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

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended August 1, 2010

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from ___ to ___

Commission file number 0-15451

PHOTRONICS, INC.
(Exact name of registrant as specified in its charter)

Connecticut	**06-0854886**
(State or other jurisdiction of incorporation or organization)	*(IRS Employer Identification Number)*

15 Secor Road, Brookfield, Connecticut 06804
(Address of principal executive offices and zip code)

(203) 775-9000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes o No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.
Large Accelerated Filer o Accelerated Filer x Non-Accelerated Filer o Smaller Reporting Company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes o No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at September 1, 2010
Common Stock, $0.01 par value	**53,735,648 Shares**

Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements made by or on behalf of Photronics, Inc. ("Photronics" or the "Company"). These statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. Forward-looking statements may be identified by words like "expect", "anticipate", "believe", "plan", "projects", and similar expressions. All forward-looking statements involve risks and uncertainties that are difficult to predict. In particular, any statement contained in this quarterly report on Form 10-Q, in press releases, written statements, or other documents filed with the Securities and Exchange Commission or, in the Company's communications and discussions with investors and analysts in the normal course of business through meetings, phone calls, or conference calls, regarding the consummatio n and benefits of future acquisitions, expectations with respect to future sales, financial performance, operating efficiencies, or product expansion, are subject to known and unknown risks, uncertainties, and contingencies, many of which are beyond the control of the Company. These factors may cause actual results, performance, or achievements to differ materially from anticipated results, performance, or achievements. Factors that might affect such forward-looking statements include, but are not limited to, overall economic and business conditions; economic and political conditions in international markets; the demand for the Company's products; competitive factors in the industries and geographic markets in which the Company competes; changes in federal, state and international tax requirements (including tax rate changes, new tax laws and revised tax law interpretations); interest rate fluctuations and other capital market conditions, including changes in the market price of the Company's common stock; f oreign currency exchange rate fluctuations; changes in technology; the timing, impact, and other uncertainties of future acquisitions; the seasonal and cyclical nature of the semiconductor and flat panel display industries; management changes; damage or destruction to the Company's facilities by natural disasters, labor strikes, political unrest, or terrorist activity; the ability of the Company to place new equipment in service on a timely basis; obtain additional financing; achieve anticipated synergies and other cost savings in connection with acquisitions and productivity programs; fully utilize its tools; achieve desired yields, pricing, product mix, and market acceptance of its products; and obtain necessary export licenses. Any forward-looking statements should be considered in light of these factors. Accordingly, there is no assurance that the Company's expectations will be realized. The Company does not assume responsibility for the accuracy and completeness of the forward-looking statements and does not assume an obligation to provide revisions to any forward-looking statements except as otherwise required by securities and other applicable laws.

PHOTRONICS, INC.
AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

Item 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

PHOTRONICS, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(in thousands, except per share amounts)
(unaudited)

	August 1, 2010	November 1, 2009
ASSETS		
Current assets:		
Cash and cash equivalents	$ 104,027	$ 88,539
Accounts receivable, net of allowance of $4,054 in 2010 and $2,669 in 2009	79,995	66,920
Inventories	14,328	14,826
Deferred income taxes	3,321	3,264
Prepaid expenses	5,811	3,792
Other current assets	3,950	2,656
Total current assets	211,432	179,997
Property, plant and equipment, net	354,422	347,889
Investment in joint venture	60,914	60,945
Intangible assets, net	49,261	55,054
Other assets	18,535	19,771
	$ 694,564	$ 663,656
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of long-term borrowings	$ 11,577	$ 10,301
Accounts payable	93,210	59,187
Accrued liabilities	29,471	20,967
Total current liabilities	134,258	90,455
Long-term borrowings	76,439	112,137
Deferred income taxes	1,328	1,487
Other liabilities	9,085	9,881
Total liabilities	221,110	213,960
Commitments and contingencies		
Equity:		
Preferred stock, $0.01 par value, 2,000 shares authorized, none issued and outstanding	-	-
Common stock, $0.01 par value, 150,000 shares authorized, 53,515 shares issued and outstanding at August 1, 2010 and 53,011 at November 1, 2009	535	530
Additional paid-in capital	435,467	432,160
Accumulated deficit	(10,768)	(26,546)
Accumulated other comprehensive loss	(4,648)	(6,389)
Total Photronics, Inc. shareholders' equity	420,586	399,755
Non-controlling interests	52,868	49,941
Total equity	473,454	449,696
	$ 694,564	$ 663,656

See accompanying notes to condensed consolidated financial statements.

PHOTRONICS, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Operations

(in thousands, except per share amounts)

(unaudited)

	Three Months Ended		Nine Months Ended	
	August 1, 2010	**August 2, 2009**	**August 1, 2010**	**August 2, 2009**
Net sales	$ 112,251	$ 95,401	$ 315,518	$ 266,676
Costs and expenses:				
Cost of sales	(85,979)	(77,347)	(248,979)	(226,622)
Selling, general and administrative	(11,068)	(9,963)	(32,086)	(30,995)
Research and development	(3,427)	(3,854)	(10,983)	(11,655)
Consolidation, restructuring and related (charges) credits	(26)	(10,660)	4,810	(12,746)
Impairment of long-lived assets	-	-	-	(1,458)
Operating income (loss)	11,751	(6,423)	28,280	(16,800)
Other income (expense):				
Interest expense	(1,827)	(5,351)	(7,807)	(14,427)
Investment and other income (expense), net	593	(8,869)	1,937	(8,418)
Income (loss) before income taxes	10,517	(20,643)	22,410	(39,645)
Income tax provision	(2,910)	(1,805)	(5,790)	(2,927)
Net income (loss)	7,607	(22,448)	16,620	(42,572)
Net (income) loss attributable to noncontrolling interests	84	(399)	(842)	(580)
Net income (loss) attributable to Photronics, Inc.	$ 7,691	$ (22,847)	$ 15,778	$ (43,152)
Income (loss) per share:				
Basic	$ 0.14	$ (0.55)	$ 0.30	$ (1.03)
Diluted	$ 0.13	$ (0.55)	$ 0.29	$ (1.03)
Weighted average number of common shares outstanding:				
Basic	53,516	41,819	53,341	41,772
Diluted	66,280	41,819	65,689	41,772

See accompanying notes to condensed consolidated financial statements.

PHOTRONICS, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows

(in thousands)

(unaudited)

	Nine Months Ended	
	August 1, 2010	**August 2, 2009**
Cash flows from operating activities:		
Net income (loss)	$ 16,620	$ (42,572)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	67,786	64,419
Consolidation, restructuring and related charges (credits)	(5,059)	10,517
Impairment of long-lived assets	-	1,458
Changes in assets and liabilities:		
Accounts receivable	(12,419)	(247)
Inventories	630	2,204
Other current assets	(3,592)	1,767
Accounts payable, accrued liabilities and other	10,211	4,061
Net cash provided by operating activities	74,177	41,607
Cash flows from investing activities:		
Purchases of property, plant and equipment	(38,040)	(29,867)
Proceeds from sale of facility	12,880	-
Proceeds from sales of investments and other	288	996
Distribution from joint venture	-	5,000
Net cash used in investing activities	(24,872)	(23,871)
Cash flows from financing activities:		
Repayments of long-term borrowings	(62,288)	(39,342)
Proceeds from long-term borrowings	28,680	27,204
Payments of deferred financing fees	(1,225)	(4,317)
Other	75	(88)
Net cash used in financing activities	(34,758)	(16,543)
Effect of exchange rate changes on cash	941	575
Net increase in cash and cash equivalents	15,488	1,768
Cash and cash equivalents at beginning of period	88,539	83,763
Cash and cash equivalents at end of period	$ 104,027	$ 85,531
Supplemental disclosure of cash flow information:		
Change in accrual for purchases of property, plant and equipment	$ 35,735	$ (18,712)
Change in capital lease obligation for purchases of property, plant and equipment	$ -	$ (28,244)
Common stock warrants issuance and fair value adjustment	$ -	$ 10,086
Non-cash reduction of notes payable	$ 475	$ -

See accompanying notes to condensed consolidated financial statements.

NOTE 1 - BASIS OF FINANCIAL STATEMENT PRESENTATION

Photronics, Inc. and its subsidiaries ("Photronics" or the "Company") is one of the world's leading manufacturers of photomasks, which are high precision photographic quartz plates containing microscopic images of electronic circuits. Photomasks are a key element in the manufacture of semiconductors and flat panel displays ("FPDs"), and are used as masters to transfer circuit patterns onto semiconductor wafers and flat panel substrates during the fabrication of integrated circuits ("ICs") and a variety of FPDs and, to a lesser extent, other types of electrical and optical components. The Company currently operates principally from nine manufacturing facilities, two of which are located in Europe, two in Taiwan, one in Korea, one in Singapore, and three in the United States.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for annual financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the interim period are not necessarily indicative of the results that may be expected for the fiscal year ending October 31, 2010. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10- K for the year ended November 1, 2009.

Certain amounts in the November 1, 2009 condensed consolidated financial statements were reclassified to conform with the current period presentation related to noncontrolling interests (see Note 2).

