
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) **February 26, 2013**

PHOTRONICS, INC.

(Exact name of registrant as specified in its charter)

Connecticut

(State or other jurisdiction
of incorporation)

000-15451

(Commission
File Number)

06-0854886

(IRS Employer
Identification Number)

15 Secor Road, Brookfield, CT

(Address of Principal Executive Offices)

06804

(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 8.01 Other Events.

On February 26, 2013, Photronics, Inc. (the “Company”) issued a press release announcing the proposed delisting of the Company’s majority-owned subsidiary Photronics Semiconductor Mask Corp and the tender offer by the Company relating thereto.

A copy of the press release is attached to this 8-K and is incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits

- (d) Exhibits
99.1 Press release dated February 26, 2013.
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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 February 26, 2013

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

INDEX TO EXHIBITS

Exhibit	Description
99.1	Press release dated February 26, 2013.



Press Release

FOR FURTHER INFORMATION:
Pete Broadbent
Vice President, Investor Relations & Marketing
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pbroadbent@photronics.com

Photronics Announces Intent to Acquire Outstanding Shares of its Majority Owned Taiwan Subsidiary, PSMC

BROOKFIELD, Connecticut February 26, 2013 — The Board of Photronics Semiconductor Mask Corporation (“PSMC”), a majority-owned subsidiary of [Photronics, Inc.](#) (NASDAQ:PLAB), earlier today approved the filing of an application for the voluntary delisting of its stock from Taiwan's GreTai Securities Market (“GTSM”). After approval from the GTSM, Photronics intends to launch a tender offer to acquire the remaining outstanding shares of PSMC. Each of the delisting and the tender offer process is subject to various regulatory approvals and is anticipated to be completed over the next four to six months. The transaction is estimated to cost Photronics in the aggregate up to approximately \$25 to \$30 million. Photronics currently owns 75% of the outstanding shares of PSMC.

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About Photronics

[Photronics](#) is a leading worldwide manufacturer of [photomasks](#). Photomasks are high precision quartz plates that contain microscopic images of electronic circuits. A key element in the manufacture of semiconductors and flat panel displays, photomasks are used to transfer circuit patterns onto semiconductor wafers and flat panel substrates during the fabrication of integrated circuits, a variety of flat panel displays and, to a lesser extent, other types of electrical and optical components. They are produced in accordance with product designs provided by customers at strategically located manufacturing facilities in Asia, Europe, and North America. Additional information on the Company can be accessed at www.photronics.com.

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements made by or on behalf of Photronics, Inc. and its subsidiaries (the Company). The forward-looking statements contained in this press release and other parts of Photronics' web site involve risks and uncertainties that may affect the Company's operations, markets, products, services, prices, and other factors as discussed in filings with the United States Securities and Exchange Commission. These risks and uncertainties include, but are not limited to, economic, competitive, legal, governmental, and technological factors. Accordingly, there is no assurance that the Company's expectations will be realized. The Company assumes no obligation to provide revisions to any forward-looking statements.
