PHOTRONICS INC
Form 10-Q
September 04, 2014

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

FORM 10-Q

T QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended August 3, 2014
OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ___ to ___

Commission file number 0-15451

PHOTRONICS, INC.
(Exact name of registrant as specified in its charter)

Connecticut	06-0854886
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

15 Secor Road, Brookfield, Connecticut 06804
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (203) 775-9000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes T No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes T No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer," "accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer o Accelerated Filer T Non-Accelerated Filer o Smaller Reporting Company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes o No T

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at August 28, 2014
Common Stock, $0.01 par value	61,768,425 Shares

Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements made by or on behalf of Photronics, Inc. ("Photronics" or the "Company"). These statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. Forward-looking statements may be identified by words like "expect," "anticipate," "believe," "plan," "projects," "could," "estimate, " "intend, " "may, " "will" and similar expressions, or the negative of such terms, or other comparable terminology. All forward-looking statements involve risks and uncertainties that are difficult to predict. In particular, any statement contained in this quarterly report on Form 10-Q or in other documents filed with the Securities and Exchange Commission, in press releases or in the Company's communications and discussions with investors and analysts in the normal course of business through meetings, phone calls, or conference calls regarding, among other things, the consummation and benefits of transactions and acquisitions, expectations with respect to future sales, financial performance, operating efficiencies, or product expansion, are subject to known and unknown risks, uncertainties, and contingencies, many of which are beyond the control of the Company. Various factors may cause actual results, performance, or achievements to differ materially from anticipated results, performance, or achievements expressed or implied by forward-looking statements. Factors that might affect forward-looking statements include, but are not limited to, overall economic and business conditions; economic and political conditions in international markets; the demand for the Company's products; competitive factors in the industries and geographic markets in which the Company competes; federal, state and international tax requirements (including tax rate changes, new tax laws and revised tax law interpretations); interest rate and other capital market conditions, including changes in the market price of the Company's securities; foreign currency exchange rate fluctuations; changes in technology; the timing, impact, and other uncertainties relating to transactions and acquisitions, divestitures and joint ventures as well as decisions the Company may make in the future regarding the Company’s business, capital and organizational structure and other matters; the seasonal and cyclical nature of the semiconductor and flat panel display industries; management changes; damage or destruction to the Company's facilities, or the facilities of its customers or suppliers, by natural disasters, labor strikes, political unrest, or terrorist activity; the ability of the Company to (i) place new equipment in service on a timely basis; (ii) obtain additional financing; (iii) achieve anticipated synergies and cost savings; (iv) fully utilize its tools; (v) achieve desired yields, pricing, product mix, and market acceptance of its products and (vi) obtain necessary export licenses. Any forward-looking statements should be considered in light of these factors. Accordingly, there is no assurance that the Company's expectations will be realized. The Company does not assume responsibility for the accuracy and completeness of the forward-looking statements and does not assume an obligation to provide revisions to any forward-looking statements, except as otherwise required by securities and other applicable laws.

PHOTRONICS, INC.
AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

Item 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

PHOTRONICS, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(in thousands, except per share amounts)
(unaudited)

	August 3, 2014	November 3, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$196,338	$215,615
Accounts receivable, net of allowance of $2,719 in 2014 and $3,541 in 2013	102,899	73,357
Inventories	23,661	18,849
Other current assets	30,939	10,645
Total current assets	353,837	318,466
Property, plant and equipment, net	547,377	422,740
Investment in joint venture	93,141	93,124
Intangible assets, net	31,277	34,080
Deferred income taxes	12,263	12,455
Other assets	7,531	5,064
Total assets	$1,045,426	$885,929
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of long-term borrowings	$10,306	$11,818
Accounts payable	81,977	68,421
Accrued liabilities	56,718	24,348
Total current liabilities	149,001	104,587
Long-term borrowings	156,283	182,203
Other liabilities	19,881	11,308
Total liabilities	325,165	298,098
Commitments and contingencies		
Equity:		
Preferred stock, $0.01 par value, 2,000 shares authorized, none issued and outstanding	-	-
Common stock, $0.01 par value, 150,000 shares authorized, 61,452 shares issued and outstanding at August 3, 2014 and 61,083 shares issued and outstanding at November 3, 2013	615	611
Additional paid-in capital	496,571	498,861
Retained earnings	81,158	59,439
Accumulated other comprehensive income	31,594	26,403

Total Photronics, Inc. shareholders' equity	609,938	585,314
Noncontrolling interests	110,323	2,517
Total equity	720,261	587,831
Total liabilities and equity	$1,045,426	$885,929

See accompanying notes to condensed consolidated financial statements.

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PHOTRONICS, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Income
(in thousands, except per share amounts)
(unaudited)

	Three Months Ended		Nine Months Ended	
	August 3, 2014	July 28, 2013	August 3, 2014	July 28, 2013
Net sales	$124,852	$109,652	$331,276	$316,171
Costs and expenses:				
Cost of sales	(96,202)	(82,574)	(257,554)	(243,206)
Selling, general and administrative	(12,394)	(12,068)	(38,092)	(35,286)
Research and development	(5,199)	(4,985)	(16,111)	(14,380)
Operating income	11,057	10,025	19,519	23,299
Other income (expense):				
Gain on acquisition	-	-	16,372	-
Interest expense	(1,809)	(1,909)	(5,610)	(5,705)
Interest and other income (expense), net	641	937	2,346	3,226
Income before income tax provision	9,889	9,053	32,627	20,820
Income tax provision	(2,545)	(2,689)	(7,291)	(6,155)
Net income	7,344	6,364	25,336	14,665
Net income attributable to noncontrolling interests	(3,158)	(424)	(3,617)	(1,539)
Net income attributable to Photronics, Inc. shareholders	$4,186	$5,940	$21,719	$13,126
Earnings per share:				
Basic	$0.07	$0.10	$0.35	$0.22
Diluted	$0.07	$0.10	$0.34	$0.21
Weighted-average number of common shares outstanding:				
Basic	61,436	60,746	61,336	60,505
Diluted	62,432	66,177	77,706	61,478

See accompanying notes to condensed consolidated financial statements.

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PHOTRONICS, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Comprehensive Income
(in thousands)
(unaudited)

	Three Months Ended		Nine Months Ended	
	August 3, 2014	July 28, 2013	August 3, 2014	July 28, 2013
Net income	$7,344	$6,364	$25,336	$14,665
Other comprehensive income (loss), net of tax of $0:				
Foreign currency translation adjustments	2,088	(1,640)	5,194	(6,602)
Amortization of cash flow hedge	32	32	96	96
Other	-	5	-	15
Total other comprehensive income (loss)	2,120	(1,603)	5,290	(6,491)
Comprehensive income	9,464	4,761	30,626	8,174
Less: comprehensive income attributable to noncontrolling interests	3,703	27	4,116	709
Comprehensive income attributable to Photronics, Inc. shareholders	$5,761	$4,734	$26,510	$7,465

See accompanying notes to condensed consolidated financial statements.

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PHOTRONICS, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Nine Months Ended	
	August 3, 2014	July 28, 2013
Cash flows from operating activities:		
Net income	$25,336	$14,665
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	58,412	55,081
Gain on acquisition	(16,372)	-
Changes in assets and liabilities:		
Accounts receivable	(1,479)	(8,494)
Inventories	(3,339)	(515)
Other current assets	1,657	(6,540)
Accounts payable, accrued liabilities and other	(2,377)	13,357
Net cash provided by operating activities	61,838	67,554
Cash flows from investing activities:		
Purchases of property, plant and equipment	(58,278)	(47,281)
Cash from acquisition	4,508	-
Other	(759)	(2,630)
Net cash used in investing activities	(54,529)	(49,911)
Cash flows from financing activities:		
Repayments of long-term borrowings	(27,432)	(4,990)
Payments of deferred financing fees	(336)	(40)
Proceeds from share-based arrangements	1,043	715
Repurchase of common stock of subsidiary	-	(31,627)
Other	(597)	-
Net cash used in financing activities	(27,322)	(35,942)
Effect of exchange rate changes on cash and cash equivalents	736	(2,473)
Net decrease in cash and cash equivalents	(19,277)	(20,772)
Cash and cash equivalents at beginning of period	215,615	218,043
Cash and cash equivalents at end of period	$196,338	$197,271
Supplemental disclosure of non-cash information:		
Accrual for property, plant and equipment purchased during the period	$30,795	$27,572
Capital lease obligation for purchase of equipment	-	22,927
Noncash net assets from acquisition	110,211	-

See accompanying notes to condensed consolidated financial statements.

