

PHOTRONICS INC  
Form 8-K  
February 14, 2008

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

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**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) **February 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**  
(Address of Principal Executive Offices)

**06804**  
(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 13, 2008, the Company issued a press release reporting fiscal first quarter 2008 results for the period ended January 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 February 13, 2008.

99.2 Condensed Consolidated Statements of Income

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99.3  
99.4

Condensed Consolidated Balance Sheets  
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:** February 14, 2008

BY: /s/

Richelle E. Burr

Richelle E. Burr

Assistant General Counsel and Assistant Secretary

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PHOTRONICS, INC.

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Subject Matter</b>                           |
|--------------------|---|
| 99.1               | Press Release dated February 13, 2008.          |
| 99.2               | Condensed Consolidated Statements of Income     |
| 99.3               | Condensed Consolidated Balance Sheets           |
| 99.4               | Condensed Consolidated Statements of Cash Flows |

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