

DYNAMIC MATERIALS CORP
Form 4
February 22, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LONGE KEVIN T

2. Issuer Name and Ticker or Trading Symbol
DYNAMIC MATERIALS CORP
[BOOM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Last) (First) (Middle)
C/O DYNAMIC MATERIAL CORPORATION, 5405 SPINE ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2016

BOULDER, CO 80301

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (1) (2) | | |
| Common Stock | 02/18/2016 | | A | | 40,000 \$ 0 | D | |
| Common Stock | | | | | 26,500 | I | By Kevin T. Longe Revocable Trust |
| Common Stock | | | | | 6,674 ⁽³⁾ | I | By Spouse |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LONGE KEVIN T C/O DYNAMIC MATERIAL CORPORATION 5405 SPINE ROAD BOULDER, CO 80301 | X | | President and CEO | |

Signatures

/s/ Teri Scott, as attorney-in-fact 02/22/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This stock award is subject to the lapse of restrictions, one-half of which are performance-based and one-half of which are time-based. The restrictions will lapse with respect to one-half of the shares in equal amounts on each of the first, second and third anniversaries of the grant date. In addition, on the date the Company's annual report on Form 10-K is filed after the second anniversary of the grant date, restrictions will lapse on up to all or a portion of the remaining one-half of the shares based on the following formula, which takes into account the Company's achievement of budgeted Adjusted EBITDA and the total return to the Company's shareholders in comparison to the total shareholder return of the Company's peer group of public companies:
- (2) the number of shares equal to 25% of the total number of shares awarded multiplied by the percentage that is the sum of (a) the percentage obtained by dividing (i) the average actual Adjusted EBITDA of the Company of each of the two fiscal years ending immediately prior to the second anniversary, by (ii) the Company's budgeted Adjusted EBITDA for the fiscal year in which the stock award was granted; and (b) the amount (which may be negative) of (x) the total annual shareholder return (expressed as a percentage) for

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the Company's stock calculated by the average closing stock price during the month of January prior to the second anniversary compared with the average closing stock during the month of January prior to the first anniversary, less (y) the average total shareholder return calculated on a similar basis for the stock of the Company's peer group of companies (as approved by the Compensation Committee of the Company's Board of Directors) at the time of the stock award.

(3) The Reporting Person disclaims beneficial ownership of these shares owned by his spouse.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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