

PHOTRONICS INC  
Form 8-K  
August 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) **August 15, 2007**

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

On August 15, 2007, the Company issued a press release reporting fiscal third quarter 2007 sales and earnings results for the period ended July 29, 2007. A copy of the press release is attached to this 8-K.

**Item 9.01. Financial Statements and Exhibits**

(d) 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 August 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 | Slide #1 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: August 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 August 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	Slide #1 provided for Conference Call

---