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PHOTRONICS, INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
Three Months and Nine Months Ended August 3, 2014 and July 28, 2013
(unaudited)
(in thousands, except share amounts)

NOTE 1 - BASIS OF FINANCIAL STATEMENT PRESENTATION

Photronics, Inc. and its subsidiaries ("Photronics" or “the Company") is one of the world's leading manufacturers of photomasks, which are high precision photographic quartz plates containing microscopic images of electronic circuits. Photomasks are a key element in the manufacture of semiconductors and flat panel displays ("FPDs"), and are used as masters to transfer circuit patterns onto semiconductor wafers and flat panel substrates during the fabrication of integrated circuits ("ICs") and a variety of FPDs and, to a lesser extent, other types of electrical and optical components. The Company currently operates principally from nine manufacturing facilities, two of which are located in Europe, three in Taiwan, one in Korea, and three in the United States.

On April 4, 2014, DNP Photomask Technology Taiwan Co., Ltd. (“DPTT”), a wholly owned subsidiary of Dai Nippon Printing Co., Ltd. (“DNP”), merged into Photronics Semiconductor Mask Corporation (“PSMC”), a wholly owned subsidiary of Photronics. All of the assets and liabilities of DPTT existing prior to the merger were assumed by the renamed surviving entity of the merger, Photronics DNP Mask Corporation (“PDMC”). Photronics and DNP own 50.01 percent and 49.99 percent of PDMC, respectively.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for annual financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the interim period are not necessarily indicative of the results that may be expected for the fiscal year ending November 2, 2014. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended November 3, 2013.

NOTE 2 – ACQUISITION OF DNP PHOTOMASK TECHNOLOGY TAIWAN CO., LTD.

On April 4, 2014, DPTT merged into PSMC, the Company’s IC manufacturing subsidiary located in Taiwan, to form PDMC. Throughout this report the merger of DPTT into PSMC is referred to as the “DPTT Acquisition.” In connection with the DPTT Acquisition, the Company transferred consideration with a fair value of $41.0 million. The Company owns 50.01 percent of PDMC and includes its financial results in its consolidated financial statements, while DNP owns the remaining 49.99 percent of PDMC. The DPTT Acquisition was the result of the Company’s desire to combine the strengths in logic and memory photomask technologies of PSMC and DPTT in order to enhance its capability with customers in the region.

The DPTT Acquisition met the conditions of a business combination as defined by Accounting Standards Codification (“ASC”) 805 and, as such, is accounted for under ASC 805 using the acquisition method of accounting. ASC 805 defines the three elements of a business as Input, Process and Output. As a result of the DPTT Acquisition, Photronics acquired the machinery and equipment utilized in the processes to manufacture product, the building that houses the entire operation and the processes needed to manufacture the product, all previously owned by DPTT. The former DPTT employees hired by Photronics in connection with the acquisition brought with them the skills, experience and know-how necessary to provide the operational processes that, when applied to the acquired assets, represent processes being applied to inputs to create outputs. Having met all three elements of a business as defined in ASC

805, the Company determined that the DPTT Acquisition should be accounted for as a business acquisition.

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The following table summarizes the provisional fair values of assets acquired and liabilities assumed of DPTT, the fair value of the noncontrolling interests and consideration for DPTT at the acquisition date. These provisional amounts could change as a result of the ultimate realization of the acquired net working capital.

Cash and cash equivalents	$4,508
Accounts receivable (gross amount of $28,560, of which $500 is expected to be uncollectable)	28,060
Inventory	1,279
Deferred tax asset	9,787
Other current assets	11,517
Property, plant and equipment	95,431
Identifiable intangible assets	1,552
Other long-term assets	1,328
Accounts payable and accrued expenses	(32,410)
Deferred tax liability	(3,042)
Other long-term liabilities	(3,291)
Total net assets acquired	114,719
Noncontrolling interests retained by DNP	57,348
	57,371
Consideration – 49.99% of fair value of PSMC	40,999
Gain on acquisition	$16,372

In addition to recording the fair values of the net assets acquired, the Company also recorded a gain on acquisition of $16.4 million in the condensed consolidated statement of income within other income (expense) in accordance with ASC 805 using the acquisition method of accounting. The gain on acquisition was primarily due to the difference between the market values of the acquired real estate and personal property exceeding the fair value of the consideration transferred. In addition, a deferred tax liability of $3.0 million was recorded in the opening balance sheet, which had the effect of reducing the gain on acquisition to $16.4 million. Prior to recording the gain, the Company reassessed whether it had correctly identified all of the assets acquired and all of the liabilities assumed. Additionally, the Company also reviewed the procedures used to measure the amounts of the identifiable assets acquired, liabilities assumed and consideration transferred.

The fair value of the consideration represents 49.99 percent of the fair value of PSMC, and is based on recent prices paid by the Company to acquire outstanding shares of PSMC (prior to the acquisition). As a result of the merger, the Company acquired the net assets of DPTT having a fair value of $114.7 million, less noncontrolling interests of $57.3 million retained by DNP, and transferred consideration with a fair value of $41.0 million, resulting in a gain of $16.4 million.

The acquisition date fair value of the property, plant and equipment of DPTT was $95.4 million, which was determined by utilizing the cost and, to a lesser extent, the market approach, based on an in-use premise of value. This fair value measurement is based on significant inputs that are not observable in the market and thus represents a fair value measurement categorized within Level 3 of the fair value hierarchy. Key assumptions include local and current construction replacement cost multipliers, amounts of ancillary replacement costs, physical deterioration, and economic and functional obsolescence to adjust the current replacement costs by, as well as the estimated economic lives of the assets.

Identifiable intangible assets acquired were primarily customer relationships, which represent the fair value of relationships and agreements DPTT had in place at the date of the merger. The customer relationships had a fair value of $1.5 million at the acquisition date, determined by using the multi-period excess earnings method and an estimated useful life of twelve years. The acquisition date fair value of the remainder of the identifiable assets acquired and liabilities assumed were equivalent to, or did not materially differ from, their carrying values.

Acquisition costs related to the merger were $2.5 million for the nine month period ended August 3, 2014, and are included in selling, general and administrative expense in the condensed consolidated statements of income. No acquisition costs were incurred during the three month period ended August 3, 2014.

Revenues and net income attributable to Photronics, Inc. shareholders of PDMC included in the Company’s financial results for the three month period ended August 3, 2014 are $45.8 million and $3.2 million, respectively, and from the April 4, 2014, acquisition date through August 3, 2014, are $58.9 million and $3.6 million respectively.

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On a pro forma basis, revenues, earnings and earnings per share of Photronics, Inc. and subsidiaries, calculated as though the merger had occurred as of the beginning of the earliest period presented, for the three month period ended July 28, 2013, and the nine month periods ended August 3, 2014 and July 28, 2013, are presented below. The pro forma earnings for the nine month period ended August 3, 2014, were adjusted to exclude $2.5 million of the above mentioned nonrecurring acquisition related costs and the gain on acquisition of $16.4 million. Other material nonrecurring pro forma adjustments made to arrive at the below earnings amounts included the add back of additional depreciation recorded against DPTT long-lived assets of $3.2 million for the three month period ended July 28, 2013, and $6.6 million and $9.7 million for the nine month periods ended August 3, 2014 and July 28, 2013, respectively. The pro forma information presented does not purport to represent results that would have been achieved had the merger occurred as of the beginning of the earliest period presented, or to be indicative of the Company’s future financial performance.

	Three Months Ended	Nine Months Ended	
	July 28, 2013	August 3, 2014	July 28, 2013
Revenues	$131,872	$375,717	$384,253
Net income	$9,770	$17,270	$27,240
Net income attributable to Photronics, Inc. shareholders	$6,604	$7,892	$17,272
Diluted earnings per share	$0.11	$0.13	$0.28

NOTE 3 - CHANGES IN EQUITY

The following tables set forth the Company's consolidated changes in equity for the three and nine month periods ended August 3, 2014 and July 28, 2013:

Three Months Ended August 3, 2014
Photronics, Inc. Shareholders

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Non-controlling Interests	Total Equity
Balance at May 5, 2014	61,408	$ 614	$495,514	$76,972	$ 30,019	$106,620	$709,739
Net income	-	-	-	4,186	-	3,158	7,344
Other comprehensive income	-	-	-	-	1,575	545	2,120
Sale of common stock through employee stock option and purchase plans	17	-	75	-	-	-	75
Restricted stock awards vesting and expense	27	1	307	-	-	-	308
Share-based compensation expense	-	-	675	-	-	-	675
Balance at August 3, 2014	61,452	$ 615	$496,571	$81,158	$ 31,594	$110,323	$720,261

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Three Months Ended July 28, 2013
Photronics, Inc. Shareholders

