

PHOTRONICS INC  
Form 8-K  
October 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) October 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))
- 
- 

**Item 8.01. Other Events.**

On October 13, 2008, the Company issued a press release. A copy of the press release is attached to this 8-K as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**  
(d) Exhibits.

99.1 Press Release issued October 13, 2008.

**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:** October 14, 2008

BY: /s/

Richelle E. Burr

Richelle E. Burr

Associate General Counsel and Assistant Secretary

---

PHOTRONICS, INC.

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Subject Matter</b>                 |
|--------------------|---------------------------------------|
| 99.1               | Press Release dated October 13, 2008. |

---