NOTE 2 - CHANGES IN EQUITY AND COMPREHENSIVE INCOME (LOSS)

On November 2, 2009, the Company adopted new accounting standards for noncontrolling interests as set forth in the Consolidation Topic No. 810 of the Accounting Standards Codification. These standards require companies to classify expenses related to noncontrolling interests' share in income (loss) below net income (loss). Earnings per share continues to be determined after the impact of the noncontrolling interests' share in net income (loss) of the Company. In addition, these standards require noncontrolling interests to be presented on the condensed consolidated balance sheets as a separate caption within equity. The presentation and disclosure requirements of these standards were retrospectively applied. The adoption of these standards resulted in the reclassification of $49.9 million of noncontrolling interests in the condensed consolidated balance sheet to equity on November 2, 2009.

The following tables set forth the Company's consolidated changes in equity for the three and nine months ended August 1, 2010 and August 2, 2009:

	Three Months Ended August 1, 2010							
	Photronics, Inc. Shareholders							
	Common Stock		Add'l Paid-in	Accumulated	Accumulated Other Comprehensive Income	Total Photronics,	Non-controlling	Total
	Shares	Amount	Capital	Deficit	(Loss)	Inc.	Interests	Equity
Balance at May 2, 2010	53,497	$ 535	$ 434,976	$ (18,459)	$ 6,217	$ 423,269	$ 52,900	$ 476,169
Comprehensive income:								
Net income (loss)	-	-	-	7,691	-	7,691	(84)	7,607
Reclassification adjustment – unrealized holding gain	-	-	-	-	(76)	(76)	(56)	(132)
Amortization of cash flow hedges	-	-	-	-	31	31	-	31
Foreign currency translation adjustments	-	-	-	-	(10,820)	(10,820)	108	(10,712)
Total comprehensive loss	-	-	-	-	-	(3,174)	(32)	(3,206)
Sale of common stock through employee stock option and purchase plans	5	-	4	-	-	4	-	4
Share-based compensation expense	13	-	487	-	-	487	-	487
Balance at August 1, 2010	53,515	$ 535	$ 435,467	$ (10,768)	$ (4,648)	$ 420,586	$ 52,868	$ 473,454

	Three Months Ended August 2, 2009							
	Photronics, Inc. Shareholders							
	Common Stock		Add'l Paid-in	Accumulated	Accumulated Other Comprehensive	Total Photronics,	Non-controlling	Total
	Shares	Amount	Capital	Deficit	Loss	Inc.	Interests	Equity
Balance at May 3, 2009	41,777	$ 418	$ 385,826	$ (4,941)	$ (22,007)	$ 359,296	$ 48,799	$ 408,095
Comprehensive income:								
Net income (loss)	-	-	-	(22,847)	-	(22,847)	399	(22,448)
Reclassification adjustment – unrealized holding gain	-	-	-	-	(31)	(31)	-	(31)
Amortization of cash flow hedges	-	-	-	-	32	32	-	32
Foreign currency translation adjustments	-	-	-	-	8,924	8,924	497	9,421
Total comprehensive income (loss)	-	-	-	-	-	(13,922)	896	(13,026)
Sale of common stock through employee stock option and purchase plans	-	-	8	-	-	8	-	8
Share-based compensation expense	34	-	374	-	-	374	-	374
Common stock warrants exercised	67	1	339	-	-	340	-	340
Common stock registration fees	-	-	(87)	-	-	(87)	-	(87)
Balance at August 2, 2009	41,878	$ 419	$ 386,460	$ (27,788)	$ (13,082)	$ 346,009	$ 49,695	$ 395,704

	Nine Months Ended August 1, 2010								
	Photronics, Inc. Shareholders								
	Common Stock		Add'l Paid-in	Accumulated	Accumulated Other Comprehensive	Total Photronics,	Non-controlling	Total
	Shares	Amount	Capital	Deficit	Loss	Inc.	Interests	Equity
Balance at November 1, 2009	53,011	$ 530	$ 432,160	$ (26,546)	$ (6,389)	$ 399,755	$ 49,941	$ 449,696
Comprehensive income:								
Net income	-	-	-	15,778	-	15,778	842	16,620
Unrealized holding gain	-	-	-	-	76	76	56	132
Reclassification adjustment – unrealized holding gain	-	-	-	-	(76)	(76)	(56)	(132)
Amortization of cash flow hedges	-	-	-	-	96	96	-	96
Foreign currency translation adjustments	-	-	-	-	1,645	1,645	2,085	3,730
Total comprehensive income	-	-	-	-	-	17,519	2,927	20,446
Sale of common stock through employee stock option and purchase plans	98	1	108	-	-	109	-	109
Share-based compensation expense	56	-	1,518	-	-	1,518	-	1,518
Common stock warrants exercised	350	4	1,681	-	-	1,685	-	1,685
Balance at August 1, 2010	53,515	$ 535	$ 435,467	$ (10,768)	$ (4,648)	$ 420,586	$ 52,868	$ 473,454

	Nine Months Ended August 2, 2009							
	Photronics, Inc. Shareholders							
	Common Stock		Add'l Paid-in	Accumulated Earnings	Accumulated Other Comprehensive	Total Photronics,	Non-controlling	Total
	Shares	Amount	Capital	(Deficit)	Loss	Inc.	Interests	Equity
Balance at November 2, 2008	41,712	$ 417	$ 384,502	$ 15,364	$ (17,501)	$ 382,782	$ 49,616	$ 432,398
Comprehensive income:								
Net income (loss)	-	-	-	(43,152)	-	(43,152)	580	(42,572)
Reclassification adjustment – unrealized holding gain	-	-	-	-	59	59	39	98
Amortization of cash flow hedges	-	-	-	-	545	545	-	545
Foreign currency translation adjustments	-	-	-	-	3,815	3,815	(103)	3,712
Total comprehensive income (loss)	-	-	-	-	-	(38,733)	516	(38,217)
Sale of common stock through employee stock option and purchase plans	-	-	46	-	-	46	-	46
Share-based compensation expense	99	1	1,660	-	-	1,661	-	1,661
Common stock warrants exercised	67	1	339	-	-	340	-	340
Common stock registration fees	-	-	(87)	-	-	(87)	-	(87)
Noncontrolling interests' subsidiary dividend	-	-	-	-	-	-	(437)	(437)
Balance at August 2, 2009	41,878	$ 419	$ 386,460	$ (27,788)	$ (13,082)	$ 346,009	$ 49,695	$ 395,704

NOTE 3 - JOINT VENTURE

On May 5, 2006, Photronics and Micron Technology, Inc. ("Micron") entered into the MP Mask joint venture, which develops and produces photomasks for leading-edge and advanced next generation semiconductors. As part of the formation of the joint venture, Micron contributed its existing photomask technology center located at its Boise, Idaho, headquarters to MP Mask and Photronics invested $135 million in exchange for a 49.99% interest in MP Mask (to which $64.2 million of the original investment was allocated), a license for photomask technology of Micron, and certain supply agreements.

This joint venture is a variable interest entity (as that term is defined in the Accounting Standards Codification) primarily because all costs of the joint venture will be passed on to the Company and Micron through purchase agreements they have entered into with the joint venture. The Company determined that, in regards to this variable interest entity ("VIE"), it and Micron are de facto agents (as that term is defined in the Accounting Standards Codification) and that Micron is the primary beneficiary of the VIE as it is the de facto agent within the aggregated group of de facto agents (i.e. the Company and Micron) that is the most closely associated with the VIE. The primary reasons the Company concluded that Micron is the most closely associated of the de facto agents to the VIE are that Micron is both the ultimate purchaser of substantially all of the products produced by the VIE and that it is the holder of decision making authority in the ordinary course of business.

The Company has utilized MP Mask for both high-end IC photomask production and research and development purposes. MP Mask charges its variable interest holders based on their actual usage of its facility. MP Mask separately charges for any research and development activities it engages in at the requests of its owners. The Company recorded cost of sales of $1.8 million and $4.5 million and research and development expenses of $0.2 million and $0.7 million during the three and nine month periods ended August 1, 2010. Cost of sales of $1.4 million and $2.9 million and research and development expenses of $0.2 million and $1.0 million were recorded during the three and nine month periods ended August 2, 2009.

MP Mask is governed by a Board of Managers, appointed by Micron and the Company. Since MP Mask's inception, Micron, as a result of its majority ownership, has appointed the majority of its managers. The number of managers appointed by each party is subject to change as ownership interests change. Under the MP Mask joint venture operating agreement, in order to maintain its 49.99% interest, the Company may be required to make additional capital contributions to the joint venture up to the maximum amount defined in the operating agreement. However, should the Board of Managers determine that further additional funding is required, the joint venture shall pursue its own financing. If the joint venture is unable to obtain its own financing, it may request additional capital contributions from the Company. Should the Company choose not to make a requested contri bution to the joint venture, its ownership interest may be reduced. The Company received no distributions from MP Mask during the three and nine month periods ended August 1, 2010, and received a $5 million distribution during the nine month period ended August 2, 2009. The Company made no contributions to MP Mask during the three and nine month periods ended August 1, 2010 and August 2, 2009.