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Non-controlling Interests	Total Equity
Balance at April 29, 2013	60,598	$ 606	$ 496,204	$ 48,659	$ 11,416	$ 30,562	$ 587,447
Net income	-	-	-	5,940	-	424	6,364
Other comprehensive loss	-	-	-	-	(1,205)	(398)	(1,603)
Sale of common stock through employee stock option and purchase plans	21	-	51	-	-	-	51
Restricted stock awards vesting and expense	37	1	327	-	-	-	328
Share-based compensation expense	-	-	666	-	-	-	666
Purchase of common stock of subsidiary	-	-	360	-	(202)	(27,596)	(27,438)
Common stock warrant exercise	315	3	(3)	-	-	-	-
Balance at July 28, 2013	60,971	$ 610	$ 497,605	$ 54,599	$ 10,009	$ 2,992	$ 565,815

Nine Months Ended August 3, 2014
Photronics, Inc. Shareholders

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Non-controlling Interests	Total Equity
Balance at November 4, 2013	61,083	$ 611	$ 498,861	$ 59,439	$ 26,403	$ 2,517	$ 587,831
Net income	-	-	-	21,719	-	3,617	25,336
Other comprehensive income	-	-	-	-	4,792	498	5,290
Sale of common stock through employee stock option and purchase plans	213	2	765	-	-	-	767
Restricted stock awards vesting and expense	156	2	1,005	-	-	-	1,007
Share-based compensation expense	-	-	2,122	-	-	-	2,122
Acquisition of DPTT	-	-	(6,291)	-	411	105,404	99,524
Redemption of common stock by subsidiary	-	-	109	-	(12)	(1,713)	(1,616)
Balance at August 3, 2014	61,452	$ 615	$ 496,571	$ 81,158	$ 31,594	$ 110,323	$ 720,261

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	Nine Months Ended July 28, 2013 Photronics, Inc. Shareholders						
	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Non-controlling Interests	Total Equity
Balance at October 29, 2012	60,213	$ 602	$ 493,411	$ 41,473	$ 15,900	$ 34,615	$ 586,001
Net income	-	-	-	13,126	-	1,539	14,665
Other comprehensive loss	-	-	-	-	(5,662)	(829)	(6,491)
Sale of common stock through employee stock option and purchase plans	310	4	441	-	-	-	445
Restricted stock awards vesting and expense	133	1	937	-	-	-	938
Share-based compensation expense	-	-	1,880	-	-	-	1,880
Common stock warrants exercised	315	3	(3)	-	-	-	-
Purchase of common stock of subsidiary	-	-	939	-	(229)	(32,333)	(31,623)
Balance at July 28, 2013	60,971	$ 610	$ 497,605	$ 54,599	$ 10,009	$ 2,992	$ 565,815

NOTE 4 - PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consists of the following:

	August 3, 2014	November 3, 2013
Land	$ 8,767	$ 8,692
Buildings and improvements	125,948	103,676
Machinery and equipment	1,387,714	1,225,091
Leasehold improvements	20,406	4,179
Furniture, fixtures and office equipment	12,400	11,546
Construction in progress	72,039	97,319
	1,627,274	1,450,503
Less accumulated depreciation and amortization	1,079,897	1,027,763
	$ 547,377	$ 422,740

Equipment under capital leases are included in above property, plant and equipment as follows:

	August 3, 2014	November 3, 2013
Machinery and equipment	$ 56,245	$ 21,327
Construction in progress	-	34,918

	56,245	56,245
Less accumulated amortization	9,024	4,932
	$47,221	$ 51,313

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Depreciation expense for property, plant and equipment (excluding equipment under capital leases) was $18.4 million and $48.7 million for the three and nine month periods ended August 3, 2014, respectively, and $15.3 million and $48.4 million for the three and nine month periods ended July 28, 2013, respectively. Amortization expense for equipment under capital leases was $1.4 million and $4.2 million for the three and nine month periods ended August 3, 2014, respectively, and $0.5 million and $1.6 million for the three and nine month periods ended July 28, 2013, respectively.

NOTE 5 - JOINT VENTURE, TECHNOLOGY LICENSE AND OTHER AGREEMENTS WITH MICRON TECHNOLOGY, INC.

In May 2006, Photronics and Micron Technology, Inc. ("Micron") entered into the MP Mask joint venture (“MP Mask”), which develops and produces photomasks for leading-edge and advanced next generation semiconductors. At the time of the formation of the joint venture, the Company also entered into both an agreement to license photomask technology developed by Micron and certain supply agreements.

This joint venture is a variable interest entity ("VIE") (as that term is defined in the ASC) because all costs of the joint venture are passed on to the Company and Micron through purchase agreements they have entered into with the joint venture, and it is dependent upon the Company and Micron for any additional cash requirements. On a quarterly basis the Company reassesses whether its interest in MP Mask gives it a controlling financial interest in this VIE. The purpose of this quarterly reassessment is to identify the primary beneficiary (which is defined in the ASC as the entity that consolidates a VIE) of the VIE. As a result of the reassessment in the current quarter, the Company determined that Micron is still the primary beneficiary of the VIE, by virtue of its tie-breaking voting rights within MP Mask’s Board of Managers, thereby giving it the power to direct the activities of MP Mask that most significantly impact its economic performance, including its decision making authority in the ordinary course of business and its purchasing the majority of products produced by the VIE.

The Company has utilized MP Mask for both high-end IC photomask production and research and development purposes. MP Mask charges its variable interest holders based on their actual usage of its facility. MP Mask separately charges for any research and development activities it engages in at the requests of its owners. The Company recorded cost of sales of $1.1 million and $3.0 million and research and development expenses of $0.2 million and $0.7 million during the three and nine month periods ended August 3, 2014. Cost of sales of $2.2 million and $7.6 million and research and development expenses of $0.2 million and $0.7 million were recorded during the three and nine month periods ended July 28, 2013. As of August 3, 2014 and November 3, 2013, the Company owed MP Mask $6.7 million and $4.5 million, respectively, and had a receivable from Micron of $9.4 million and $4.9 million, respectively, both primarily related to the aforementioned supply agreements.

MP Mask is governed by a Board of Managers, appointed by Micron and the Company. Since MP Mask's inception, Micron, as a result of its majority ownership, has held majority voting power on the Board of Managers. The voting power held by each party is subject to change as ownership interests change. Under the MP Mask joint venture operating agreement, the Company may be required to make additional capital contributions to MP Mask up to the maximum amount defined in the operating agreement. However, should the Board of Managers determine that further additional funding is required, MP Mask shall pursue its own financing. If MP Mask is unable to obtain its own financing, it may request additional capital contributions from the Company. Should the Company choose not to make a requested contribution to MP Mask, its ownership percentage may be reduced.

The Company's investment in the VIE, which represents its maximum exposure to loss, was $93.1 million at August 3, 2014 and November 3, 2013. These amounts are reported in the Company's condensed consolidated balance sheets as "Investment in joint venture". The Company recorded a gain from its investment in the VIE of $0.1 million in the three and nine month periods ending August 3, 2014, a loss in the VIE of $0.2 million in the nine month period ended July 28, 2013, and recorded no income from its investment in the three month period ended July 28, 2013. Income from the VIE is included in "Interest and other income (expense), net" in the condensed consolidated statements of income.

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NOTE 6 - LONG-TERM BORROWINGS

Long-term borrowings consist of the following:

	August 3, 2014	November 3, 2013
3.25% convertible senior notes due in April 2016	$ 115,000	$ 115,000
5.50% convertible senior notes due in October 2014	22,054	22,054
2.77% capital lease obligation payable through July 2018	21,743	25,065
3.09% capital lease obligation payable through March 2016	7,792	10,652
Term loan, which bore interest at a variable rate, as defined, repaid in December 2013	-	21,250
	166,589	194,021
Less current portion	10,306	11,818
	$ 156,283	$ 182,203

In December 2013 the Company amended its credit facility, increasing its limit to $50 million with an expansion capacity to $75 million, and extending its term to December 2018. Simultaneously, the Company repaid its $21.3 million term loan. The interest rate spread on borrowings has been reduced and the minimum fixed charge ratio has been replaced with a minimum interest coverage ratio under the terms of the amended credit facility which, in addition, increased the investment baskets (as defined in the credit facility) and continues to include total leverage ratio and minimum unrestricted cash balance covenants. The credit facility bears interest (1.92 percent at August 3, 2014) based on the Company's total leverage ratio, at LIBOR plus a spread, as defined in the credit facility. As of August 3, 2014, the Company had no outstanding borrowings under the credit facility and $50 million was available for borrowing. The credit facility is secured by substantially all of the Company's assets located in the United States, as well as common stock the Company owns in certain of its foreign subsidiaries.

In August 2013 a $26.4 million principal amount, five year capital lease commenced to fund the purchase of a high-end lithography tool. Payments under the capital lease, which bears interest at 2.77 percent, are $0.5 million per month through July 2018. Under the terms of the lease agreement, the Company must maintain the equipment in good working order, and is subject to a cross default with cross acceleration provision related to certain nonfinancial covenants incorporated in its credit facility. As of August 3, 2014, the total amount payable through the end of the lease term was $23.0 million, of which $21.7 million represented principal and $1.3 million represented interest.

