

SHEPSTON MICHELLE H
Form 4
February 28, 2019

FORM 4

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

OMB APPROVAL

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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 *
SHEPSTON MICHELLE H

(Last) (First) (Middle)
C/O DMC GLOBAL INC., 5405
SPINE ROAD
(Street)

BOULDER, CO 80301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DMC Global Inc. [BOOM]

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Legal Officer

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/26/2019		A		3,668 (1)	A	\$ 0 22,759 D
Common Stock	02/27/2019		F		587 (2)	D	\$ 48.23 22,172 D
Common Stock						I	100 (3) By Spouse

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

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number.

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. Amount or Number of Shares
Performance Share Units	(4)	02/26/2019		A	1,834	(5) (5)	Common Stock	1,834

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEPSTON MICHELLE H C/O DMC GLOBAL INC. 5405 SPINE ROAD BOULDER, CO 80301			Chief Legal Officer	

Signatures

/s/ Teri Scott, as attorney-in-fact 02/28/2019

**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 time-based restrictions. The restrictions will lapse with respect to one-third of the shares in equal amounts on each of the first, second and third anniversaries of the grant date.
 - (2) Represents withholding of shares to satisfy tax obligations upon the vesting of restricted stock.
 - (3) The reporting person disclaims beneficial ownership of these shares owned by her spouse.
 - (4) Each Performance Share Unit ("PSU") represents the contingent right to receive one share of the Issuer's common stock based on certain vesting conditions.

The number of PSUs that will vest and the number of shares of Issuer's common stock that will be awarded, if any, is contingent on the Issuer's average Adjusted EBITDA as compared to target Adjusted EBITDA and the Issuer's total shareholder return ("TSR") relative to the TSR of identified peer companies achieved over the three year period from 2019 through 2021, with potential to earn a number of shares of common stock between 0% and 200% of the number of target PSUs awarded. This PSU award will cliff vest, if at all, after the performance period ending December 31, 2021.

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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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