
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

Post-Effective Amendment No. 1 to

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)

84-0608431

(I.R.S. Employer Identification No.)

**5405 Spine Road
Boulder, Colorado 80301
(303) 665-5700**

(Address, including zip code and telephone number, including area code, of registrant's principal executive office)

**Richard A. Santa
Senior Vice President and Chief Executive Officer
5405 Spine Road
Boulder CO 80301
(303) 604-3938**

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

With a copy to:

Garth B. Jensen, Esq.
Sherman & Howard L.L.C.
633 17th Street, Suite 3000
Denver, CO 80202
(303) 299-8257

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Deregistration of Unsold Securities/Termination of Effectiveness.

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement relates to the Registration Statement on Form S-8 (File No. 333-115563), filed with the Securities and Exchange Commission (the "SEC") on May 17, 2004 (the "Registration Statement") by Dynamic Materials Corporation (the "Registrant"), relating to the registration of 50,000 shares of common stock, par value \$0.05 per share (the "Common Stock") of the Registrant issuable under Registrant's Employee Stock Purchase Plan.

