

PHOTRONICS INC
Form 8-K
May 14, 2008

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act Of 1934**

Date of report (Date of earliest event reported) May 13, 2008

PHOTRONICS, INC.

(Exact name of registrant as specified in its charter)

Connecticut
(State or other jurisdiction
of incorporation)

0-15451
(Commission
File Number)

06-0854886
(IRS Employer
Identification Number)

15 Secor Road, Brookfield, CT **06804**
(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)

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 May 13, 2008, the Company issued a press release reporting fiscal second quarter 2008 results for the period ended April 27, 2008. A copy of the press release is attached to this 8-K.

Item 9.01.

(d) Exhibits

Financial Statements and Exhibits

Exhibits 99.2, 99.3 and 99.4 are filed with this Report. Exhibits 99.1 is furnished with this report.

| | |
|------|---|
| 99.1 | Press Release dated May 13, 2008. |
| 99.2 | Condensed Consolidated Statements of Income |
| 99.3 | Condensed Consolidated Balance Sheets |
| 99.4 | Condensed Consolidated Statements of Cash Flows |

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.

(Registrant)

DATE: May 14, 2008

BY: /s/

Richelle E. Burr

Richelle E. Burr

Associate General Counsel and Assistant Secretary

PHOTRONICS, INC.

EXHIBIT INDEX

| Exhibit No. | Subject Matter |
|--------------------|---|
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