The Company's investment in the VIE, which represents its maximum exposure to loss, was $60.9 million at August 1, 2010 and November 1, 2009. This amount is reported in the Company's condensed consolidated balance sheets as "Investment in joint venture."

NOTE 4 - EARNINGS (LOSS) PER SHARE

The calculation of basic and diluted earnings (loss) per share is presented below.

	Three Months Ended		Nine Months Ended	
	August 1, 2010	August 2, 2009	August 1, 2010	August 2, 2009
Net income (loss) attributable to Photronics, Inc.	$ 7,691	$ (22,847)	$ 15,778	$ (43,152)
Effect of dilutive securities:				
Interest expense on convertible notes, net of related tax effects	1,022	-	3,063	-
Gain related to common stock warrants fair value adjustment	(388)	-	-	-
Earnings (loss) for diluted earnings (loss) per share	$ 8,325	$ (22,847)	$ 18,841	$ (43,152)
Weighted-average common shares computations:				
Weighted-average common shares used for basic earnings (loss) per share	53,516	41,819	53,341	41,772
Effect of dilutive securities:				
Convertible notes	11,311	-	11,311	-
Employee stock options and restricted shares	969	-	983	-
Common stock warrants	484	-	54	-
Potentially dilutive common shares	12,764	-	12,348	-
Weighted-average common shares used for diluted earnings (loss) per share	66,280	41,819	65,689	41,772
Basic earnings (loss) per share	$ 0.14	$ (0.55)	$ 0.30	$ (1.03)
Diluted earnings (loss) per share	$ 0.13	$ (0.55)	$ 0.29	$ (1.03)

The table below shows the outstanding weighted-average employee stock options, restricted shares and common stock warrants that were excluded from the calculation of diluted earnings per share because their exercise price exceeded the average market value of the common shares for the period or, under application of the treasury stock method, they were otherwise determined to be anti-dilutive.

	Three Months Ended		Nine Months Ended	
	August 1, 2010	August 2, 2009	August 1, 2010	August 2, 2009
Employee stock options and restricted shares	2,700	1,950	2,668	2,064
Common stock warrants	250	1,793	792	598
Total potentially dilutive shares excluded	2,950	3,743	3,460	2,662

In periods in which the Company incurred a net loss, the assumed exercise of certain outstanding employee stock options and the vesting of restricted shares had an antidilutive effect. Had the Company recognized sufficient net income, there would have been 0.2 million of incremental weighted-average shares of these employee stock options and restricted shares outstanding during both the three and nine month periods ended August 2, 2009, respectively.

NOTE 5 - SHARE-BASED COMPENSATION PLANS

In March 2007, the Company’s shareholders approved a new share-based compensation plan ("Plan"), under which options, restricted stock, restricted stock units, stock appreciation rights, performance stock, performance units, and other awards based on, or related to, shares of the Company's common stock may be granted from shares authorized but unissued, shares previously issued and reacquired by the Company, or both. The maximum number of shares of common stock approved by the Company’s shareholders to be issued under the Plan was increased from three million shares to six million shares during the three month period ended May 2, 2010. Awards may be granted to officers, employees, directors, consultants, advisors, and independent contractors of the Company or its subsidiaries. In the event of a change in control (as defined in the Plan) the vesting of awards may be accelerated. The Plan, aspects of whic h are more fully described below, prohibits further awards from being issued under prior plans. The Company incurred total share-based compensation expense for the three and nine month periods ended August 1, 2010 of $0.5 million and $1.5 million, respectively, and $0.4 million and $1.7 million for the three and nine month periods ended August 2, 2009, respectively. The Company received cash from option exercises of $0.1 million during the nine month period ended August 1, 2010, respectively, and did not receive any cash from option exercises during the three and nine month periods ended August 2, 2009. No share-based compensation cost was capitalized as part of inventory and no related income tax benefits were recorded during the periods presented.

Stock Options

Option awards generally vest in one to four years, and have a ten-year contractual term. All incentive and non-qualified stock option grants have an exercise price equal to the market value of the underlying common stock on the date of grant. The grant date fair value of options is based upon the closing price on the date of grant using the Black-Scholes option pricing model. Expected volatility is based on the historical volatility of the Company's stock. The Company uses historical option exercise behavior and employee termination data to estimate the expected term, which represents the period of time that the options granted are expected to remain outstanding. The risk-free rate of return for the estimated term of the option is based on the U.S. Treasury yield curve in effect at the time of grant. Inputs used to calculate the grant date fair value of opt ions issued during the three and nine month periods ended August 1, 2010 and August 2, 2009, are presented in the following table.

	Three Months Ended		Nine Months Ended	
	August 1, 2010	August 2, 2009	August 1, 2010	August 2, 2009
Expected volatility	91.6%	N/A	89.5%	69.8%
Risk free rate of return	1.7%	N/A	1.7% - 2.4%	1.9% - 2.5%
Dividend yield	0.0%	N/A	0.0%	0.0%
Expected term	4.3 years	N/A	4.5 years	4.7 years

A summary of option awards under the plan as of August 1, 2010 is presented below.

Options	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at August 1, 2010	3,911,740	$ 9.33	6.7 years	$ 4,766
Exercisable at August 1, 2010	1,928,686	$ 16.22	4.6 years	$ 878

There were 80,000 share options granted during the three month period ended August 1, 2010 with a weighted-average grant date fair value of $3.08 per share. There were no share options issued during the three month period ended August 2, 2009. There were 926,400 share options granted during the nine month period ended August 1, 2010, with a weighted-average grant date fair value of $2.98 per share and 1,348,250 share options granted during the nine month period ended August 2, 2009, with a weighted-average grant date fair value of $0.44 per share. As of August 1, 2010, the total unrecognized compensation cost related to non-vested option awards was approximately $2.3 million, which is expected to be recognized over a weighted-average amortization period of 3.2 years.

Restricted Stock

The Company periodically grants restricted stock awards. The restrictions on these awards lapse over a service period that has ranged from less-than-one to eight years. No restricted stock awards were issued during the three or nine month periods ended August 1, 2010 or during the three month period ended August 2, 2009, and 75,000 shares with a weighted-average grant date fair value of $0.76 per share were granted during the nine month period ended August 2, 2009. As of August 1, 2010, the total compensation cost not yet recognized related to nonvested restricted stock awards was approximately $1.4 million, which is expected to be recognized over a weighted-average amortization period of 3.1 years. As of August 1, 2010, there were 100,272 shares of restricted stock outstanding with an aggregate intrinsic value of $0.5 million.

NOTE 6 - CONSOLIDATION, RESTRUCTURING AND RELATED CHARGES

Shanghai, China, Facility

During the three months ended August 2, 2009, the Company ceased the manufacture of photomasks at its Shanghai, China, facility. In connection with this restructuring, which was substantially completed during the three month period ended August 1, 2010, the Company has recorded total net charges of $5.4 million, including $4.2 million of net asset write-downs. The fair value of the assets written down was determined by management using a market approach. Approximately 75 employees were affected by this restructuring.

The Company recorded an initial restructuring charge of $10.1 million during the three month period ended August 2, 2009, which included $7.7 million to write down the carrying value of the Company's Shanghai manufacturing facility to its estimated fair value at that time. During the three months ended May 2, 2010, the Company sold its facility in Shanghai, China, for net proceeds of $12.9 million which resulted in a gain of $5.2 million. This gain was recorded as a credit to the restructuring reserve during the three months ended May 2, 2010.

The following tables set forth the Company's restructuring reserve related to the closing of its former Shanghai, China, facility as of August 1, 2010 and August 2, 2009, and reflect the activity affecting the reserve for the three and nine month periods then ended. The remaining balance at August 1, 2010 primarily relates to expenses incurred relating to the sale of the facility.

	Three Months Ended August 1, 2010				Nine Months Ended August 1, 2010			
	May 3, 2010	Charges	Utilized	August 1, 2010	November 2, 2009	Charges (credits)	Utilized	August 1, 2010
Net gain on sales of assets	$ 218	$ -	$ (21)	$ 197	$ -	$ (5,020)	$ 5,217	$ 197
Employee terminations and other	-	26	(26)	-	134	210	(344)	-
	$ 218	$ 26	$ (47)	$ 197	$ 134	$ (4,810)	$ 4,873	$ 197

	Three Months Ended August 2, 2009				Nine Months Ended August 2, 2009			
	May 4, 2009	Charges	Utilized	August 2, 2009	November 3, 2008	Charges	Utilized	August 2, 2009
Asset write-downs	$ -	$ 9,898	$ (9,898)	$ -	$ -	$ 9,898	$ (9,898)	$ -
Other	-	183	-	183	-	183	-	183
	$ -	$ 10,081	$ (9,898)	$ 183	$ -	$ 10,081	$ (9,898)	$ 183

Manchester, U.K., Facility

During the three months ended February 1, 2009, the Company ceased the manufacture of photomasks at its Manchester, U.K., facility and, in connection therewith, incurred total restructuring charges of $3.3 million through its completion in the fourth quarter of fiscal 2009, primarily for employee termination costs and asset write-downs. Approximately 85 employees were affected by this restructuring. The following table sets forth the Company's 2009 restructuring reserve related to its Manchester, U.K., facility as of August 2, 2009, and reflects the activity affecting the reserve for the three and nine month periods then ended.

