

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.

---