

**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)

September 16, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Photonics, Inc. (the "Company") has announced that Dr. Peter Kirlin, age 53, has become President of the Company. Dr. Kirlin has served as the Company's Senior Vice President, US and Europe, since August 2008. Prior to joining the Company, Dr. Kirlin served as the Executive Chairman of Akrion, Inc. from January 2007 to July 2008, the Vice President of Business Development at Entegris, Inc. from May 2004 to September 2006 and was previously the Chairman and Chief Executive Officer of DuPont Photomasks, Inc.

There are no arrangements or understandings between Dr. Kirlin and any other person pursuant to which Dr. Kirlin was appointed as an officer of the Company. There are no family relationships between Dr. Kirlin and any director or executive officer of the Company. Dr. Kirlin is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. At this time Dr. Kirlin will continue to receive an annual base salary of \$320,000 and will continue to be eligible for a bonus under the Company's 2011 Executive Incentive Compensation Plan, the target amount of which cannot exceed 65% of his base salary. The actual amount of the bonus would be determined based upon Company and individual performance. Dr. Kirlin is a participant in the 2007 Long Term Equity Incentive Plan pursuant to which he received awards on terms set forth in the Company's standard form award agreements and will be eligible to receive future awards.

Constantine S. Macricostas will continue as Chairman and Chief Executive Officer of the Company.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release dated September 16, 2013.

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 September 16, 2013

BY /s/ Richelle E. Burr

Richelle E. Burr

Vice President, General Counsel

INDEX TO EXHIBITS

<u>Exhibit</u>	<u>Description</u>
99.1	Press release dated September 16, 2013.



Photronics Promotes Dr. Peter Kirlin to President

BROOKFIELD, Connecticut September 16, 2013 — Photronics, Inc. (Nasdaq:PLAB), a worldwide leader in supplying innovative imaging technology solutions for the global electronics industry, has announced the appointment of Dr. Peter Kirlin as President of the Company. Dr. Kirlin has served as the Company's Senior Vice President, US and Europe, since August 2008.

In his role as President of Photronics, Peter will continue to report to Constantine "Deno" Macricostas, Chairman and Chief Executive Officer, and will be responsible for global sales and global operations of the company.

"Peter brings a wealth of photomask industry experience in engineering, operations and sales to this global leadership role," said Macricostas. "His success at leading our US and Europe teams and working to build successful partnerships with our customers and suppliers has played a key role in our company's growing success and rise to a leadership position in the industry. At a time when we are focused on continuing to strengthen our operational performance and synchronize our strategic support for customers across their global organizations, Peter will provide the superior guidance and tactical leadership to achieve our goal to be the preeminent merchant photomask company in the industry."

"Photronics is an outstanding company with great talent and a rich history of customer service and focus on quality and efficiency for our customers. I look forward to working with Dr. Soo Hong (SH) Jeong, COO & President Asia and our excellent global sales and operations teams to achieve the exceptional growth and performance goals that we have set for the Company," said Kirlin.

Prior to joining the Company, Dr. Kirlin served as the Executive Chairman of Akrion, Inc. from January 2007 to July 2008, the Vice President of Business Development at Entegris, Inc. from May 2004 to September 2006 and was previously the Chairman and Chief Executive Officer of DuPont Photomasks, Inc.

Dr. Kirlin earned his Ph.D. in Chemical Engineering from the University of Delaware in Newark, Delaware and a Bachelor of Science degree in Chemical Engineering from Pennsylvania State University in University Park, Pennsylvania.

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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. These risks and uncertainties include, but are not limited to, economic, competitive, legal, governmental, and technological factors as well as decisions we may make in the future regarding our business, capital structure and other matters. Accordingly, there is no assurance that the Company's expectations will be realized. For a fuller discussion of the factors that may affect the Company's operations, see "Forward Looking Statements" in the Company's Quarterly and Annual Reports to the Securities and Exchange Commission on Forms 10-Q and 10-K. The Company assumes no obligation to provide revisions to any forward-looking statements.