

PHOTRONICS INC  
Form 8-K  
May 21, 2009

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

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**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 19, 2009**

**PHOTRONICS, INC.**

(Exact name of registrant as specified in its charter)

<b>Connecticut</b> (State or other jurisdiction of incorporation)	<b>0-15451</b> (Commission File Number)	<b>06-0854886</b> (IRS Employer Identification Number)
<b>15 Secor Road, Brookfield, CT</b> (Address of Principal Executive Offices)		<b>06804</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:

- 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))

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**Item 2.02 Results of Operations and Financial Condition**

On May 19, 2009, the Company issued a press release reporting second 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

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- 99.1 Press Release dated May 19, 2009
- 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**            **May 20, 2009**

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

PHOTRONICS, INC.

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