In March 2012 the Company, in connection with its purchase of the U.S. nanoFab facility, amended its credit facility ("the credit facility") to include the addition of a $25 million term loan that was to mature in March 2017. In December 2013, simultaneous with the amendment of its credit facility discussed above, the Company repaid the $21.3 million balance of this term loan that was outstanding at November 3, 2013.

In March 2011 the Company issued through a private offering pursuant to Rule 144A under the Securities Act of 1933, as amended, $115 million aggregate principal amount of 3.25% convertible senior notes. The notes mature on April 1, 2016, and note holders may convert each $1,000 principal amount of notes to approximately 96 shares of common stock (equivalent to an initial conversion price of $10.37 per share of common stock) at any time prior to the close of business on the second scheduled trading day immediately preceding April 1, 2016. The conversion rate is subject to adjustment upon the occurrence of certain events, which are described in the indenture dated March 28, 2011. The Company is not required to redeem the notes prior to their maturity date. Interest on the notes accrues in arrears, and is paid semiannually through the notes' maturity date. The net proceeds of the notes were approximately $110.7 million, which were used, in part, to acquire $35.4 million of the Company's 5.5% convertible senior notes which were to mature on October 1, 2014, and to repay, in full, its then outstanding obligations under capital leases of $19.8 million.

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In September 2009 the Company issued, through a public offering, $57.5 million aggregate principal amount of 5.5% convertible senior notes, which were to mature on October 1, 2014. Under the terms of the offering, the note holders could convert each $1,000 principal amount of notes to approximately 197 shares of common stock (equivalent to an initial conversion price of $5.08 per share of common stock) on, or before, September 30, 2014. The conversion rate is subject to adjustment upon the occurrence of certain events which are described in the indenture dated September 16, 2009. The Company is not required to redeem the notes prior to their maturity. The net proceeds of this offering were approximately $54.9 million, which were used to reduce amounts outstanding under the Company’s credit facility. As discussed above, $35.4 million aggregate principal amount of these notes were acquired by the Company during fiscal 2011. The Company intends to repay the remaining outstanding 5.5% convertible senior notes due in October 2014 with borrowings against its credit facility and, therefore, has classified as long-term the entire $22.1 million of those notes that were outstanding as of August 3, 2014.

In April 2011 the Company entered into a five year, $21.2 million capital lease for manufacturing equipment. Payments under the lease, which bears interest at 3.09 percent, are $0.4 million per month through March 2016. The lease agreement provides that the Company must maintain the equipment in good working order, and includes a cross default with cross acceleration provision related to certain non-financial covenants incorporated in the Company's credit facility agreement. As of August 3, 2014, the total amount payable through the end of the lease term was $8.0 million, of which $7.8 million represented principal and $0.2 million represented interest.

NOTE 7 - COMMON STOCK WARRANTS

In September 2009 the Company entered into two warrant agreements with Intel Capital Corporation to purchase a total of 750,000 shares of the Company's common stock. Under one warrant agreement 500,000 shares of the Company's common stock could be purchased at an exercise price of $4.15 per share and under the second warrant agreement 250,000 shares of the Company's common stock could be purchased at an exercise price of $5.08 per share. The warrant agreements were to expire in September 2014. Also in September 2009, the Company and Intel Corporation entered into an agreement to share technical and operations information regarding the development of the Company's products, the capabilities of the Company's photomask manufacturing lines and the alignment of photomask toolsets. Intel Capital Corporation also invested in the Company's convertible debt offering of September 2009. The warrants were recorded at their fair value on their date of grant, which was determined using the Black-Scholes option pricing model. In June 2013 Intel Capital Corporation exercised all of the warrants under both warrant agreements on a net share basis and received 0.3 million shares of the Company’s common stock.

NOTE 8 - SHARE-BASED COMPENSATION

The Company has a share-based compensation plan ("Plan"), under which options, restricted stock, restricted stock units, stock appreciation rights, performance stock, performance units, and other awards based on, or related to, shares of the Company's common stock may be granted from shares authorized but unissued or shares previously issued and reacquired by the Company. The maximum number of shares of common stock approved by the Company’s shareholders to be issued under the Plan was increased from six million shares to nine million shares during the three month period ended May 4, 2014. Awards may be granted to officers, employees, directors, consultants, advisors, and independent contractors of the Company or its subsidiaries. In the event of a change in control (as defined in the Plan), the vesting of awards may be accelerated. The Plan, aspects of which are more fully described below, prohibits further awards from being issued under prior plans. Total share-based compensation costs for the three and nine month periods ended August 3, 2014, were $1.0 million and $3.1 million, respectively, and $1.0 million and $2.8 million for the three and nine month periods ended July 28, 2013, respectively. The Company received cash from option exercises of $0.1 million and $0.8 million for the three and nine month periods ended August 3, 2014, respectively, and $0.1 million and $0.4 million for the three and nine month periods ended July 28, 2013, respectively. No share-based compensation cost was capitalized as part of an asset and no related income tax benefits were recorded during the periods presented.

Stock Options

Option awards generally vest in one to four years, and have a ten-year contractual term. All incentive and non-qualified stock option grants have an exercise price equal to the market value of the underlying common stock on the date of grant. The grant date fair value of options are based on closing prices of the Company's common stock on the dates of grant using the Black-Scholes option pricing model. Expected volatility is based on the historical volatility of the Company's stock. The Company uses historical option exercise behavior and employee termination data to estimate expected term, which represents the period of time that the options granted are expected to remain outstanding. The risk-free rate of return for the estimated term of the option is based on the U.S. Treasury yield curve in effect at the date of grant.

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The weighted-average inputs and risk-free rate of return ranges used to calculate the grant date fair value of options issued during the three and nine month periods ended August 3, 2014 and July 28, 2013, are presented in the following table.

	Three Months Ended August 3, 2014	Three Months Ended July 28, 2013	Nine Months Ended August 3, 2014	Nine Months Ended July 28, 2013
Expected volatility	58.1%	73.1 %	61.0%	98.8 %
Risk free rate of return	1.4 %	0.8 %	1.4 %	0.5% - 0.8 %
Dividend yield	N/A	N/A	N/A	N/A
Expected term	4.6 years	4.3 years	4.6 years	4.3 years

Information on outstanding and exercisable option awards as of August 3, 2014, is presented below.

Options	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at August 3, 2014	4,499,469	$ 8.61	5.5 years	$ 8,493
Exercisable at August 3, 2014	3,035,253	$ 9.25	4.1 years	$ 6,839

There were 20,000 share options granted during the three month period ended August 3, 2014, with a grant date fair value $4.24 per share, and there were 17,500 share options granted during the three month period ended July 28, 2013, with a grant date fair value of $4.35 per share. There were 632,500 share options granted during the nine month period ended August 3, 2014, with a weighted-average grant date fair value of $4.44 per share and 601,500 share options granted during the nine month period ended July 28, 2013, with a weighted-average grant date fair value of $4.00 per share. As of August 3, 2014, the total unrecognized compensation cost related to unvested option awards was approximately $4.5 million. That cost is expected to be recognized over a weighted-average amortization period of 2.5 years.

Restricted Stock

The Company periodically grants restricted stock awards. The restrictions on these awards typically lapse over service periods of less-than-one to four years. No restricted stock awards were granted during the three month period ended August 3, 2014, and 111,667 restricted stock awards were issued during the nine month period ended August 3, 2014, with a weighted-average grant date fair value of $8.86 per share. There were no restricted stock awards granted during the three month period ended July 28, 2013, and 209,500 restricted stock awards granted during the nine month period ended July 28, 2013, with a weighted-average grant date fair value of $5.48 per share. As of August 3, 2014, the total compensation cost not yet recognized related to unvested restricted stock awards was approximately $1.2 million. That cost is expected to be recognized over a weighted-average amortization period of 2.0 years. As of August 3, 2014, there were 250,606 shares of restricted stock outstanding.

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NOTE 9 - INCOME TAXES

The effective income tax rates for the three month periods ended August 3, 2014 and July 28, 2013, differ from the rates computed by applying the U.S. statutory rate of 35% to income before income taxes for the periods primarily due to foreign tax rate differences, as well as the existence of valuation allowances in jurisdictions with historical and continuing tax losses.

Unrecognized tax benefits related to uncertain tax positions were $4.8 million at August 3, 2014, and $4.9 million at November 3, 2013, of which $4.8 million and $1.7 million, respectively, would favorably impact the Company’s effective tax rate if recognized. The year to date change is primarily due to uncertain tax positions related to the DPTT Acquisition (as discussed in Note 2), net of the settlement of an Internal Revenue Service “IRS” income tax examination of the Company’s 2011 and 2012 federal income tax returns, combined with the recognition of a previously unrecognized benefit that resulted from a lapse of an assessment period. The IRS income tax settlement had limited impact on the income tax expense for the three and nine month periods ended August 3, 2014, as the changes were offset by fully valued loss carryforwards. Accrued interest and penalties related to unrecognized tax benefits was $0.1 million at both August 3, 2014 and November 3, 2013. As of August 3, 2014, the total amount of unrecognized tax benefits is not expected to significantly increase or decrease in the next twelve months.

