

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)

551 ASPEN RIDGE DRIVE
LAFAYETTE, COLORADO 80026
(Address of principal executive offices)

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

RICHARD A. SANTA
VICE PRESIDENT
AND CHIEF FINANCIAL OFFICER
DYNAMIC MATERIALS CORPORATION
551 ASPEN RIDGE DRIVE
LAFAYETTE, COLORADO 80026
(303) 665-5700

WITH COPIES TO:
DEBORAH J. FRIEDMAN, ESQ.
DAVIS GRAHAM & STUBBS LLP
1550 SEVENTEENTH STREET, SUITE 500
DENVER, COLORADO 80202
(303) 892-9400

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

<TABLE>
<CAPTION>

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
<S> Common Stock (\$.05 par value)...	<C> 125,000 shares	<C> \$1.19	<C> \$148,750	<C> \$37.19

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- (1) Pursuant to Rule 457(h), the price per share and aggregate offering price are based upon the average of the high and low prices of the Company's Common Stock on January 22, 2001 as reported on The Nasdaq Stock Market.

EXPLANATORY NOTE

This Registration Statement registers 125,000 shares of the common stock (the "Common Stock"), par value \$.05 per share, of Dynamic Materials Corporation (the "Company") issuable under the Company's Employee Stock Purchase Plan. The remaining 50,000 shares have been previously registered by Registration Statement on Form S-8, No. 333-58033, which registration statement is hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Lafayette, State of Colorado, on this 18th day of January, 2001.

DYNAMIC MATERIALS CORPORATION

By: /s/ YVON CARIOU

 Yvon Cariou
 President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Yvon Cariou and Richard A. Santa, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<TABLE>

<CAPTION>

SIGNATURE	TITLE	DATE
<S> /s/ YVON CARIOU ----- Yvon Cariou	<C> President and Chief Executive Officer (Principal Executive Officer)	<C> January 18, 2001
/s/ RICHARD A. SANTA ----- Richard A. Santa	Vice President, Chief Financial Officer, and Secretary (Principal Financial and Accounting Officer)	January 18, 2001
----- Bernard Hueber	Chairman and Director	January 18, 2001
/s/ DEAN K. ALLEN ----- Dean K. Allen	Director	January 18, 2001
/s/ BERNARD FONTANA ----- Bernard Fontana	Director	January 18, 2001
/s/ GEORGE W. MORGENTHALE ----- George W. Morgenthaler	Director	January 18, 2001
/s/ GERARD MUNERA ----- Gerard Munera	Director	January 18, 2001

/s/ MICHEL PHILIPPE

Director

January 18, 2001

Michel Philippe

/s/ BERNARD RIVIERA

Director

January 18, 2001

Bernard Riviera

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EXHIBIT INDEX

Exhibit No.	Description
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4.1	Certificate of Incorporation of the Company (incorporated by reference to Exhibit B to the Company's definitive proxy statement filed July 14, 1997, relating to the Company's August 14, 1997 special meeting of shareholders).
4.2	Bylaws of the Company (incorporated by reference to Exhibit C to the Company's definitive proxy statement filed July 14, 1997, relating to the Company's August 14, 1997 special meeting of shareholders).
4.3	Form of certificate representing shares of Common Stock of the Registrant (incorporated by reference from the Registrant's Quarterly Report on Form 10-QSB for the quarter ended September 30, 1997).
4.4	Dynamic Materials Corporation 1997 Equity Incentive Plan (incorporated by reference to the Company's definitive proxy statement filed April 17, 1997, relating to the Company's May 23, 1997 annual meeting of shareholders).
5.1	Opinion of Davis Graham & Stubbs LLP as to the legality of issuance of the Shares.
23.1	Consent of Arthur Andersen LLP.
23.2	Consent of Davis Graham & Stubbs LLP (see Exhibit 5.1).

January 19, 2001

Dynamic Materials Corporation
551 Aspen Ridge Drive
Lafayette, CO 80026

RE: REGISTRATION ON FORM S-8 OF 125,000 SHARES OF COMMON STOCK
TO BE ISSUED PURSUANT TO THE DYNAMIC MATERIALS CORPORATION
EMPLOYEE STOCK PURCHASE PLAN.

Ladies and Gentlemen:

We have acted as counsel to Dynamic Materials Corporation, a Delaware corporation (the "Company"), in connection with the registration by the Company of 125,000 shares of Common Stock, \$.05 par value (the "Shares"), described in the Registration Statement on Form S-8 of the Company being filed with the Securities and Exchange Commission concurrently herewith. The 125,000 Shares will be issued pursuant to the Company's Employee Stock Purchase Plan (the "Purchase Plan"). We have examined certain corporate records and proceedings of the Company, including actions taken by the Company in respect of the authorization and issuance of the Shares, and such other matters as we deemed appropriate.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when sold as contemplated by the Purchase Plan and the Registration Statement, will be validly issued, fully paid and nonassessable.

We hereby consent to the use of this opinion as an exhibit to the above-mentioned Registration Statement.

Sincerely,

/s/ Davis Graham & Stubbs LLP

ARTHUR ANDERSEN LLP

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement on Form S-8 of our report dated February 16, 2000, on the financial statements of Dynamic Materials Corporation, which report appears in Dynamic Materials Corporation's Annual Report on Form 10-K for the year ended December 31, 1999.

Arthur Andersen LLP

Denver, Colorado
January 17, 2001