

PHOTRONICS INC  
Form 8-K  
May 16, 2007

**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 15, 2007**

**PHOTRONICS, INC.**

(Exact name of registrant as specified in its charter)

<b><u>Connecticut</u></b> (State or other jurisdiction of incorporation)	<b><u>0-15451</u></b> (Commission File Number)	<b><u>06-0854886</u></b> (IRS Employer Identification Number)
---	--	---

<b><u>15 Secor Road, Brookfield, CT</u></b> (Address of Principal Executive Offices)	<b><u>06804</u></b> (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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

---

**Item 2.02.**

**Results of Operations and Financial Condition**

On May 15, 2007, the Company issued a press release reporting fiscal second quarter 2007 sales and earnings results for the period ended April 29, 2007. 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 and 99.5 are furnished with this report.

99.1

Press Release dated May 15, 2007.

99.2

Condensed Consolidated Statements of Income

99.3

Condensed Consolidated Balance Sheets

99.4

Condensed Consolidated Statements of Cash Flows

99.5

Slides #1, #2, and #3 provided for conference call.

**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 16, 2007**

**BY:**

/s/Edwin L. Lewis

Edwin L. Lewis

Senior Vice President, General  
Counsel and Secretary

---

PHOTRONICS, INC.

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Subject Matter</b>
99.1	Press Release dated May 15, 2007.
99.2	Condensed Consolidated Statements of Income
99.3	Condensed Consolidated Balance Sheets
99.4	Condensed Consolidated Statements of Cash Flows
99.5	Slides #1, #2, and #3 provided for conference call.

---