

PHOTRONICS INC  
Form 10-Q/A  
December 19, 2017

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

FORM 10-Q/A  
Amendment No. 1 to Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the quarterly period ended April 30, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the transition period from \_\_\_\_ to \_\_\_\_

Commission file number 0-15451

Connecticut 06-0854886  
(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

15 Secor Road, Brookfield, Connecticut 06804  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (203) 775-9000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class                          | Outstanding at May 26, 2017 |
|--------------------------------|-----------------------------|
| Common Stock, \$0.01 par value | 68,872,073 Shares           |

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PHOTRONICS, INC.  
FORM 10-Q/A  
EXPLANATORY  
NOTE

The registrant has prepared this Amendment No. 1 ("Amendment") on Form 10-Q/A to its Quarterly Report on Form 10-Q for the quarterly period ended April 30, 2017 (the "Form 10-Q") for the purpose of re-filing Exhibits 10.26, 10.27, 10.28 and 10.29 to the Form 10-Q. No revisions are being made to the Company's financial statements and, except as described below, this Amendment does not reflect events occurring after the filing of the Form 10-Q, or modify or update those disclosures that may be affected by subsequent events, and no other changes are being made to any other disclosure contained in the Form 10-Q.

This Amendment is an exhibit-only filing in response to comments received from the staff of the Securities and Exchange Commission regarding a request for confidential treatment of certain portions of Exhibits 10.26, 10.27, 10.28 and 10.29 originally filed with the Form 10-Q. This Amendment is being filed solely to re-file Exhibits 10.26, 10.27, 10.28 and 10.29. Except for the changes to Exhibits 10.26, 10.27, 10.28 and 10.29, this Amendment does not otherwise update any exhibits as originally filed or previously amended. This Amendment is being filed to replace Exhibits 10.26, 10.27, 10.28 and 10.29 to include certain portions of the Exhibit that had previously been omitted or "redacted" pursuant to a request for confidential treatment. This Amendment provides revised redacted versions of Exhibits 10.26, 10.27, 10.28 and 10.29.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed herewith as exhibits to this Amendment.

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PART II

ITEM 6. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

EXHIBITS:

Contribution Agreement dated May 16, 2017 among Dai Nippon Printing Co., Ltd. (“DNP”), DNP Asia Pacific  
10.26 Pte. Ltd. (“DNP Asia Pacific”), Photronics, Inc. (“Photronics”), Photronics Singapore Pte. Ltd., (“Photronics  
Singapore”), and Xiamen American Japan Photronics Mask Co., Ltd. (“PDMCX”).

10.27 Joint Venture Operating Agreement dated May 16, 2017 among Photronics, Photronics Singapore, DNP and  
DNP Asia Pacific.

10.28 Outsourcing Agreement dated May 16, 2017 among Photronics, DNP, Photronics DNP Photomask Corporation  
 (“PDMC”), and PDMCX.

10.29 Amended and Restated License Agreement dated May 16, 2017 between DNP and PDMC.

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EXHIBITS INDEX

Exhibit

Number Description

- 10.26 Contribution Agreement dated May 16, 2017 among Dai Nippon Printing Co., Ltd. (“DNP”), DNP Asia Pacific Pte. Ltd. (“DNP Asia Pacific”), Photronics, Inc. (“Photronics”), Photronics Singapore Pte. Ltd., (“Photronics Singapore”), and Xiamen American Japan Photronics Mask Co., Ltd. (“PDMCX”).\*#
- 10.27 Joint Venture Operating Agreement dated May 16, 2017 among Photronics, Photronics Singapore, DNP and DNP Asia Pacific.\*#
- 10.28 Outsourcing Agreement dated May 16, 2017 among Photronics, DNP, Photronics DNP Photomask Corporation (“PDMC”), and PDMCX.\*#
- 10.29 Amended and Restated License Agreement dated May 16, 2017 between DNP and PDMC.\*#
- 31.1 Certification of the Chief Executive Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002.\*
- 31.2 Certification of the Chief Financial Officer as required by Section 302 of the Sarbanes-Oxley Act of 2002.\*

# Portions of this exhibit have been omitted pursuant to a request for confidential treatment filed with the Securities and Exchange Commission.

\*Represents an exhibit that is filed with this Quarterly Report on Form 10-Q/A.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PHOTRONICS, INC.  
(Registrant)

By/s/ JOHN P. JORDAN                      December 19, 2017  
John P. Jordan  
Senior Vice President  
Chief Financial Officer  
(Principal Accounting Officer/  
Principal Financial Officer)

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