	Three Months Ended August 2, 2009				Nine Months Ended August 2, 2009			
	May 4, 2009	Charges	Utilized	August 2, 2009	November 3, 2008	Charges	Utilized	August 2, 2009
Employee terminations	$ -	$ 498	$ (498)	$ -	$ -	$ 1,888	$ (1,888)	$ -
Asset write-downs and other	-	81	(81)	-	-	777	(777)	-
	$ -	$ 579	$ (579)	$ -	$ -	$ 2,665	$ (2,665)	$ -

NOTE 7 - INCOME TAXES

The effective income tax rates differ from the amount computed by applying the U.S. statutory rate of 35% to the income (loss) before income taxes in 2009 primarily because income tax provisions incurred in jurisdictions where the Company generated income before income taxes were, due to valuation allowances, not significantly offset by income tax benefits in jurisdictions where the Company incurred losses before income taxes. In 2010, the effective income tax rates differ from the amount computed by applying the U.S. statutory rate of 35% to the income (loss) before income taxes primarily due to lower statutory rates in international locations. Further, various investment tax credits have been utilized in Korea and Taiwan which reduced the Company's effective income tax rate in both years.

The Company accounts for uncertain tax positions by recording a liability for unrecognized tax benefits resulting from uncertain tax positions taken, or expected to be taken, in its tax returns. The Company recognizes any interest and penalties related to uncertain tax positions in the income tax provision in its condensed consolidated statement of operations.

As of August 1, 2010 and November 1, 2009, the gross unrecognized tax benefits for income taxes associated with uncertain tax positions was approximately $2.0 million (including interest and penalties of $0.4 million). If recognized, the benefits would favorably impact the Company's effective tax rate in future periods. As of August 1, 2010, the Company believes it is not reasonably possible that the total amounts of unrecognized benefits will significantly increase or decrease in the next twelve months.

PKLT, the Company's FPD manufacturing facility in Taiwan, is accorded a tax holiday, which expires in 2012. In addition, the Company has been accorded a tax holiday in China which is expected to expire in 2011. These tax holidays had no dollar or per share effect in the three and nine month periods ended August 1, 2010 and August 2, 2009.

Currently, the statutes of limitations remain open subsequent to and including 2006 in the U.S., 2007 in the U.K., 2008 in Germany and 2005 in Korea.

NOTE 8 - DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company utilizes derivative instruments to reduce its exposure to the effects of the variability of interest rates and foreign currencies on its financial performance when it believes such action is warranted. Historically, the Company has been a party to derivative instruments to hedge either the variability of cash flows of a prospective transaction or the fair value of a recorded asset or liability. In certain instances, the Company has designated these transactions as hedging instruments. However, whether or not a derivative was designated as being a hedging instrument, the Company's purpose for engaging in the derivative has always been for risk management (and not speculative) purposes. The Company has historically not been a party to a significant number of derivative instruments and does not expect its derivative activity to significantly increa se in the foreseeable future.

In addition to the utilization of derivative instruments discussed above, the Company attempts to minimize its risk of foreign currency exchange rate variability by, whenever possible, procuring production materials within the same country that it will utilize the materials in manufacturing, and by selling to customers from manufacturing sites within the country in which the customers are located.

On May 15, 2009, in connection with an amendment to its credit facility, the Company issued 2.1 million warrants, each exercisable for one share of the Company's common stock at an exercise price of $0.01 per share. Forty percent of the warrants were exercisable upon issuance, and the remaining balance was to become exercisable in twenty percent increments at various points in time after October 31, 2009. As a result of certain net cash settleable put provisions within the warrant agreement, the warrants were recorded as a liability in the Company's condensed consolidated balance sheet. As of the issuance date and for future periods that such warrants remain outstanding, the Company has, and will continue to, adjust the liability based upon the current fair value of the warrants, with any changes in their fair value being recognized in earnings. Due to the warrants' exercise price of $0.01 per share, their fair value will approximate the market price of the Company's common stock. Approximately 1.2 million of these warrants were cancelled as a result of the Company's early repayment of certain amounts under its credit facility during the year ended November 1, 2009, and the associated liability was reduced accordingly.

The Company was a party to two foreign currency forward contracts which expired during the year ended November 1, 2009, both of which were not accounted for as hedges, as they were economic hedges of intercompany loans denominated in U.S. dollars that were remeasured at fair value and recognized immediately in earnings. A portion of an existing loss on a cash flow hedge in the amount of $0.1 million is expected to be reclassified into earnings over the next twelve months.

The table below presents the effect of derivative instruments on the Company's condensed consolidated balance sheets at August 1, 2010 and November 1, 2009.

Derivatives Not Designated as Hedging Instruments Under ASC 815	Balance Sheet Location	Fair Value at August 1, 2010	Fair Value at November 1, 2009
Warrants on common stock	Other liabilities	$ 1,884	$ 3,205

The table below presents the effect of derivative instruments on the Company's condensed consolidated statements of operations for the three and nine month periods ended August 1, 2010 and August 2, 2009.

Derivatives Not Designated as Hedging Instruments Under ASC 815	Location of Gain (Loss) Recognized in Income on Derivatives	Amount of Gain (Loss) Recognized in Income on Derivatives			
		Three Months Ended		Nine Months Ended	
		August 1, 2010	August 2, 2009	August 1, 2010	August 2, 2009
Warrants on common stock	Investment and other income (expense), net	$ 388	$ (6,848)	$ (363)	$ (6,848)
Foreign exchange contracts	Investment and other income (expense), net	$ -	$ -	$ -	$ 93

NOTE 9 - LONG-TERM BORROWINGS

Long-term borrowings consist of the following:

	August 1, 2010	November 1, 2009
5.5% convertible senior notes due on October 1, 2014	$ 57,500	$ 57,500
Borrowings under revolving credit facility, which bears interest at a variable rate, as defined (4.06% at August 1, 2010 and 8.0% November 1, 2009)	-	2,568
8.0% capital lease obligation payable through January 2013	17,850	22,552
5.6% capital lease obligation payable through October 2012	9,659	12,614
4.75% financing loan with customer	3,007	-
Term loan which bore interest at a variable rate as defined (8.0% at November 1, 2009)	-	27,204
	88,016	122,438
Less current portion	11,577	10,301
	$ 76,439	$ 112,137

On February 12, 2010, the Company amended its revolving credit facility, which was originally established on June 6, 2007, to a three-year $50 million revolving credit facility ("the credit facility"). At the time of the February 12, 2010 amendment, the then existing revolving credit facility and term loan were repaid in full with borrowings from the credit facility of $20.8 million and, in connection therewith, the Company wrote off $1.0 million of deferred financing fees. On May 7, 2010, the credit facility was further amended to increase its borrowing capacity to $65 million. The credit facility bears interest at LIBOR plus a spread, as defined in the agreement based upon the Company's total leverage ratio. As of August 1, 2010, the Company had no outstanding borrowings under the credit facility and $65 million was available for borrowing.

The credit facility, which matures on February 12, 2013, is secured by substantially all of the Company's assets in the United States as well as common stock the Company owns in certain of its foreign subsidiaries. The credit facility is subject to the following financial covenants: fixed charge coverage ratio, total leverage ratio, minimum unrestricted cash balance, and maximum capital expenditures, all as defined in the agreement.

In May 2009, the Company amended its then existing revolving credit facility and entered into a warrant agreement with its lenders for 2.1 million shares of its common stock. Forty percent of the warrants were exercisable upon issuance while the remaining warrants were cancelled as a result of the Company's September 2009 early repayment of a portion of the outstanding balance under its June 6, 2007 credit agreement. As of August 1, 2010, approximately 0.4 million warrants have been exercised, including 0.3 million of which were exercised during the nine month period ended August 1, 2010. There were no warrant exercises during the three month period ended August 1, 2010. The warrants, approximately 0.4 million of which remained outstanding at August 1, 2010, are exercisable for one share of the Company's common stock, at an exercise price of $.01 per share. The warrant agreement also included a net cash settleable put provision exercisable starting in May 2012 and a call provision exercisable starting in May 2013, both of which were exercisable only if the Company's common stock was not traded on a national exchange or, in the case of the put provision, such repurchase does not create a default under the credit facility or any refinancing of it. As a result of the aforementioned net cash settleable put provisions, the warrants were initially recorded as a liability (included in other liabilities) and have been subsequently reported at their fair value.

In addition to the former credit facility discussed above, the Company also entered into a term loan agreement with an aggregate commitment of $27.2 million in the U.S. dated on June 8, 2009. This loan was repaid in February 2010 with funds from the credit facility.

On September 11, 2009, the Company sold, through a public offering, $57.5 million aggregate principal amount of 5.5% convertible senior notes which mature on October 1, 2014. Note holders may convert each $1,000 principal amount of notes to 196.7052 shares of stock (equivalent to an initial conversion price of approximately $5.08 per share of common stock) on September 30, 2014. The conversion rate may be increased in the event of a make-whole fundamental change (as defined in the prospectus supplement filed by the Company on September 11, 2009) and the Company may not redeem the notes prior to their maturity date. The net proceeds of the convertible senior notes offering were approximately $54.9 million.