During the three month period ended May 4, 2014, PDMC (formerly PSMC), in accordance with ownership provisions in the DPTT acquisition agreements, made a one-time remittance of $35.1 million in earnings that were previously considered to be reinvested. The balance of PDMC’s undistributed earnings remains indefinitely invested.

As a result of the DPTT Acquisition, the Company had an increase in available foreign tax operating loss carryforwards of approximately $57.6 million that expire from 2015 through 2018, the benefits of which are anticipated to be fully realized.

PKLT, the Company's FPD manufacturing facility in Taiwan, is accorded a tax holiday which commenced in 2012 and expires in 2017. The tax holiday had no dollar or per share effect in the three and nine months ended August 3, 2014 and July 28, 2013. PDMC, the Company’s IC manufacturing unit in Taiwan, is accorded a tax holiday, as a result of the DPTT Acquisition, which commences in 2015 and expires in 2020. The tax holiday did not impact the 2014 effective tax rate based on its future commencement date, and had no dollar or per share effect in the three or nine month periods ended August 3, 2014 and July 28, 2013.

NOTE 10 - EARNINGS PER SHARE

The calculation of basic and diluted earnings per share is presented below.

	Three Months Ended		Nine Months Ended	
	August 3, 2014	July 28, 2013	August 3, 2014	July 28, 2013
Net income attributable to Photronics, Inc. shareholders	$4,186	$5,940	$21,719	$13,126
Effect of dilutive securities:				
Interest expense on convertible notes, net of related tax effects	-	392	4,626	-
Earnings for diluted earnings per share	$4,186	$6,332	$26,345	$13,126
Weighted-average common shares computations:				
Weighted-average common shares used for basic earnings per share	61,436	60,746	61,336	60,505
Effect of dilutive securities:				

Share-based payment awards	996	898	947	783
Convertible notes	-	4,338	15,423	-
Common stock warrants	-	195	-	190
Potentially dilutive common shares	996	5,431	16,370	973
Weighted-average common shares used for diluted earnings per share	62,432	66,177	77,706	61,478
Basic earnings per share	$0.07	$0.10	$0.35	$0.22
Diluted earnings per share	$0.07	$0.10	$0.34	$0.21

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The table below shows the outstanding weighted-average share-based payment awards that were excluded from the calculation of diluted earnings per share because their exercise price exceeded the average market value of the common shares for the period or, under application of the treasury stock method, they were otherwise determined to be anti-dilutive. The table also shows convertible notes that, if converted, would have been antidilutive.

	Three Months Ended		Nine Months Ended	
	August 3, 2014	July 28, 2013	August 3, 2014	July 28, 2013
Convertible notes	15,423	11,085	-	15,423
Share-based payment awards	1,869	2,856	2,044	2,900
Total potentially dilutive shares excluded	17,292	13,941	2,044	18,323

NOTE 11 - CHANGES IN ACCUMULATED OTHER COMPREHENSIVE INCOME BY COMPONENT

The following tables set forth the changes in the Company's accumulated other comprehensive income by component (net of tax of $0) for the three and nine month periods ended August 3, 2014 and July 28, 2013:

	Three Months Ended August 3, 2014			
	Foreign Currency Translation Adjustments	Amortization of Cash Flow Hedge	Other	Total
Balance at May 5, 2014	$30,928	$ (498)	$(411)	$30,019
Other comprehensive income (loss) before reclassifications	2,088	-	-	2,088
Amounts reclassified from other comprehensive income	-	32	-	32
Net current period other comprehensive income (loss)	2,088	32	-	2,120
Less: other comprehensive income attributable to noncontrolling interests	(541)	-	(4)	(545)
Balance at August 3, 2014	$32,475	$ (466)	$(415)	$31,594

	Three Months Ended July 28, 2013			
	Foreign Currency Translation Adjustments	Amortization of Cash Flow Hedge	Other	Total
Balance at April 29, 2013	$12,710	$ (626)	$(668)	$11,416
Other comprehensive income (loss) before reclassifications	(1,640)	-	5	(1,635)
Amounts reclassified from other comprehensive income	-	32	-	32
Net current period other comprehensive income (loss)	(1,640)	32	5	(1,603)
Less: other comprehensive loss attributable to noncontrolling interests	398	-	-	398
Purchase of common stock of subsidiary	-	-	(202)	(202)
Balance at July 28, 2013	$11,468	$ (594)	$(865)	$10,009

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	Nine Months Ended August 3, 2014			
	Foreign Currency Translation Adjustments	Amortization of Cash Flow Hedge	Other	Total
Balance at November 4, 2013	$27,797	$ (562)	$(832)	$26,403
Other comprehensive income before reclassifications	5,176	-	18	5,194
Amounts reclassified from other comprehensive income	-	96	-	96
Net current period other comprehensive income	5,176	96	18	5,290
Less: other comprehensive income attributable to noncontrolling interests	(498)	-	-	(498)
Other comprehensive income allocated to noncontrolling interests	-	-	411	411
Redemption of common stock by subsidiary	-	-	(12)	(12)
Balance at August 3, 2014	$32,475	$ (466)	$(415)	$31,594

	Nine Months Ended July 28, 2013			
	Foreign Currency Translation Adjustments	Amortization of Cash Flow Hedge	Other	Total
Balance at October 29, 2012	$17,241	$ (690)	$(651)	$15,900
Other comprehensive income (loss) before reclassifications	(6,602)	-	15	(6,587)
Amounts reclassified from other comprehensive income	-	96	-	96
Net current period other comprehensive income (loss)	(6,602)	96	15	(6,491)
Less: other comprehensive loss attributable to noncontrolling interests	829	-	-	829
Purchase of common stock of subsidiary	-	-	(229)	(229)
Balance at July 28, 2013	$11,468	$ (594)	$(865)	$10,009

The amortization of the cash flow hedge is included in cost of sales in the condensed consolidated statements of income for all periods presented.

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NOTE 12 – GEOGRAPHIC INFORMATION

The Company operates as a single operating segment as a manufacturer of photomasks, which are high precision quartz plates containing microscopic images of electronic circuits for use in the fabrication of ICs and FPDs. Geographic net sales are based primarily on where the Company's manufacturing facility is located.

The Company's net sales by geographic area and for ICs and FPDs for the three and nine month periods ended August 3, 2014 and July 28, 2013, and its long-lived assets by geographic area as of August 3, 2014 and November 3, 2013, are presented below.

	Three Months Ended		Nine Months Ended	
	August 3, 2014	July 28, 2013	August 3, 2014	July 28, 2013
Net sales				
Taiwan	$52,389	$30,559	$117,330	$86,378
Korea	33,248	33,834	102,855	100,138
United States	28,336	33,715	79,044	98,980
Europe	9,981	10,982	30,098	28,970
All other	898	562	1,949	1,705
	$124,852	$109,652	$331,276	$316,171
IC	$100,573	$84,144	$253,334	$240,733
FPD	24,279	25,508	77,942	75,438
	$124,852	$109,652	$331,276	$316,171

	As of	
	August 3, 2014	November 3, 2013
Long-lived assets		
Taiwan	$182,129	$66,836
United States	181,814	191,518
Korea	174,243	153,878
Europe	9,167	10,471
All other	24	37
	$547,377	$422,740

The Company is typically impacted during its first fiscal quarter by the North American and European holiday periods, as some customers reduce their effective workdays and orders during these periods. Additionally, the Company can be impacted during its first or second quarter by the Asian New Year holiday period, which may also reduce customer orders.

NOTE 13 - FAIR VALUE MEASUREMENTS

The accounting framework for determining fair value includes a hierarchy for ranking the quality and reliability of the information used to measure fair value, which enables the reader of the financial statements to assess the inputs used to develop those measurements. The fair value hierarchy consists of three tiers as follows: Level 1, defined as quoted market prices in active markets for identical securities; Level 2, defined as inputs other than Level 1 that are observable, either directly or indirectly; and Level 3, defined as unobservable inputs that are not corroborated by market data.

The Company did not have any assets or liabilities measured at fair value on a recurring basis at August 3, 2014 or November 3, 2013. During the three month period ended May 4, 2014, the Company measured and recorded the net assets it acquired in its subsidiary's acquisition of DPTT at fair value. See Note 2 for further information.

