. As to any facts material to our opinion, we have, when relevant facts were not independently established, relied upon the aforesaid Registration Statement, resolutions, instruments, certificates, records and documents. We have also assumed the regularity of all corporate procedures.

Based upon the foregoing, and subject to the limitations and qualifications contained in this opinion, we are of the opinion that:

1. The issuance of the Stock has been duly authorized by the Board of Directors of the Company.
2. The Stock will be validly issued, fully paid and non-assessable when the Stock shall have been issued, sold and delivered for the consideration contemplated in the Plan.

We express no opinion with respect to any laws other than the General Corporation Law of the State of Delaware, the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting the Delaware laws, and the federal laws of the United States.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ LeBoeuf, Lamb, Greene & MacRae, L.L.P.

New York, New York
May 13, 2004

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Dynamic Materials Corporation's Employee Stock Purchase Plan of our report dated February 27, 2004, with respect to the consolidated financial statements of Dynamic Materials Corporation included in its Form 10-K for the year ended December 31, 2003, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Denver, Colorado
May 13, 2004