In January 2010 the Company borrowed $3.7 million from a customer to purchase manufacturing equipment. This loan bears interest at 4.75% and will be repaid with product supplied to the customer. Product valued at $0.3 million and $0.5 million was shipped to the customer and applied against the loan during the three and nine month periods ended August 1, 2010, respectively. The Company estimates that the loan will be fully repaid by September 2014.

In the first quarter of 2008 a capital lease agreement commenced for the U.S. nanoFab facility which bore interest at 8%. This lease was cancelled in the third fiscal quarter of 2009, at which time the Company and Micron (the lessor) entered into a new lease agreement for the facility. Under the provisions of the new lease agreement, quarterly lease payments were reduced from $3.8 million to $2.0 million, the term of the lease was extended from December 31, 2012 to December 31, 2014, and ownership of the property will not transfer to the Company at the end of the lease term. As a result of the new lease agreement, the Company reduced its lease obligation and the carrying value of its assets under capital leases by approximately $28 million. The lease will continue to be accounted for as a capital lease until the end of its original lease term. For the addit ional two years of the new lease term, the lease will be accounted for as an operating lease. As of August 1, 2010, total capital lease amounts payable were $19.9 million, of which $17.9 million represented principal and $2.0 million represented interest.

In October 2007, the Company entered into a capital lease agreement in the amount of $19.9 million associated with certain equipment. Under the capital lease agreement, the Company is required to maintain the equipment in good working condition, and is required to comply with certain non-financial covenants. Payments under the lease are $0.4 million per month over a 5-year term at a 5.6% interest rate.

NOTE 10 - COMMON STOCK WARRANTS

On September 10, 2009, the Company entered into two warrant agreements with Intel Capital Corporation to purchase a total of 750,000 shares of the Company's common stock. Under one warrant agreement 500,000 shares of the Company's common stock can be purchased at an exercise price of $4.15 per share and under the second warrant agreement 250,000 shares of the Company's common stock can be purchased at an exercise price of $5.08 per share. The warrant agreements expire on September 10, 2014. Also, on September 10, 2009, the Company and Intel Corporation entered into an agreement to share technical and operations information regarding the development of the Company's products, the capabilities of the Company's photomask manufacturing lines and the alignment of photomask toolsets. Intel Capital Corporation also invested in the Company's September 2009 converti ble debt offering. The warrants were recorded at their fair value on their date of grant, which was determined using the Black-Scholes option pricing model. As of August 1, 2010, none of the warrants had been exercised.

In conjunction with its May 2009 amendment to its credit facility, the Company also entered into a warrant agreement with its lenders. See Note 9 for further discussion of these warrants.

NOTE 11 - FAIR VALUE MEASUREMENTS

Fair value, as defined in accounting guidance, is the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. An "orderly transaction" is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets or liabilities (i.e. it is not a forced transaction). The transaction to sell an asset or transfer a liability is a hypothetical transaction at the measurement date, considered from the perspective of a market participant that holds the asset or owes the liability. Therefore, the objective of a fair value measurement is to determine the price that would be received to sell the asset or paid to transfer the liability (an exit price) at the measurement date.

A fair value measurement further assumes that the hypothetical transaction occurs in the principal (or if no principal market exists, the most advantageous) market for the asset or liability. Further, a fair value measurement assumes a transaction involving the highest and best use of an asset and the consideration of assumptions that would be made by market participants when pricing an asset or liability, such as transfer restrictions or non-performance risk.

The Company follows a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. This fair value hierarchy gives the highest priority to unadjusted, quoted market prices in active markets for identical assets or liabilities (including when the liabilities are traded as assets) while giving the lowest priority to unobservable inputs, which are inputs that reflect the Company's assumptions about the factors that market participants would use in valuing assets or liabilities, based upon the best information available under existing circumstances. In cases when the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fa ir value measurement in its entirety. When, due to changes in the inputs to valuation techniques used to measure its fair value, an asset or liability is transferred between levels of the fair value hierarchy, the Company recognizes all transfer to or from any level to be as of the beginning of the reporting period. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, including the consideration of factors specific to the asset or liability. The hierarchy consists of the following three levels:

Level 1 - Inputs are prices in active markets that are accessible at the measurement date.

Level 2 - Inputs other than quoted prices included within Level 1 are observable for the asset or liability, either directly or indirectly. At August 1, 2010 and November 1, 2009, the Company's Level 2 liability consists of its common stock warrants which are reported in other liabilities.

Level 3 - Inputs are unobservable inputs for the asset or liability. At November 1, 2009, the Company's Level 3 asset is a foreign bond fund which is reported in other current assets.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The tables below present assets and liabilities as of August 1, 2010 and November 1, 2009, that are measured at fair value on a recurring basis.

	August 1, 2010			
	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Common stock warrants	$ -	$ (1,884)	$ -	$ (1,884)
Total liabilities	$ -	$ (1,884)	$ -	$ (1,884)

	November 1, 2009			
	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Foreign bond fund	$ -	$ -	$ 148	$ 148
Total assets	$ -	$ -	$ 148	$ 148
Common stock warrants	$ -	$ (3,205)	$ -	$ (3,205)
Total liabilities	$ -	$ (3,205)	$ -	$ (3,205)

The foreign bond fund above represents the Company's investment in a fund whose fair value was provided by the trust. During the three month period ended August 1, 2010, the Company determined that its investment in the fund was not recoverable. As a result of this determination the Company wrote off its entire investment in the fund. This resulted in a net of tax charge of $0.2 million (included in investment and other income (expense), net) and a reclassification adjustment of an unrealized holding gain to earnings of $0.1 million.

The fair value of the common stock warrants liability was determined using the Black-Scholes option pricing model. Significant observable inputs into the model included the market price of the Company's common stock at the measurement date. Gains or losses related to fair value adjustments to the common stock warrants liability are included in other income (expense), net.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

The Company, as permitted under accounting guidance issued in 2008, deferred the effective date for applying fair value guidance to nonfinancial assets and liabilities that are measured at fair value on a nonrecurring basis until November 2, 2009. As a result of this election, certain long-lived assets that, in fiscal year 2009 and in connection with the Company's restructuring initiatives, were measured at fair value on a nonrecurring basis did not have fair value disclosure provisions applied to them. The Company did not have any nonfinancial assets or liabilities measured at fair value on a nonrecurring basis during the three and nine month periods ended August 1, 2010.

Fair Value of Other Financial Instruments

The fair values of the Company's cash and cash equivalents, accounts receivable, accounts payable, and certain other current assets and current liabilities approximate their carrying value due to their short-term maturities. The fair value of the Company's variable rate long-term debt approximates its carrying value due to the variable nature of the underlying interest rates. As of August 1, 2010, the estimated fair value of the Company's outstanding 5.5% convertible senior notes was approximately $66 million.

NOTE 12 - GEOGRAPHIC INFORMATION

The Company operates as a single operating segment as a manufacturer of photomasks, which are high precision quartz plates containing microscopic images of electronic circuits for use in the fabrication of semiconductors. Geographic net sales are based primarily on where the Company's manufacturing facility is located. The Company's net sales for the three and nine month periods ended August 1, 2010 and August 2, 2009, and its long-lived assets by geographic area as of August 1, 2010 and November 1, 2009, are presented below.

	Three Months Ended		Nine Months Ended	
	August 1, 2010	August 2, 2009	August 1, 2010	August 2, 2009
Net sales				
Asia	$ 70,349	$ 60,278	$ 192,977	$ 167,461
Europe	11,116	10,373	31,298	28,458
North America	30,786	24,750	91,243	70,757
	$ 112,251	$ 95,401	$ 315,518	$ 266,676

	As of	
	August 1, 2010	November 1, 2009
Long-lived assets		
Asia	$ 207,293	$ 199,179
Europe	13,794	9,579
North America	133,335	139,131
	$ 354,422	$ 347,889

The Company is typically impacted during its first fiscal quarter by the North American and European holiday periods as some customers reduce their effective workdays and orders during this period.

NOTE 13 - COMMITMENTS AND CONTINGENCIES

As of August 1, 2010, the Company had commitments outstanding for capital expenditures of approximately $15 million.

The Company is subject to various claims that arise in the ordinary course of business. The Company believes such claims, individually or in the aggregate, will not have a material adverse effect on the business of the Company.

NOTE 14 - RECENT ACCOUNTING PRONOUNCEMENTS

In July 2010, the FASB amended its guidance on disclosures for financing receivables with the intention of providing additional information to assist financial statement users in assessing an entity's credit risk exposures and evaluating the adequacy of its credit losses. The disclosure requirements in the amended guidance that are as of the end of a reporting period are effective for interim and annual reporting periods ending on or after December 15, 2010, and the disclosures about activity that occurs during a reporting period are effective for interim and annual reporting periods beginning on or after December 15, 2010. The Company expects to provide any applicable disclosures required by this amended guidance beginning in the first quarter of its 2011 fiscal year.

