

PHOTRONICS INC  
Form 8-K  
December 18, 2008

**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) **December 16, 2008**

**PHOTRONICS, INC.**

(Exact name of registrant as specified in its charter)

|  |   |  |
|--|---|--|
| <b>Connecticut</b><br>(State or other jurisdiction<br>of incorporation)          | <b>0-15451</b><br>(Commission<br>File Number) | <b>06-0854886</b><br>(IRS Employer<br>Identification Number) |
| <b>15 Secor Road, Brookfield, CT</b><br>(Address of Principal Executive Offices) |   | <b>06804</b><br>(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 December 16, 2008, the Company issued a press release reporting fourth quarter and fiscal year 2008 results. A copy of the press release is attached to this 8-K.

**Item 9.01.**

(d) Exhibits

99.1  
99.2

**Financial Statements and Exhibits**

Press Release dated December 16, 2008  
Condensed Consolidated Statement of Operations

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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**            **December 18, 2008**

**BY** */s/ **Richelle E. Burr***

Richelle E. Burr

Vice President, Associate General Counsel

PHOTRONICS, INC.

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