

FORM 10-C

REPORT BY ISSUER OF SECURITIES QUOTED ON NASDAQ  
INTERDEALER QUOTATION SYSTEM

Filed pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934 and Rule 13a-17  
or 15d-17 thereunder

\_\_\_\_\_  
PHOTRONICS, INC.  
(Exact name of issuer as specified in charter)

\_\_\_\_\_  
1061 East Indiantown Road, Jupiter, FL 33477  
(Address of principal executive offices)

Issuer's telephone number, including area code (407) 747-4163

I. CHANGE IN NUMBER OF SHARES OUTSTANDING

Indicate any change (increase or decrease) of 5% or more in the  
number of shares outstanding:

- 1) Title of security \_\_\_\_\_ Common Stock \_\_\_\_\_
- 2) Number of shares outstanding before the change \_\_\_\_\_ 9,868,916 \_\_\_\_\_
- 3) Number of shares outstanding after the change \_\_\_\_\_ 11,206,416 \_\_\_\_\_
- 4) Effective date of change \_\_\_\_\_ April 17, 1995 \_\_\_\_\_
- 5) Method of change:  
Specify method (such as merger, acquisition, exchange,  
distribution, stock split, reverse split, acquisition of stock  
for treasury, etc.) \_\_\_\_\_ Public Offering \_\_\_\_\_

Give brief description of transaction: \_\_\_\_\_

II. CHANGE IN NAME OF ISSUER

- 1) Name prior to change \_\_\_\_\_
- 2) Name after change \_\_\_\_\_
- 3) Effective date of charter amendment changing name \_\_\_\_\_
- 4) Date of shareholder approval of change, if required \_\_\_\_\_

Date \_\_\_\_\_ April 25, 1995 \_\_\_\_\_  
\_\_\_\_\_ JEFFREY P. MOONAN, SECRETARY \_\_\_\_\_  
Jeffrey P. Moonan, Secretary