In September 2009, the FASB issued revised guidance for multiple-deliverable revenue arrangements. This guidance changes the criteria for separating consideration in multiple-deliverable arrangements by establishing a selling price hierarchy for determining the selling price of a deliverable. Under the revised guidance, the selling price for each deliverable in a multiple-deliverable arrangement will, in order of preference and when available, be based on vendor specific objective evidence, third party evidence, or estimated selling price. The revised guidance prescribes that an estimated selling price be determined in a manner that is consistent with that used to determine the price to sell the deliverable on a stand alone basis, eliminates the residual method of allocation, and requires that arrangement consideration be allocated at the inception of the a rrangement to all deliverables using the relative selling price method. The revised guidance also significantly expands the disclosures related to multiple-deliverable arrangements, and is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early adoption permitted. The Company does not expect that the adoption of the revised guidance will have a material impact on its consolidated financial statements.

In June 2009, the FASB issued amended standards for determining whether to consolidate a variable interest entity. The amended standards require an enterprise to perform an analysis to determine whether its variable interest or interests give it a controlling financial interest in a variable interest entity. This analysis is performed in order to identify the primary beneficiary of the variable interest entity as being the enterprise that has certain characteristics described in the amended standards. The amended standards, in addition to other requirements, require an enterprise to assess whether it has an implicit financial responsibility to ensure that a variable interest entity operates as designed when determining whether it has the power to direct the activities of the variable interest entity that most significantly impact the entity's financial perf ormance and, mandates ongoing reassessments of whether an enterprise is the primary beneficiary of a variable interest entity. These amended standards are effective for financial statements issued for fiscal years beginning after November 15, 2009, and interim financial statements within those fiscal years. The Company is currently evaluating the impact, if any, this guidance will have on its consolidated financial statements.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Management's discussion and analysis ("MD&A") of the Company's financial condition, results of operations, and outlook should be read in conjunction with its condensed consolidated financial statements and related notes. Various segments of this MD&A contain forward-looking statements, all of which are presented based on current expectations and may be adversely affected by uncertainties and risk factors (presented throughout this filing and in the Company's Annual Report on Form 10-K for the fiscal 2009 year), that may cause actual results to materially differ from these expectations.

The Company sells substantially all of its photomasks to semiconductor designers and manufacturers, and manufacturers of FPDs. Photomask technology is also being applied in the fabrication of other higher performance electronic products such as photonics, micro-electronic mechanical systems and certain nanotechnology applications. Thus, the Company's selling cycle is tightly interwoven with the development and release of new semiconductor designs and flat panel applications, particularly as it relates to the semiconductor industry's migration to more advanced design methodologies and fabrication processes. The Company believes that the demand for photomasks primarily depends on design activity rather than sales volumes from products produced using photomask technologies. Consequently, an increase in semiconductor or FPD sales does not necessarily result in a corresponding increase in photomask sales. In addition, the reduced use of customized ICs, reductions in design complexity, other changes in the technology or methods of manufacturing or designing semiconductors, or a slowdown in the introduction of new semiconductor or FPD designs could reduce demand for photomasks even if demand for semiconductors and FPDs increases. Advances in semiconductor and photomask design and semiconductor production methods could also reduce the demand for photomasks. Historically, the semiconductor industry has been volatile, with sharp periodic downturns and slowdowns. These downturns have been characterized by, among other things, diminished product demand, excess production capacity, and accelerated erosion of selling prices. The semiconductor industry experienced a downturn in 2008 that continued into 2009, which had a negative impact on the Company's 2009 operating results.

The global semiconductor industry is driven by end markets which have been closely tied to consumer driven applications of high performance semiconductor devices including, but not limited to, communications and mobile computing solutions. The Company is typically required to fulfill its customer orders within a short period of time, sometimes within 24 hours. This results in the Company having a minimal level of backlog orders, typically one to two weeks. The Company cannot predict the timing of the industry's transition to volume production of next generation technology nodes or the timing of up and down cycles with precise accuracy, but believes that such transitions and cycles will continue into the future, beneficially and adversely affecting its business, financial condition and operating results in the near term. The Company's ability to remain succe ssful in these environments is based upon achieving its goals of being a service and technology leader, an efficient solutions supplier, and a company able to continually reinvest in its global infrastructure.

The effects of the weakened global economy and the tightened credit market require the Company to continue to make significant improvements in its competitiveness. In connection therewith, the Company continues to evaluate further cost reduction initiatives.

The Company's ability to comply with the financial and other covenants in its debt agreements may be affected by worsening economic or business conditions, or other events. Existing covenant restrictions limit the Company's ability to obtain additional debt financing and, should the Company be unable to meet one or more of these covenants, the Company's lenders may require the Company to repay any of its then outstanding balances prior to the expiration date of the agreements. The Company cannot assure that additional sources of financing would be available to the Company to pay off its long-term borrowings to avoid default. Should the Company default on any of its long-term borrowings, a cross default would occur on certain of its other long-term borrowings, unless amended or waived. As of August 1, 2010, the Company was in compliance with its debt covenan ts.

Material Changes in Results of Operations
Three and Nine Months ended August 1, 2010 and August 2, 2009

The following table represents selected operating information expressed as a percentage of net sales.

	Three Months Ended		Nine Months Ended	
	August 1, 2010	August 2, 2009	August 1, 2010	August 2, 2009
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	(76.6)	(81.1)	(78.9)	(85.0)
Gross margin	23.4	18.9	21.1	15.0
Selling, general and administrative expenses	(9.9)	(10.4)	(10.1)	(11.6)
Research and development expenses	(3.0)	(4.0)	(3.5)	(4.4)
Consolidation, restructuring and related (charges) credits	-	(11.2)	1.5	(4.8)
Impairment of long-lived assets	-	-	-	(0.5)
Operating income (loss)	10.5	(6.7)	9.0	(6.3)
Other income (expense), net	(1.1)	(14.9)	(1.9)	(8.6)
Net income (loss) before income taxes	9.4	(21.6)	7.1	(14.9)
Income tax provision	(2.6)	(1.9)	(1.8)	(1.1)
Net income (loss)	6.8	(23.5)	5.3	(16.0)
Net (income) loss attributable to noncontrolling interests	0.1	(0.4)	(0.3)	(0.2)
Net income (loss) attributable to Photronics, Inc.	6.9%	(23.9)%	5.0%	(16.2)%

All of the following tabular comparisons, unless otherwise indicated, are for the three months ended August 1, 2010 (Q3-10) and August 2, 2009 (Q3-09) and for the nine months ended August 1, 2010 (YTD-10) and August 2, 2009 (YTD-09) in millions of dollars.

Net Sales

	Three Months Ended			Nine Months Ended		
	Q3-10	Q3-09	Percent Change	YTD-10	YTD-09	Percent Change
IC	$ 86.0	$ 71.7	20.0%	$ 244.5	$ 199.1	22.8%
FPD	26.3	23.7	10.7%	71.0	67.6	5.0%
Total net sales	$ 112.3	$ 95.4	17.7%	$ 315.5	$ 266.7	18.3%

Net sales for Q3-10 increased 17.7% to $112.3 million as compared to $95.4 million for Q3-09. The increase was primarily related to increased IC sales, mainly resulting from increased high-end unit demand, and to a lesser extent increased mainstream unit demand. FPD sales increased as a result of increased unit demand for high-end and mainstream products. Revenues attributable to high-end products were $33.6 million in Q3-10 and $21.4 million in Q3-09. High-end photomask applications, which typically have higher average selling prices (ASPs), include mask sets for 65 nanometer and below for IC products, and G7 and above technologies for FPD products. By geographic area, net sales in Q3-10 as compared to Q3-09 increased by $10.1 million or 16.7% in Asia, increased by $6.0 million or 24.4% in North America, and increased by $0.7 million or 7.2% in Europe. As a percent of total sales in Q3-10, net sales were 63% in Asia, 27% in North America, and 10% in Europe; and net sales in Q3-09 were 63% in Asia, 26% in North America, and 11% in Europe.

Net sales for YTD-10 increased 18.3% to $315.5 million as compared to $266.7 million for YTD-09. The increase was caused by higher sales of both IC and FPD photomasks, due in part to improved overall business conditions. IC photomask sales increased $45.4 million as a result of increased units for high-end and mainstream products, and higher ASPs for high-end products. FPD photomask sales increased $3.4 million, primarily as a result of increased unit demand. The Company's quarterly revenues can be affected by the seasonal purchasing of its customers. The Company is typically impacted during the first six months of its fiscal year by the North American, European and Asian holiday periods, as some customers reduce their effective workdays and orders during this period. This seasonality was experienced to a greater than normal extent during YTD-09 as many of the Company's customers placed their fabs on extended shutd owns.

Gross Margin

	Three Months Ended			Nine Months Ended		
	Q3-10	Q3-09	Percent Change	YTD-10	YTD-09	Percent Change
Gross margin	$ 26.3	$ 18.1	45.5%	$ 66.5	$ 40.1	66.1%
Percentage of net sales	23.4%	18.9%		21.1%	15.0%	

Gross margin percentage increased to 23.4% in Q3-10 from 18.9% in Q3-09 and increased to 21.1% in YTD-10 from 15.0% in YTD-09. These increases were a result of increased sales in all geographic regions, including increased high-end sales, and as a result of reduced costs associated with the 2009 closures of the Company's manufacturing facilities in Manchester, U.K., and Shanghai, China. The Company operates in a high fixed cost environment and, to the extent that the Company's revenues and utilization increase or decrease, gross margin will generally be positively or negatively impacted.