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Fair Value of Other Financial Instruments

The fair values of the Company's cash and cash equivalents (Level 1 measurements), accounts receivable, accounts payable, and certain other current assets and current liabilities (Level 2 measurements) approximate their carrying value due to their short-term maturities. The fair value of the Company's variable rate term loan that was repaid in December 2013 was a Level 2 measurement and approximated its carrying value due to the variable nature of the underlying interest rates. The fair values of the Company's convertible senior notes are Level 2 measurements that are generally determined using recent bid prices, however, due to their short remaining term to maturity, the August 3, 2014, fair value of the 5.5% convertible senior notes is primarily based on the market price of the Company's common stock at that date.

The table below presents the fair and carrying values of the Company's convertible senior notes at August 3, 2014 and November 3, 2013.

	August 3, 2014		November 3, 2013	
	Fair Value	Carrying Value	Fair Value	Carrying Value
3.25% convertible senior notes	$121,958	$115,000	$130,330	$115,000
5.5% convertible senior notes	$35,326	$22,054	$37,567	$22,054

NOTE 14 - SUBSIDIARY SHARE REPURCHASE AND TENDER OFFER

Since the second quarter of fiscal 2011, the board of directors of PSMC (in 2014 PSMC's name was changed to PDMC, see note 2), a subsidiary of the Company based in Taiwan, authorized several share repurchase programs for PSMC to purchase for retirement shares of its outstanding common stock. The last of these repurchase programs concluded in the first fiscal quarter of 2013 in which PSMC purchased 9.2 million shares at a cost of $4.2 million. These repurchase programs increased the Company's ownership in PSMC from 72.09% at October 28, 2012, to 75.11% at January 27, 2013. During fiscal 2013 the Company increased its ownership interest in PSMC, primarily through a tender offer, to 98.63% by purchasing 51.4 million shares at a cost of $28.1 million. In January 2014 the Company increased its ownership percentage in PSMC to 100% at a cost of $1.7 million for the then remaining 3.0 million shares that were not owned by the Company.

In April 2014 DPTT merged into PSMC. See Note 2 for further discussion related to the DPTT Acquisition.

The table below presents the effect of the change in the Company's ownership interest in PDMC on the Company's equity for the nine month period ended August 3, 2014, (3.0 million shares of common stock acquired and 112.9 million shares of common stock issued) and for the three and nine month periods ended July 28, 2013 (50.3 million and 59.4 million shares of common stock of PSMC purchased, respectively). The Company's ownership interest in PDMC did not change during the three month period ended August 3, 2014.

	Three Months Ended		Nine Months Ended	
	August 3, 2014	July 28, 2013	August 3, 2014	July 28, 2013
Net income attributable to Photronics, Inc. shareholders	$4,186	$5,940	$21,719	$13,126
Increase (decrease) in Photronics, Inc.'s additional paid-in capital	-	360	(6,182)	939

Increase (decrease) in accumulated other comprehensive income	-	(202)	399	(229)
Change from net income attributable to Photronics, Inc. shareholders due to issuance of shares of PDMC and transfers to and from noncontrolling interest	$4,186	$6,098	$15,936	$13,836

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NOTE 15 - COMMITMENTS AND CONTINGENCIES

As of August 3, 2014, the Company had commitments outstanding for capital expenditures of approximately $65 million.

The Company is subject to various claims that arise in the ordinary course of business. The Company believes such claims, individually or in the aggregate, will not have a material effect on its condensed consolidated financial statements.

NOTE 16 - RECENT ACCOUNTING PRONOUNCEMENTS

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2014-09 – Revenue from Contracts with Customers, which will supersede nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of this ASU is that revenue should be recognized for the amount of consideration expected to be received for promised goods or services transferred to customers. This ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments, and assets recognized for costs incurred to obtain or fulfill a contract. This ASU will be effective for the Company in its first quarter of fiscal 2018. Early adoption is not permitted. The ASU allows for either full retrospective or modified retrospective adoption. The Company is evaluating the transition method that will be elected and the potential effects of the adoption of this ASU on its financial statements.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Management's discussion and analysis ("MD&A") of the Company's financial condition, results of operations and outlook should be read in conjunction with its condensed consolidated financial statements and related notes. Various segments of this MD&A contain forward-looking statements, all of which are presented based on current expectations and may be adversely affected by uncertainties and risk factors (presented throughout this filing and in the Company's Annual Report on Form 10-K for the fiscal 2013 year), that may cause actual results to materially differ from these expectations. On April 4, 2014, DNP Photomask Technology Taiwan Co., Ltd. (“DPTT”), a wholly owned subsidiary of Dai Nippon Printing Co., Ltd. (“DNP”), merged into Photronics Semiconductor Mask Corporation (“PSMC”), a wholly owned subsidiary of Photronics. All of the assets and liabilities of DPTT existing prior to the merger were assumed by the renamed surviving entity of the merger, Photronics DNP Mask Corporation (“PDMC”). Photronics and DNP own 50.01 percent and 49.99 percent of PDMC, respectively, and the results of DPTT are included in the condensed consolidated financial statements since the date of the acquisition. Throughout this report the merger of DPTT into PSMC is referred to as the “DPTT Acquisition.”

The Company sells substantially all of its photomasks to semiconductor designers and manufacturers, and manufacturers of FPDs. Photomask technology is also being applied to the fabrication of other higher performance electronic products such as photonics, micro-electronic mechanical systems and certain nanotechnology applications. Thus, the Company's selling cycle is tightly interwoven with the development and release of new semiconductor designs and flat panel applications, particularly as it relates to the semiconductor industry's migration to more advanced design methodologies and fabrication processes. The Company believes that the demand for photomasks primarily depends on design activity rather than sales volumes from products produced using photomask technologies. Consequently, an increase in semiconductor or FPD sales does not necessarily result in a corresponding increase in photomask sales. However, the reduced use of customized ICs, reductions in design complexity, other changes in the technology or methods of manufacturing or designing semiconductors, or a slowdown in the introduction of new semiconductor or FPD designs could reduce demand for photomasks even if demand for semiconductors and FPDs increases. Advances in semiconductor, FPD and photomask design and semiconductor production methods could also reduce the demand for photomasks. Historically, the semiconductor industry has been volatile, with sharp periodic downturns and slowdowns. These downturns have been characterized by, among other things, diminished product demand, excess production capacity and accelerated erosion of selling prices.

The global semiconductor industry, including mobile displays, is driven by end markets which have been closely tied to consumer driven applications of high performance semiconductor devices including, but not limited to, mobile communications and computing solutions. The Company is typically required to fulfill its customer orders within a short period of time, sometimes within 24 hours. This results in the Company having a minimal level of backlog orders, typically one to two weeks for IC photomasks and two to three weeks for FPD photomasks. The Company cannot predict the timing of the industry's transition to volume production of next generation technology nodes or the timing of up and down cycles with precise accuracy, but believes that such transitions and cycles will continue into the future, beneficially and adversely affecting its business, financial condition and operating results in the near term. The Company believes its ability to remain successful in these environments is dependent upon achieving its goals of being a service and technology leader and efficient solutions supplier, which it believes should enable it to continually reinvest in its global infrastructure.

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Material Changes in Results of Operations
Three and Nine Months ended August 3, 2014 and July 28, 2013

The following table represents selected operating information expressed as a percentage of net sales.

	Three Months Ended		Nine Months Ended	
	August 3, 2014	July 28, 2013	August 3, 2014	July 28, 2013
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	(77.1)	(75.3)	(77.7)	(76.9)
Gross margin	22.9	24.7	22.3	23.1
Selling, general and administrative expenses	(9.9)	(11.0)	(11.5)	(11.2)
Research and development expenses	(4.1)	(4.5)	(4.9)	(4.5)
Operating income	8.9	9.2	5.9	7.4
Gain on acquisition	-	-	4.9	-
Other income (expense), net	(1.0)	(0.9)	(1.0)	(0.8)
Income before income tax provision	7.9	8.3	9.8	6.6
Income tax provision	(2.0)	(2.5)	(2.2)	(1.9)
Net income	5.9	5.8	7.6	4.7
Net income attributable to noncontrolling interests	(2.5)	(0.4)	(1.0)	(0.5)
Net income attributable to Photronics, Inc. shareholders	3.4 %	5.4 %	6.6 %	4.2 %

Note: All of the following tabular comparisons, unless otherwise indicated, are for the three months ended August 3, 2014 (Q3-14) and July 28, 2013 (Q3-13) and for the nine months ended August 3, 2014 (YTD-14) and July 28, 2013 (YTD-13), in millions of dollars.

