

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

FORM 8-K

CURRENT REPORT
Pursuant To Section 13 Or 15(d) Of The Securities Exchange Act Of 1934



Date of report (Date of earliest event reported) May 11, 2015

PHOTRONICS, INC.

(Exact name of registrant as specified in its charter)

<u>Connecticut</u>	<u>0-15451</u>	<u>06-0854886</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

<u>15 Secor Road, Brookfield, CT</u>	<u>06804</u>
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, including area code (203) 775-9000

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition

For the second quarter ended May 3, 2015, Photonics expects revenues will be approximately \$127 million and EPS will be in the range of \$0.11 to \$0.12, compared with previous guidance announced on its first quarter conference call of revenues in the range of \$121 to \$128 million and EPS in the range of \$0.04 to \$0.09.

A copy of the press release is furnished as Exhibit 99.1 to this report. The information contained in this Item 2.02 and the attached Exhibits 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 and shall not be incorporated by reference in any filing under the Securities Act of 1933 except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated May 11, 2015

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHOTRONICS, INC.

(Registrant)

DATE: May 14, 2015

BY /s/ *Richelle E. Burr*

Richelle E. Burr

Vice President, General Counsel

PHOTRONICS, INC.



FOR FURTHER INFORMATION:
Pete Broadbent
Vice President, Investor Relations
& Marketing
(203) 775-9000
pbroadbent@photronics.com

**PHOTRONICS NARROWS SECOND QUARTER OF FISCAL 2015 REVENUE GUIDANCE
TO HIGH END OF RANGE AND EXPECTS EPS ABOVE RANGE IN ADVANCE OF
JEFFERIES CONFERENCE PRESENTATION**

COMPANY TO WEBCAST PRESENTATION TOMORROW AT 9:30 AM ET

BROOKFIELD, Connecticut May 11, 2015 — Photronics, Inc. (Nasdaq:PLAB), a worldwide leader in supplying innovative imaging technology solutions for the global electronics industry, narrowed its guidance range on revenue and expects earnings per share (EPS) above its previous guidance range for the second quarter of fiscal 2015 in advance of its presentation at the Jefferies 2015 TMT Conference.

For the second quarter ended May 3, 2015, Photronics expects revenues will be approximately \$127 million and EPS will be in the range of \$0.11 to \$0.12, compared with previous guidance announced on its first quarter conference call of revenues in the range of \$121 to \$128 million and EPS in the range of \$0.04 to \$0.09.

"Increased demand for advanced memory photomasks and stronger shipments of FPD masks drove our revenues towards the high end of our guidance," stated Peter Kirlin, Photronics' chief executive officer. "Based upon strong operational execution, we expect to deliver earnings per share above the high end of our EPS guidance range."

Photronics is scheduled to present at the Jefferies 2015 TMT Conference on Tuesday, May 12 at 9:30 a.m. Eastern Time in Miami. A live webcast of the presentation can be accessed at www.photronics.com.

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

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements made by or on behalf of Photronics, Inc. and its subsidiaries (the Company). The forward-looking statements contained in this press release and other parts of Photronics' web site involve risks and uncertainties that may affect the Company's operations, markets, products, services, prices, and other factors. These risks and uncertainties include, but are not limited to, economic, competitive, legal, governmental, and technological factors as well as decisions we may make in the future regarding our business, capital structure and other matters. These forward-looking statements generally can be identified by phrases such as "believes", "expects", "anticipates", "plans", "projects", "could", "estimate", "intend", "may", "will" and similar expressions. Accordingly, there is no assurance that the Company's expectations will be realized. For a fuller discussion of the factors that may affect the Company's operations, see "Forward Looking Statements" in the Company's Quarterly and Annual Reports to the Securities and Exchange Commission on Forms 10-Q and 10-K. The Company assumes no obligation to provide revisions to any forward-looking statements.
