

DYNAMIC MATERIALS CORP

Form 8-K

May 13, 2016

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): May 12, 2016

Dynamic Materials Corporation

(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))
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## Item 5.07

## Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Stockholders held on May 12, 2016 the stockholders of Dynamic Materials Corporation (the "Company") (i) elected the persons listed below to serve as directors of the Company until the 2017 Annual Meeting of Stockholders; (ii) approved, by a non-binding advisory vote, the compensation of the Company's executive officers; (iii) approved the amendment to the Company's 2006 Stock Incentive Plan; and (iv) ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016.

The Company had 14,385,491 shares of Common Stock outstanding as of March 24, 2016, the record date for the Annual Meeting. At the Annual Meeting, holders of a total of 13,384,325 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
Gerard Munera	8,719,716	2,485,542	2,179,067
Kevin T. Longe	10,552,438	652,820	2,179,067
David C. Aldous	10,709,860	495,398	2,179,067
Yvon Pierre Cariou	6,607,376	4,597,882	2,179,067
Robert A. Cohen	8,164,779	3,040,479	2,179,067
James J. Ferris	8,978,389	2,226,869	2,179,067
Richard P. Graff	10,027,074	1,178,184	2,179,067

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

Shares Voted "For"	Shares Voted "Against"	Shares Voted "Abstain"	Broker Non-Votes
6,580,235	4,401,354	223,669	2,179,067

The Compensation Committee has considered the results of the non-binding advisory vote on executive compensation and plans to engage with its stockholders to discuss their concerns about our past compensation as it considers compensation going forward.

Proposal 3 The stockholders approved the amendment to the Company's 2006 Stock Incentive Plan. The voting results were as follows:

Shares Voted "For"	Shares Voted "Against"	Shares Voted "Abstain"	Broker Non-Votes
10,112,119	1,072,059	21,080	2,179,067

Proposal 4 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, 2016. The voting results were as follows:

Shares Voted	Shares Voted	Shares Voted	Broker Non-Votes

"For"	"Against"	"Abstain"	
13,048,343	303,370	32,612	—

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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.

DYNAMIC MATERIALS  
CORPORATION

Dated: May 13, 2016 By: /s/ Michael Kuta  
Michael Kuta  
Chief Financial Officer