

Edgar Filing: DMC Global Inc. - Form 8-K

DMC Global Inc.
Form 8-K
June 01, 2018

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): June 1, 2018 (May 31, 2018)

DMC GLOBAL INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware 0-8328 84-0608431
(State or Other Jurisdiction of Incorporation) (Commission File Number) (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)

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))

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 5.07

Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders (the "Annual Meeting") of DMC Global Inc. (the "Company") was held on May 31, 2018. At the Annual Meeting, the stockholders of the Company (i) elected the seven persons listed below to serve as directors of the Company until the 2019 Annual Meeting of Stockholders; (ii) approved, by a non-binding advisory vote, the compensation of the Company's executive officers; and (iii) ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

The Company had 14,875,223 shares of Common Stock outstanding as of April 6, 2018, the record date for the Annual Meeting. At the Annual Meeting, holders of a total of 14,129,573 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 The stockholders elected each of the seven nominees to the Board of Directors for a one-year term. The voting results were as follows:

Name	Shares Voted "For"	Shares Withheld	Broker Non-Votes
David C. Aldous	11,124,396	838,526	2,166,651
Yvon Pierre Cariou	11,329,700	633,222	2,166,651
Robert A. Cohen	11,087,520	875,402	2,166,651
James J. Ferris	10,412,999	1,549,923	2,166,651
Richard P. Graff	10,928,881	1,034,041	2,166,651
Kevin T. Longe	11,345,420	617,502	2,166,651
Clifton Peter Rose	11,159,659	803,263	2,166,651

Proposal 2 The results on the non-binding advisory vote concerning the compensation of the Company's executive officers (the "say-on-pay vote") were as follows:

Shares Voted "For"	Shares Voted "Against"	Shares Voted "Abstain"	Broker Non-Votes
10,330,970	1,390,261	241,691	2,166,651

Proposal 3 The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. The voting results were as follows:

Shares Voted "For"	Shares Voted "Against"	Shares Voted "Abstain"
13,489,482	620,760	19,331

Item 8.01

Other Matters.

The Board of Directors of the Company approved the following membership structure of the committees of the Board of Directors, effective as of May 31, 2018:

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Name	Audit Committee	Compensation Committee	Corporate Governance and Nominating Committee	Health, Safety, Security and Environment Committee
David C. Aldous				
Yvon Pierre Cariou				C
Robert A. Cohen		C		
James J. Ferris				
Richard P. Graff	C			
Kevin T. Longe				
Clifton Peter Rose			C	

C - Chair - Member

SIGNATURES

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: June 1, 2018 By: /s/ Michael Kuta
Michael Kuta
Chief Financial Officer