





Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On August 22, 2018, the Board of Directors of DMC Global Inc. (the “Company”) made certain amendments to the Company’s bylaws. In particular:

The advance notice provisions of the bylaws as amended (the “Amended and Restated Bylaws”) provide that a stockholder seeking to propose business or a director nominee for consideration at an annual stockholders’ meeting must provide notice to the Company by a date that is in most cases 90 days prior to the first anniversary of the prior year’s annual meeting. Under the Company’s prior bylaws (the “Prior Bylaws”) such a notice was required in most cases 60 days in advance of the first anniversary of the prior year’s annual meeting.

The Amended and Restated Bylaws require a stockholder proposing business or a director nominee at a stockholders’ meeting to provide the following disclosures, none of which was expressly required under the Prior Bylaws:

a proposing stockholder is required to disclose any derivative instruments and short positions it holds relating to the Company’s securities;

a proposing stockholder is required to disclose, with respect to a proposed director candidate, any agreements or relationships between the stockholder and the candidate and any voting commitments the candidate has made; and

a proposed director candidate is required to provide any information reasonably requested by the Company to determine the candidate’s independence and qualifications to serve on board committees.

The Amended and Restated Bylaws apply to director nominations made at a special meeting of stockholders if the board determines that director elections will be held at such a meeting; the Prior Bylaws did not include provisions addressing this situation.

The Amended and Restated Bylaws eliminate provisions limiting the Company’s obligation to provide advancement to officers in connection with legal proceedings in certain circumstances.

The Amended and Restated Bylaws reflect certain ministerial changes.

The foregoing discussion is qualified in its entirety by the complete text of the Amended and Restated Bylaws, which are included as Exhibit 3.2 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibits Number

3.2 Amended and Restated Bylaws of DMC Global Inc.

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: August 27, 2018 By: /s/ Michael Kuta  
Michael Kuta  
Chief Financial Officer