Selling, General and Administrative Expenses

	Three Months Ended			Nine Months Ended		
	Q3-10	Q3-09	Percent Change	YTD-10	YTD-09	Percent Change
Selling, general and administrative expenses	$ 11.1	$ 10.0	11.1%	$ 32.1	$ 31.0	3.5%
Percentage of net sales	9.9%	10.4%		10.1%	11.6%	

Selling, general and administrative expenses increased by 11.1% in Q3-10 compared to Q3-09, primarily as a result of increased legal and collection expenses. Selling, general and administrative expenses increased modestly by 3.5% in YTD-10 as compared to YTD-09.

Research and Development

	Three Months Ended			Nine Months Ended		
	Q3-10	Q3-09	Percent Change	YTD-10	YTD-09	Percent Change
Research and development	$ 3.4	$ 3.9	(11.1)%	$ 11.0	$ 11.7	(5.8)%
Percentage of net sales	3.0%	4.0%		3.5%	4.4%	

Research and development expenses consist primarily of global development efforts relating to high-end process technologies for advanced sub-wavelength reticle solutions for IC and FPD technologies. Research and development expenses decreased by $0.5 million to $3.4 million in Q3-10, as compared to $3.9 million in Q3-09. On a YTD basis, research and development expenses decreased $0.7 million to $11.0 million in YTD-10, as compared to $11.7 million in YTD-09. The reduction in research and development expenses in Q3-10 and YTD-10 as compared to the same periods in the prior year were primarily due to reduced expenditures in the U.S.

Consolidation, Restructuring and Related Charges (Credits)

	Three Months Ended		Nine Months Ended	
	Q3-10	**Q3-09**	**YTD-10**	**YTD-09**
Asset write-downs	$ -	$ 9.9	$ -	$ 10.5
Net gain on sales of assets	-	-	(5.0)	-
Employee terminations	-	0.6	0.2	2.0
Other	-	0.2	-	0.2
Total consolidation, restructuring and related charges (credits)	$ -	$ 10.7	$ (4.8)	$ 12.7

Shanghai, China, Facility

During the three months ended August 2, 2009, the Company ceased the manufacture of photomasks at its Shanghai, China, facility. In connection with this restructuring, which was substantially completed during the three month period ended August 1, 2010, the Company has recorded total net charges of $5.4 million, including $4.2 million of net asset write-downs. The fair value of the assets written down was determined by management using a market approach. Approximately 75 employees were affected by this restructuring.

The Company recorded an initial restructuring charge of $10.1 million during the three month period ended August 2, 2009, which included $7.7 million to write down the carrying value of the Company's Shanghai manufacturing facility to its estimated fair value at that time. During the three months ended May 2, 2010, the Company sold its facility in Shanghai, China, for net proceeds of $12.9 million which resulted in a gain of $5.2 million. This gain was recorded as a credit to the restructuring reserve during the three months ended May 2, 2010.

Manchester, U.K., Facility

During the three months ended February 1, 2009, the Company ceased the manufacture of photomasks at its Manchester, U.K., facility, and in connection therewith incurred total restructuring charges of $3.3 million through its completion in the fourth quarter of fiscal 2009, primarily for employee termination costs and asset write-downs. Approximately 85 employees were affected by this restructuring.

Other Income (Expense), net

	Three Months Ended		Nine Months Ended	
	Q3-10	**Q3-09**	**YTD-10**	**YTD-09**
Interest expense	$ (1.8)	$ (5.3)	$ (7.8)	$ (14.4)
Investment and other income (expense), net	0.6	(8.9)	1.9	(8.4)
Other income (expense), net	$ (1.2)	$ (14.2)	$ (5.9)	$ (22.8)

Interest expense decreased in Q3-10 as compared to Q3-09 and in YTD-10 as compared to YTD-09, primarily as a result of lower debt levels, and lower average interest rates on the Company's long-term borrowings. In addition, the Company incurred significantly higher amortization of deferred financing fees in the prior year periods, that were related to amendments to its credit facility. Interest expense in YTD-10 includes $1.0 million related to the write-off of deferred financing fees in connection with an amendment to the Company’s credit facility. The outstanding balance of the Company's variable rate debt and related higher interest costs were reduced substantially during the three month period ended November 1, 2009, with net proceeds from its common stock and convertible debt offerings.

Investment and other income (expense), net, increased in Q3-10 and in YTD-10 as compared to the same periods in the prior year. These increases were primarily due to improved foreign currency transaction results, and more favorable fair value adjustments related to the Company’s common stock warrants.

Income Tax Provision

	Three Months Ended		Nine Months Ended	
	Q3-10	**Q3-09**	**YTD-10**	**YTD-09**
Income tax provision	$ (2.9)	$ (1.8)	$ (5.8)	$ (2.9)

The effective income tax rates differ from the amount computed by applying the U.S. statutory rate of 35% to the income (loss) before income taxes in 2009 primarily because income tax provisions incurred in jurisdictions where the Company generated income before income taxes were, due to valuation allowances, not significantly offset by income tax benefits in jurisdictions where the Company incurred losses before income taxes. In 2010, the effective income tax rates differ from the amount computed by applying the U.S. statutory rate of 35% to the income (loss) before income taxes primarily due to lower statutory rates in international locations. Further, various investment tax credits have been utilized in Korea and Taiwan which reduced the Company's effective income tax rate in both years.

PKLT, the Company's FPD manufacturing facility in Taiwan, is accorded a tax holiday, which expires in 2012. In addition, the Company has been accorded a tax holiday in China which is expected to expire in 2011. The availability of these tax holidays did not have a significant impact on the Company's decisions to increase or decrease its Asian presence, as the Company's decisions were in response to fundamental changes that took place in the semiconductor industry. These tax holidays had no dollar or per share effect in the three and nine month periods ended August 1, 2010 and August 2, 2009.

Net (Income) Loss Attributable to Noncontrolling Interests

Net income attributable to noncontrolling interests (formerly referred to as "minority interests") increased $0.5 million to $0.1 million in Q3-10 as compared to Q3-09, primarily due to the Company's non-wholly owned subsidiary in Taiwan reporting a net loss in Q3-10, as compared to net income in Q3-09. Year to date, net income attributable to noncontrolling interests increased to $0.8 million in YTD-10 as compared to $0.6 million in YTD-09, primarily as a result of increased net income at the Company’s non-wholly owned subsidiary in Taiwan. The Company's ownership in its subsidiary in Taiwan was approximately 58% at August 1, 2010 and November 1, 2009, and its ownership in its subsidiary in Korea was approximately 99.7% at August 1, 2010 and November 1, 2009.

Liquidity and Capital Resources

The Company's working capital was $77.2 million at August 1, 2010 and $89.5 million at November 1, 2009. The decrease in working capital primarily related to repayments of long-term borrowings. Cash and cash equivalents increased to $104.0 million at August 1, 2010, as compared to $88.5 million at November 1, 2009. Cash provided by operating activities was $74.2 million for the nine months ended August 1, 2010, as compared to $41.6 million for the same period last year. The increase was primarily due to the Company's increased net income as compared to the same prior year period, partially offset by changes in operating assets and liabilities (primarily accounts receivable). Cash used in investing activities for the nine months ended August 1, 2010, was $24.9 million, which was comprised primarily of capital expenditure payments of $38.0 million, offset by net proceeds of $12.9 million from the sale of the Company’s Shanghai, China, facility. Cash used in financing activities of $34.8 million for the nine months ended August 1, 2010, was primarily comprised of net repayments of long-term borrowings.

On May 7, 2010, the Company exercised its option to expand its revolving credit facility from $50 million to its $65 million limit. The credit facility, which matures on February 12, 2013, bears interest at LIBOR plus a spread, as defined in the agreement (4.06% at August 1, 2010), is secured by substantially all of the Company's assets in the United States as well as stock the Company owns in certain of its foreign subsidiaries and, includes the following financial covenants: fixed charge coverage ratio, total leverage ratio, minimum unrestricted cash balance, and maximum capital expenditures, all as defined in the agreement. As of August 1, 2010, the Company had no outstanding borrowings against the credit facility, which left $65 million available for the Company to borrow.

At August 1, 2010, the Company had capital commitments outstanding of approximately $15 million. Photronics believes that its currently available resources, together with its capacity for growth, and its access to equity and other financing sources, will be sufficient to satisfy its currently planned capital expenditures, as well as its anticipated working capital requirements for the next twelve months. However, the Company cannot assure that additional sources of financing would be available to the Company on commercially favorable terms should the Company's capital requirements exceed cash available from operations, existing cash, and cash available under its credit facility.

The Company's liquidity is highly dependent on its sales volume, cash conversion cycle and, as it operates in a high fixed cost environment, the timing of its capital expenditures. Depending on conditions in the IC semiconductor and FPD market, the Company's cash flows from operations and current holdings of cash may not be adequate to meet its current and long-term needs for capital expenditures, operations and debt repayments. Historically, in certain years the Company has used external financing to fund these needs. Due to conditions in the credit markets, some financing instruments used by the Company in the past may not be currently available to it. The Company continues to evaluate further cost reduction initiatives. However, the Company cannot assure that additional sources of financing would be available to it on commercially favorable terms should its capital requirements exceed cash available from operati ons, existing cash, and cash available under its credit facility.