Net Sales

	Three Months Ended			Nine Months Ended		
	Q3-14	Q3-13	Percent Change	YTD-14	YTD-13	Percent Change
IC	$100.6	$84.2	19.5 %	$253.4	$240.7	5.2 %
FPD	24.3	25.5	(4.8)%	77.9	75.5	3.3 %
Total net sales	$124.9	$109.7	13.9 %	$331.3	$316.2	4.8 %

Net sales for Q3-14 increased 13.9% to $124.9 million as compared to $109.7 million for Q3-13. The increase was a result of increased sales in Taiwan, due in part to the acquisition of DPTT, as discussed in Note 2 to the condensed consolidated financial statements. Total mainstream sales increased slightly in Q3-14 as compared to Q3-13. Revenues attributable to high-end products increased by $12.0 million to $51.6 million in Q3-14 as compared to $39.6 million in Q3-13. High-end photomask applications include mask sets for 45 nanometer and below for IC products, and G8 and above and active matrix organic light-emitting diode (AMOLED) display screen technologies for FPD products. By geographic area, net sales in Q3-14 as compared to Q3-13 increased (decreased) by $21.8 million or 71.4% in Taiwan, $(0.6) million or (1.7)% in Korea, $(5.4) million or (16.0)% in the United States, and $(1.0) million or (9.1)% in Europe.

Net sales for YTD-14 increased to $331.3 million as compared to $316.2 million for YTD-13 primarily as a result of increased sales in Taiwan as discussed above. Revenues attributable to high-end products increased by $6.8 million to $121.6 million in YTD-14 as compared to $114.8 million in YTD-13, and mainstream sales increased by $8.3 million to $209.7 million in YTD-14 as compared to $201.4 million in YTD-13.

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Gross Margin

	Three Months Ended			Nine Months Ended		
	Q3-14	Q3-13	Percent Change	YTD-14	YTD-13	Percent Change
Gross margin	$28.7	$27.1	5.8 %	$73.7	$ 73.0	1.0 %
Percentage of net sales	22.9%	24.7 %		22.3%	23.1 %	

Gross margin percentage decreased to 22.9% in Q3-14 from 24.7% in Q3-13, and to 22.3% in YTD-14 from 23.1% in YTD-13 primarily due to increased equipment costs, including depreciation expense associated with additional high-end equipment. The Company operates in a high fixed cost environment and, to the extent that the Company's revenues and utilization increase or decrease, gross margin will generally be positively or negatively impacted.

Selling, General and Administrative Expenses

	Three Months Ended			Nine Months Ended		
	Q3-14	Q3-13	Percent Change	YTD-14	YTD-13	Percent Change
Selling, general and administrative expenses	$12.4	$12.1	2.7 %	$38.1	$ 35.3	8.0 %
Percentage of net sales	9.9 %	11.0 %		11.5%	11.2 %	

Selling, general and administrative expenses were essentially unchanged at $12.4 million in Q3-14 as compared to $12.1 million in Q3-13. Selling, general and administrative expenses were $38.1 million in YTD-14 and $35.3 million in YTD-13, primarily the result of $2.5 million in expenses incurred in the first six months of fiscal 2014 in connection with the acquisition of DPTT as discussed in Note 2 to the condensed consolidated financial statements.

Research and Development

	Three Months Ended			Nine Months Ended		
	Q3-14	Q3-13	Percent Change	YTD-14	YTD-13	Percent Change
Research and development	$5.2	$ 5.0	4.3 %	$16.1	$ 14.4	12.0 %
Percentage of net sales	4.1%	4.5 %		4.9 %	4.5 %	

Research and development expenses consist primarily of global development efforts related to high-end process technologies for advanced sub-wavelength reticle solutions for IC technologies. Research and development expenses increased by $0.2 million to $5.2 million in Q3-14, as compared to $5.0 million in Q3-13, and by $1.7 million to $16.1 million in YTD-14, as compared to $14.4 million in YTD-13. The increase in research and development expenses in Q3-14 and YTD-14 as compared to the same periods in the prior year was primarily due to increased activities at advanced nanometer technology nodes for IC photomasks.

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Other Income (Expense), net

	Three Months Ended		Nine Months Ended	
	Q3-14	Q3-13	YTD-14	YTD-13
Gain on acquisition	$ -	$ -	$ 16.4	$ -
Interest expense	(1.8)	(1.9)	(5.6)	(5.7)
Interest and other income (expense), net	0.6	0.9	2.3	3.2
Other income (expense), net	$ (1.2)	$ (1.0)	$ 13.1	$ (2.5)

In April 2014 DNP Photomask Technology Taiwan Co., Ltd., a wholly owned subsidiary of Dai Nippon Printing Co., Ltd. (DNP), merged into PSMC and operates under the name of Photronics DNP Mask Corporation (PDMC). The acquisition resulted in the Company recording a gain of $16.4 million in the second quarter of fiscal 2014. See Note 2 of the condensed consolidated financial statements for more information.

Interest expense decreased slightly in Q3-14 as compared to Q3-13 primarily as a result of reduced outstanding borrowing balances.

Interest and other income (expense), net decreased in Q3-14 as compared to Q3-13 by $0.3 million, and in YTD-14 as compared to YTD-13 by $0.9 million primarily as a result of reduced interest income on lower cash balances.

Income Tax Provision

	Three Months Ended		Nine Months Ended	
	Q3-14	Q3-13	YTD-14	YTD-13
Income tax provision	$ 2.5	$ 2.7	$ 7.3	$ 6.2
Effective income tax rate	25.7 %	29.7 %	22.3 %	29.6 %

The effective income tax rate decreased in Q3-14 as compared to Q3-13, and in YTD-14 as compared to YTD-13, due to lower income tax provisions recorded in jurisdictions in which the Company generated income before income taxes which, due to valuation allowances, were not significantly offset by income tax benefits recorded in jurisdictions in which the Company incurred losses before income taxes. In addition the YTD -14 compared to YTD-13 was further decreased due to the application of a zero tax rate on the gain recognized on the DPTT Acquisition.

Net Income Attributable to Noncontrolling Interests

Net income attributable to noncontrolling interests increased $2.8 million to $3.2 million in Q3-14, as compared to $0.4 million in Q3-13, and increased $2.1 million to $3.6 million in YTD-14, as compared to $1.5 million in YTD-13, primarily as a result of changes in the ownership structure of the Company's IC manufacturing facility located in Taiwan. During YTD-13, the Company reacquired shares held by noncontrolling interests of this subsidiary, while during Q2-14, the Company exchanged a 49.99% noncontrolling interest in this subsidiary in return for the net assets of an acquiree. See Notes 2 and 14 of the condensed consolidated financial statements for further information.

Liquidity and Capital Resources

The Company's working capital was $204.8 million at August 3, 2014, and $213.9 million at November 3, 2013. The decrease in working capital was primarily related to the repayment of a long-term loan discussed in Note 6 to the condensed consolidated financial statements. Cash and cash equivalents were $196.3 million at August 3, 2014, and $215.6 million at November 3, 2013. Net cash provided by operating activities was $61.8 million for the nine month period ended August 3, 2014, as compared to $67.6 million for the nine month period ended July 28, 2013, the decrease primarily due to decreased accounts receivable, net of a non-cash increase in accounts receivable in connection with the acquisition of DPTT, as compared to the prior year. Net cash used in investing activities for the nine month period ended August 3, 2014, was $54.5 million, which was comprised primarily of capital expenditure payments, offset in part by $4.5 million of cash received in the acquisition of DPTT. Net cash used in financing activities of $27.3 million for the nine month period ended August 3, 2014, was primarily comprised of repayments of long-term borrowings. The Company may use its cash available on hand for operations, capital expenditures, debt repayments, strategic opportunities, stock repurchases or other corporate uses, any of which may be material.

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As of August 3, 2014 and November 3, 2013, the Company’s total cash and cash equivalents include $122.8 million and $165.7 million, respectively, held by its foreign subsidiaries. The majority of earnings of the Company’s foreign subsidiaries are considered to be indefinitely reinvested. In a one-time distribution made during the three month period ended May 4, 2014, $35.1 million in earnings of PSMC were remitted to the U.S. that were previously considered to be permanently reinvested (see Note 9 to the condensed consolidated financial statements for further discussion). This distribution was in connection with the Company’s acquisition of DPTT. The Company’s foreign subsidiaries continue to grow through the reinvestment of earnings in additional manufacturing capacity and capability, particularly in the high-end IC and FPD areas. A repatriation of these funds to the U.S. may be subject to U.S. federal income taxes and local country withholding tax in certain jurisdictions.

In April 2014 the Company closed the DPTT Acquisition, which was a noncash transaction that resulted in the Company owning 50.01% and DNP owning 49.99% of PDMC, whose financial results are included in the Company’s consolidated financial statements. PDMC is expected to generate sufficient cash flows to fund its operating and capital requirements. See Note 2 of the condensed consolidated financial statements for more information.

