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DYNAMIC MATERIALS CORP

Form S-8

May 17, 2004

As filed with the Securities and Exchange Commission on May 17, 2004.

Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549  
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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

DYNAMIC MATERIALS CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of incorporation or organization) 840608431  
(I.R.S. Employer Identification Number)

5405 SPINE ROAD  
BOULDER, COLORADO 80301  
(303) 665-5700 (Address,  
including zip code, and telephone number,  
including area code, of Registrant's principal executive offices)

DYNAMIC MATERIALS CORPORATION  
EMPLOYEE STOCK PURCHASE PLAN  
(Full title of the plan)  
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With copies to:

RICHARD A. SANTA  
VICE PRESIDENT  
AND CHIEF FINANCIAL OFFICER  
DYNAMIC MATERIALS CORPORATION  
5405 SPINE ROAD  
BOULDER, COLORADO 80301  
(303) 665-5700

Pierre F. de Ravel d'Esclapon  
LEBOEUF, LAMB, GREENE & MacRAE, L.L.P.  
125 WEST 55TH STREET  
NEW YORK, NY 10019  
(212) 424-8000

-----  
CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering |
|--|-----------------------------|---|-------------------------------------|
|  |                             |   |                                     |

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|   |        |        |        |
|---|--------|--------|--------|
| Common Stock, par value \$0.05 per share..... | 50,000 | \$3.00 | \$150, |
|---|--------|--------|--------|

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1. Pursuant to Rule 416, there are also registered hereunder such indeterminate number of additional shares as may become issuable under the Employee Stock Purchase Plan as a result of antidilution provisions or with respect to stock splits, stock dividends or similar transactions which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

2. The registration fee with respect to these shares has been computed in accordance with paragraphs (c) and (h) of Rule 457, based upon the average of the reported high and low sale prices of the Registrant's common stock on the Nasdaq Stock Market on May 12, 2004.

EXPLANATORY NOTE

This Registration Statement registers 50,000 shares of the common stock (the "Common Stock"), par value \$0.05 per share, of Dynamic Materials Corporation (the "Company") issuable under the Company's Employee Stock Purchase Plan (the "Plan"). The remaining 175,000 shares have been previously registered by Registration Statements on Form S-8, No. 333-58033 and No. 333-54166, which registration statements are hereby incorporated by reference.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for by Part I of Form S-8 will be delivered to participants in the Plan as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not being filed with the Securities and Exchange Commission as part of this Registration Statement or as prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Upon written or oral request, the Company will provide, without charge, the documents incorporated by reference in Item 3 of Part II of this Registration Statement and such other documents required to be delivered to employees pursuant to Rule 428(b). Requests for such information should be directed to Corporate Secretary, Dynamic Materials Corporation, 5405 Spine Road, Boulder, Colorado 80301, (303) 665-5700.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

We incorporate by reference in this registration statement the following documents we have filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended:

1. Our Annual Report on Form 10-K for the year ended December 31, 2003,

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filed March 22, 2004 (SEC File No. 001-14715);

2. Our Quarterly Report on Form 10-Q/A for the quarter ended March 31, 2004, filed May 14, 2004 (SEC File No. 001-14715);

3. Our Current Report on Form 8-K, filed April 6, 2004 (SEC File No. 001-14715); and

4. Our Registration Statement on Form 8-A, filed January 21, 1999 (SEC File No. 001-14715).

All documents that we subsequently file pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, other than any information we furnish, rather than file, with the Securities and Exchange Commission pursuant to certain items of Form 8-K, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

### Item 8. Exhibits.

The following is a list of all exhibits filed as a part of this Registration Statement on Form S-8, including those incorporated herein by reference.

| Exhibit<br>Number | Description of Exhibit  |
|-------------------|---|
| 4.1               | Certificate of Incorporation of the Company (incorporated by reference to the Company's Quarterly Report on Form 10-Q/A for the quarter ended March 31, 2004).  |
| 4.2               | Bylaws of the Company (incorporated by reference to the Company's Quarterly Report on Form 10-Q/A for the quarter ended March 31, 2004).  |
| 4.3               | Form of Certificate representing shares of Common Stock of the Company (incorporated by reference from the Company's Quarterly Report on Form 10-QSB for the quarter ended September 30, 1997).   |
| 4.4               | Dynamic Materials Corporation Employee Stock Purchase Plan (incorporated by reference to Appendix B to the Company's definitive proxy statement filed September 16, 2003, relating to the Company's 2003 annual meeting of stockholders). |
| 5.1               | Opinion of LeBoeuf, Lamb, Greene & MacRae, L.L.P.   |
| 23.1              | Consent of Ernst & Young LLP.   |
| 23.2              | Consent of LeBoeuf, Lamb, Greene & MacRae, L.L.P. (included in Exhibit 5.1).  |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boulder, State of Colorado, on the 17th day of May, 2004.

DYNAMIC MATERIALS CORPORATION

By: /s/ Yvon Cariou  
-----  
Yvon Cariou  
President and Chief Executive Officer

POWER OF ATTORNEY

The undersigned do hereby constitute and appoint Yvon Cariou and Richard A. Santa, or either of them, our true and lawful attorneys and agents, to sign for us or any of us in our names and in the capacities indicated below, any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and other documents required in connection therewith, and to do any and all acts and things in our names and in the capacities indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission, in connection with this Registration Statement; and we do hereby ratify and confirm all that the said attorneys and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 17th day of May, 2004.

| SIGNATURE                               | TITLE  |
|---|--|
| /S/ YVON CARIOU<br>YVON CARIOU          | President and Chief Executive Officer<br>(Principal Executive Officer)                                   |
| /S/ RICHARD A SANTA<br>RICHARD A. SANTA | Vice President, Chief Financial Officer and<br>Secretary<br>(Principal Financial and Accounting Officer) |
| /S/ JOHN G BANKER<br>JOHN G. BANKER     | Vice President, Marketing & Sales, Clad Metal<br>Division<br>(Executive Officer)                         |
| /S/ BERNARD FONTANA<br>BERNARD FONTANA  | Chairman and Director  |
| /S/ DEAN K. ALLEN<br>DEAN K. ALLEN      | Director   |
| /S/ BERNARD HUEBER<br>BERNARD HUEBER    | Director   |
| /S/ JACQUES LOPPION                     | Director   |

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JACQUES LOPPION

/S/ GEORGE W. MORGENTHALER Director  
GEORGE W. MORGENTHALER

/S/ GERARD MUNERA Director  
GERARD MUNERA

/S/ FRANCOIS SCHWARTZ Director  
FRANCOIS SCHWARTZ

INDEX TO EXHIBITS

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