Share-Based Compensation

Total share-based compensation expense for the three and nine months ended August 1, 2010, was $0.5 million and $1.5 million, respectively, as compared to $0.4 million and $1.7 million, respectively, for the comparable prior year periods, substantially all of which is in selling, general and administrative expenses. No compensation cost was capitalized as part of inventory, and no related income tax benefit has been recorded. As of August 1, 2010, total unrecognized compensation cost of $3.7 million is expected to be recognized over a weighted-average amortization period of 3.2 years.

Off-Balance Sheet Arrangements

Under the MP Mask joint venture operating agreement, in order to maintain its 49.99% interest, the Company may be required to make additional capital contributions to the joint venture up to the maximum amount defined in the operating agreement. However, should the Board of Managers determine that further additional funding is required, the joint venture shall pursue its own financing. If the joint venture is unable to obtain its own financing, it may request additional capital contributions from the Company. Should the Company choose not to make a requested contribution to the joint venture, its ownership interest may be reduced. Cumulatively, through August 1, 2010, the Company has contributed $6.1 million to the joint venture, and has received distributions from the joint venture totaling $10.0 million, including a $5.0 million distribution received duri ng the nine month period ended August 2, 2009. During the nine month period ended August 1, 2010, there were no contributions made to the joint venture by the Company, and no distributions were received by the Company from the joint venture.

The Company leases certain office facilities and equipment under operating leases that may require it to pay taxes, insurance and maintenance expenses related to the properties. Certain of these leases contain renewal or purchase options exercisable at the end of the lease terms. On May 19, 2009, the Company and Micron Technologies, Inc. entered into a new lease agreement for the U.S. nanoFab building and cancelled its prior lease agreement. The new lease, among other changes discussed in Note 9 to the condensed consolidated financial statements, extends the lease term from December 31, 2012 to December 31, 2014. The Company will continue to account for the lease as a capital lease for the remainder of its original term and account for it as an operating lease for the period of the lease extension. Rental payments due during the lease extension period total $13.9 million.

Business Outlook

A majority of the Company's revenue growth is expected to come from the Asian region, as customers increase their use of manufacturing foundries located outside of North America and Europe. Additional revenue growth is also anticipated in North America as the Company benefits from advanced technology it may utilize under its technology license with Micron Technologies, Inc. The Company's Korean and Taiwanese operations are non-wholly owned subsidiaries and, therefore, a portion of earnings generated at each of these locations is allocated to noncontrolling interests.

The Company continues to assess its global manufacturing strategy and monitor its market capitalization, sales volume and related cash flows from operations. This ongoing assessment could result in future facility closures, asset redeployments, additional impairments of intangible or long-lived assets, workforce reductions, or the addition of increased manufacturing facilities, all of which would be based on market conditions and customer requirements.

Effect of Recent Accounting Pronouncements

See Note 14 of the condensed consolidated financial statements for a summary of recent accounting pronouncements that may affect the Company's financial reporting.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company records derivatives on the balance sheet as assets or liabilities, measured at fair value. The Company does not engage in derivative instruments for speculative purposes. Gains or losses resulting from changes in the values of those derivatives are reported in the condensed consolidated statement of operations, or as accumulated other comprehensive income, a separate component of equity, depending on the use of the derivatives and whether they qualify for hedge accounting. In order to qualify for hedge accounting, among other criteria, the derivative must be a hedge for an interest rate, price, foreign currency exchange rate, or credit risk, that is expected to be highly effective at the inception of the hedge and be highly effective in achieving offsetting changes in the fair value or cash flows of the hedged item during the term of the hedge, and formally documented at the inception of the hedge. In general, the types of risks hedged are those relating to the variability of future cash flows caused by movements in foreign currency exchange and interest rates. The Company documents its risk management strategy and hedge effectiveness at the inception of, and during the term of each hedge.

Foreign Currency Exchange Rate Risk

The Company conducts business in several major international currencies through its worldwide operations and is subject to changes in foreign exchange rates of such currencies. Changes in exchange rates can positively or negatively affect the Company's reported sales, operating margins, assets, liabilities, and retained earnings. The functional currencies of the Company's Asian subsidiaries are the Korean won, New Taiwan dollar, and Singapore dollar. The functional currencies of the Company's European subsidiaries are the British pound and the euro.

The Company attempts to minimize its risk of foreign currency transaction losses by producing its products in the same country in which the products are sold (thereby generating revenues and incurring expenses in the same currency), and by managing its working capital. In some instances, the Company may sell or purchase products in a currency other than the functional currency of the country where it was produced. There can be no assurance that this approach will continue to be successful, especially in the event of a significant adverse movement in the value of any foreign currencies against the U.S. dollar. In certain recent years the Company has, periodically, experienced significant foreign exchange losses on these transactions.

The Company's primary net foreign currency exposures as of August 1, 2010 included the Korean won, the Japanese yen, the Singapore dollar, the New Taiwan dollar, the British pound, and the euro. As of August 1, 2010, a 10% adverse movement in the value of these currencies against the U.S. dollar would have resulted in a net unrealized pre-tax loss of $3.3 million. The Company does not believe that a 10% change in the exchange rates of other non-U.S. dollar currencies would have a material effect on its consolidated financial position, results of operations, or cash flows.

Interest Rate Risk

At August 1, 2010, the Company did not have any variable rate borrowings. Accordingly, a change in interest rates would not have a material effect on the Company's financial statements.

Common Stock Market Price Risk

In May 2009, the Company amended its then existing revolving credit facility and entered into a warrant agreement with its lenders for 2.1 million shares of its common stock. The warrants, approximately 0.4 million of which remained outstanding at August 1, 2010, are exercisable for one share of the Company’s common stock, at an exercise price of $0.01 per share. Due to the warrants' exercise price of $0.01 per share, their fair value will approximate the market price of the Company's common stock. A ten percent change in the August 1, 2010, market price of the Company's common stock would increase or decrease the Company's net income by approximately $0.2 million and, increase or decrease its other liabilities by the same amount. The Company's cash flows would not be affected by such a change in the market price of its common stock. However, the Company's stock may fluctuate more than ten percent. Any change in the fair value of the warrants resulting from changes in the market price of the Company's common stock would result in a non-cash charge or credit to the Company's operating results. No warrants were exercised during the three month period ended August 1, 2010 and approximately 0.3 million warrants were exercised during the nine month period ended August 1, 2010. Changes in the fair value of the warrants during the three and nine month periods ended August 1, 2010, resulted in a non-cash credit of $0.4 million and a non-cash charge of $0.4 million, respectively, which are included in other income (expense) net.

Item 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company has established and currently maintains disclosure controls and procedures designed to ensure that information required to be disclosed in its reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to management, including the Company's chief executive officer and chief financial officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

The Company's management, with the participation of the Company's chief executive officer and chief financial officer, evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the chief executive officer and chief financial officer concluded that the Company's disclosure controls and procedures, as of the end of the period covered by this report, were designed and are functioning effectively to provide reasonable assurance that the information required to be disclosed by the Company in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (ii) accumulated and communicated to management, including the chief executive officer and chief fina ncial officer, as appropriate to allow timely decisions regarding disclosure.

Changes in Internal Control over Financial Reporting

There was no change in the Company's internal control over financial reporting during the Company's third quarter of fiscal 2010 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1A. RISK FACTORS

There have been no material changes to risks relating to the Company's business as disclosed in Part 1, Item 1A of the Company's Form 10-K for the year ended November 1, 2009**.**

Item 6. EXHIBITS

(a) Exhibits

Exhibit Number	Description
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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 thereunto duly authorized.

Photronics, Inc.
(Registrant)

By: /s/ SEAN T. SMITH
Sean T. Smith
Senior Vice President
Chief Financial Officer
(Duly Authorized Officer and
Principal Financial Officer)

Date: September 9, 2010

EXHIBIT 31.1

I, Constantine S. Macricostas, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Photronics, Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and

    d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ CONSTANTINE S. MACRICOSTAS
Constantine S. Macricostas
Chief Executive Officer
September 9, 2010

EXHIBIT 31.2

I, Sean T. Smith, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Photronics, Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ SEAN T. SMITH
Sean T. Smith
Chief Financial Officer
September 9, 2010

EXHIBIT 32.1

Section 1350 Certification of the Chief Executive Officer

I, Constantine S. Macricostas, Chief Executive Officer of Photronics, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

(1) the Quarterly Report on Form 10-Q of the Company for the quarter ended August 1, 2010 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ CONSTANTINE S. MACRICOSTAS
Constantine S. Macricostas
Chief Executive Officer
September 9, 2010

EXHIBIT 32.2

Section 1350 Certification of the Chief Financial Officer

I, Sean T. Smith, Chief Financial Officer of Photronics, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

(1) the Quarterly Report on Form 10-Q of the Company for the quarter ended August 1, 2010 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ SEAN T. SMITH
Sean T. Smith
Chief Financial Officer
September 9, 2010