In December 2013 the Company amended its credit facility, increasing its limit to $50 million with an expansion capacity to $75 million and extending its term to December 2018. Simultaneously, the Company repaid its $21.3 million term loan. The credit facility is secured by substantially all of the Company's assets located in the United States, as well as common stock the Company owns in certain of its foreign subsidiaries, and is subject to the following financial covenants: minimum interest coverage, total leverage ratio and minimum unrestricted cash balance. As of August 3, 2014, the Company was in compliance with the covenants of the credit facility, had no outstanding borrowings under the credit facility and $50 million was available for borrowing. The credit facility bears interest (1.92 percent at August 3, 2014) based on the Company’s total leverage ratio, at LIBOR plus a spread, as defined in the credit facility.

In June 2013 the Company completed a tender offer for shares of PSMC. A total of 50.3 million shares were tendered at the offering price of 16.30 NTD, equivalent to a total of $27.4 million. In September 2013 the Company purchased an additional 1.1 million shares of PSMC for $0.7 million, and in January 2014 the Company acquired all of the 3.0 million shares that were then held by noncontrolling interests at a cost of $1.7 million.

PSMC, through a series of repurchase programs which commenced in 2011 and ended in 2013, repurchased shares of its outstanding common stock. These repurchase programs resulted in 9.2 million shares being purchased for $4.2 million in 2013, 35.9 million shares being purchased for $15.6 million in 2012 and 21.6 million shares being purchased for $9.9 million in 2011.

In August 2013 a $26.4 million principal amount, five year capital lease to fund the purchase of a high-end lithography tool commenced. Payments under the lease, which bears interest at 2.77 percent, are $0.5 million per month through July 2018. Under the terms of the lease agreement, the Company must maintain the equipment in good working order, and the lease is subject to a cross default with a cross acceleration provision related to certain nonfinancial covenants incorporated in its credit facility. As of August 3, 2014, the total amount payable through the end of the lease term was $23.0 million, of which $21.7 million represented principal and $1.3 million represented interest.

In February 2012, the Company amended its credit facility to include the addition of a $25 million term loan that was to mature in March 2017, with minimum quarterly principal payments of $0.6 million. In the first quarter of fiscal 2014 the Company repaid the $21.3 million balance of this term loan that was outstanding at November 3, 2013.

As of August 3, 2014, the Company had capital equipment commitments outstanding of approximately $65 million. The Company believes that its currently available resources, together with its capacity for growth, and its access to equity and other financing sources, will be sufficient to satisfy its currently planned capital expenditures, as well as its anticipated working capital requirements for the next twelve months. However, the Company cannot assure that additional sources of financing would be available to the Company on commercially favorable terms should the Company's capital requirements exceed cash available from operations, existing cash, and cash available under its credit facility.

The Company's liquidity is highly dependent on its sales volume, cash conversion cycle, and the timing of its capital expenditures (which can vary significantly from period to period), as it operates in a high fixed cost environment. Depending on conditions in the semiconductor and FPD markets, the Company's cash flows from operations and current holdings of cash may not be adequate to meet its current and long-term needs for capital expenditures, operations and debt repayments. Historically, in certain years, the Company has used external financing to fund these needs. Due to conditions in the credit markets, some financing instruments used by the Company in the past may not be currently available to it. The Company continues to evaluate further cost reduction initiatives. However, the Company cannot assure that additional sources of financing would be available to it on commercially favorable terms, should its cash requirements exceed cash available from operations, existing cash, and cash available under its credit facility.

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Off-Balance Sheet Arrangements

Under the MP Mask joint venture operating agreement, in order to maintain its 49.99% ownership interest, the Company may be required to make additional capital contributions to the joint venture up to the maximum amount specified in the operating agreement. Cumulatively through August 3, 2014, the Company has made additional contributions of $32.5 million to the joint venture, and has received distributions from the joint venture totaling $10.0 million.

Under the PDMC operating agreement the shareholders of PDMC may be requested to make additional contributions to PDMC. In the event that PDMC requests additional capital from its shareholders, the Company may be required to make additional capital contributions to PDMC in order to maintain its 50.01% ownership. The PDMC operating agreement limits the amount of contributions that may be requested during both the first four years of PDMC and during any individual year within those first four years.

The Company leases certain office facilities and equipment under operating leases that may require it to pay taxes, insurance and maintenance expenses related to the properties. Certain of these leases contain renewal or purchase options exercisable at the end of the lease terms.

Business Outlook

A majority of the Company's revenue growth is expected to continue to come from the Asian region, as customers increase their use of manufacturing foundries located outside of North America and Europe. Additional revenue growth is also anticipated in North America, as the Company expects to continue to benefit from advanced technology it may utilize under its technology license with Micron.

The Company continues to assess its global manufacturing strategy and monitor its market capitalization, sales volume and related cash flows from operations. This ongoing assessment could result in future facility closures, asset redeployments, additional impairments of intangible or long-lived assets, workforce reductions, or the addition of increased manufacturing facilities, all of which would be based on market conditions and customer requirements.

Effect of Recent Accounting Pronouncements

See Note 16 to the condensed consolidated financial statements for a summary of recent accounting pronouncements that may impact the Company’s financial reporting.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Exchange Rate Risk

The Company conducts business in several major international currencies through its worldwide operations and its financial position, financial performance and cash flows may be affected by fluctuations in the exchange rates of these currencies. Changes in exchange rates can positively or negatively affect the Company's sales, operating margins, assets, liabilities, and equity. The functional currencies of the Company's Asian subsidiaries are the Korean won, the New Taiwan dollar, and the Singapore dollar. The functional currencies of the Company's European subsidiaries are the British pound and the euro.

The Company attempts to minimize its risk of foreign currency transaction losses by producing its products in the same country in which the products are sold (thereby generating revenues and incurring expenses in the same currency), and by managing its working capital. In some instances, the Company may sell products in a currency other than the functional currency of the country where it was produced or purchase products in a currency that differs from the functional currency of the purchasing manufacturing facility. There can be no assurance that this approach will continue to be successful, especially in the event of a significant adverse movement in the value of any foreign currencies against the U.S. dollar.

The Company's primary net foreign currency exposures as of August 3, 2014, included the Korean won, the Japanese yen, the New Taiwan dollar, the Singapore dollar, the British pound, and the euro. As of August 3, 2014, a 10% adverse movement in the value of these currencies against the U.S. dollar would have resulted in a net unrealized pre-tax loss of $4.2 million. The Company does not believe that a 10% change in the exchange rates of other non-U.S. dollar currencies would have a material effect on its consolidated financial position, results of operations, or cash flows.

Interest Rate Risk

At August 3, 2014, the Company did not have any variable rate borrowings. A 10% change in interest rates would not have had a material effect on the Company's consolidated financial position, results of operations, or cash flows in the three and nine month periods ended August 3, 2014.

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Item 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company has established and currently maintains disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), designed to ensure that information required to be disclosed in its reports filed under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to management, including the Company's chief executive officer and chief financial officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

The Company's management, under the supervision and with the participation of the Company's chief executive officer and chief financial officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation the Company's chief executive officer and chief financial officer concluded that the Company's disclosure controls and procedures were effective at a reasonable assurance level as of the end of the period covered by this report.

Changes in Internal Control over Financial Reporting

There was no change in the Company's internal control over financial reporting during the Company's third quarter of fiscal 2014 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

The Company is involved from time to time in legal proceedings relating to claims that arise in the ordinary course of business and are regarded as common in our business, including administrative or judicial proceedings seeking remediation under environmental laws, such as Superfund, products liability, breach of contract liability and premises liability litigation. The Company does not believe that such claims, individually or in the aggregate, will have a material effect on the business of the Company. Where appropriate, the Company may establish financial reserves as estimated by its general counsel for such proceedings. The Company also maintains insurance to mitigate certain of such risks.

Item 1A. RISK FACTORS

Risks Associated with the DPTT Acquisition

In accounting for the DPTT Acquisition, the Company was required to estimate the fair values of assets acquired and liabilities assumed and such estimates are inherently subject to uncertainty. In addition, the DPTT Acquisition may subject the Company to various risks which could adversely affect its future earnings and cash flows. These include the risks that: the cost of combining operations may exceed the Company's estimates; the unanticipated loss of sales due to an overlap of customers served by both PSMC and DPTT prior to the DPTT Acquisition; and that greater than anticipated charges to maintain or eliminate duplicate preacquisition activities are experienced. These and other unforeseen factors may adversely affect the Company's financial performance and could also result in the Company needing to utilize its cash reserves or incur additional debt.

There have been no other material changes to risks relating to the Company's business as disclosed in Part 1, Item 1A of the Company's Form 10-K for the year ended November 3, 2013.

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Item 6. EXHIBITS

(a) Exhibits

Exhibit Number	Description
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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 thereunto duly authorized.

Photronics, Inc.
(Registrant)

By: /s/ SEAN T. SMITH
Sean T. Smith
Senior Vice President
Chief Financial Officer
(Duly Authorized Officer and
Principal Financial Officer)

Date: September 4, 2014