

PHOTRONICS INC  
Form 8-K  
February 15, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant To Section 13 OR 15(d) Of The Securities Exchange Act Of 1934**

Date of report (Date of earliest event reported) February 14, 2006

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**PHOTRONICS, INC.**

(Exact name of registrant as specified in its charter)

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**Connecticut**  
(State or other jurisdiction  
of incorporation)

**0-15451**  
(Commission File Number)

**06-0854886**  
(IRS Employer

Identification Number)

15 Secor Road, Brookfield, CT

06804

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(Address of Principal Executive Offices)

(Zip Code)

**Registrant's Telephone Number, including area code (203) 775-9000**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition**

On February 14, 2006, the Company issued a press release reporting fiscal first quarter 2006 sales and earnings results for the period ended January 29, 2006. A copy of the press release is attached to this 8-K.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

99.1 Press Release dated February 14, 2006.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PHOTRONICS, INC.**

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(Registrant)

**DATE February 15, 2006**

**BY */s/ Sean T. Smith***

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Sean T. Smith  
Senior Vice President and Chief Financial Officer

**PHOTRONICS, INC.**

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Subject Matter</u>
99.1	Press Release dated February 14, 2006.