

PHOTRONICS INC
Form 8-K
February 19, 2009

**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) **February 17, 2009**

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)

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 2.02 Results of Operations and Financial Condition

On February 17, 2009, the Company issued a press release reporting first quarter fiscal 2009 results. A copy of the press release is attached to this 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated February 17, 2009

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- 99.2 Condensed Consolidated Statement of Operations
- 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 **February 18, 2009**

BY */s/ Richelle E. Burr*
Richelle E. Burr
Vice President, Associate General Counsel

PHOTRONICS, INC.
