

**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) February 14, 2006

PHOTRONICS, INC.

(Exact name of registrant as specified in its charter)

Connecticut
(State or other jurisdiction
of incorporation)

0-15451
(Commission File Number)

06-0854886
(IRS Employer
Identification Number)

15 Secor Road, Brookfield, CT
(Address of Principal Executive Offices)

06804
(Zip Code)

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

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

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

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

On February 14, 2006, the Company issued a press release reporting fiscal first quarter 2006 sales and earnings results for the period ended January 29, 2006. A copy of the press release is attached to this 8-K.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release dated February 14, 2006.

SIGNATURES

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

PHOTRONICS, INC.

(Registrant)

DATE February 15, 2006

BY /s/ Sean T. Smith

Sean T. Smith
Senior Vice President and Chief Financial Officer

PHOTRONICS, INC.

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Subject Matter</u> |
|--------------------|--|
| 99.1 | Press Release dated February 14, 2006. |



FOR FURTHER INFORMATION:
Michael W. McCarthy
Vice President – Corporate Communications
Photronics, Inc.
(203)775-9000
mmccarthy@brk.photronics.com

Press Release

FOR IMMEDIATE RELEASE
February 14, 2006

PHOTRONICS REPORTS FIRST QUARTER RESULTS
Revenues and Earnings Exceed Management's Guidance

First Quarter Highlights:

- Revenues of \$111.9 million
- Net income of \$9.7million

BROOKFIELD, Connecticut February 14, 2006 — Photronics, Inc. (Nasdaq:PLAB), a worldwide leader in supplying innovative imaging technology solutions for the global electronics industry, today reported fiscal 2006 first quarter results for the period ended January 29, 2006.

Sales for the quarter were \$111.9 million, up 10.6%, compared to \$101.2 million for the first quarter of fiscal year 2005. Net income for the first quarter of fiscal year 2006 amounted to \$9.7 million, or \$0.21 per diluted share compared to net income of \$4.5 million, or \$0.13 per diluted share for the first quarter of fiscal 2005. Net income for the first quarter of fiscal year 2005 included \$1.2 million of expense, or \$0.03 per diluted share related to the open market repurchase of \$41.4 million of the Company's outstanding 4³/₄% Convertible Subordinated Notes.

In commenting on Photronics' strong first quarter performance, Michael J. Luttati, Chief Executive Officer stated, "Our first quarter performance proved to be more robust than historical patterns would indicate. We experienced broad based demand for both integrated circuit and flat panel display photomask technology and services as our customers were actively releasing new products and design iterations." He added, "This was an important quarter for the Company and I am extremely proud of how our entire global organization responded to the challenge. We capitalized on opportunities in both advanced and mainstream technologies through our continued excellence in customer service and improving capabilities in new technology markets. Financially, we continue to focus on aggressive asset management, while remaining flexible so that we can make the selective investments necessary to achieve our strategic objectives. As our customers expand their mainstream business and transition to more complex technology nodes, we are determined to have our performance compel them to choose Photronics as their primary photomask supplier."

— more —

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A conference call with investors and the media to discuss these results can be accessed by logging onto Photronics' web site at www.photronics.com, then clicking on the "Conference Calls" button in the top right corner of the home page. The call is scheduled for 8:30 a.m. Eastern Standard Time on Wednesday, February 15th and will be archived for instant replay access until the Company reports its fiscal second quarter results after the market closes on Tuesday, May 16, 2006. The live call dial-in number is (212)676-5290.

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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.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: Certain statements in this release are considered "forward looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All forward looking statements involve risks and uncertainties. In particular, any statement contained in this release regarding the consummation and benefits of future acquisitions, expectations with respect to future sales, financial performance, operating efficiencies and 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, performances or achievements. Factors that might affect such forward looking statements include, but are not limited to, overall economic and business conditions; the demand and receipt of orders for the Company's products; competitive factors in the industries and geographic markets in which the Company competes; changes in federal, state and foreign tax requirements (including tax rate changes, new tax laws and revised tax law interpretations); the Company's ability to place new equipment in service on a timely basis; interest rate fluctuations and other capital market conditions, including foreign currency rate fluctuations; economic and political conditions in international markets; the ability to obtain a new bank facility or other financings; the ability to achieve anticipated synergies and other cost savings in connection with acquisitions and productivity programs; the timing, impact and other uncertainties of future acquisitions and investments; the seasonal and cyclical nature of the semiconductor industry; the availability of capital; management changes; damage or destruction to our facilities by natural disasters, labor strikes, political unrest or terrorist activity; the ability to fully utilize its tools; the ability of the Company to receive desired yields, pricing, product mix, and market acceptance of its products; changes in technology; and other risks and uncertainties set forth in the Company's SEC filings from time to time. Any forward-looking statements should be considered in light of these factors. The Company assumes no obligation to update the information in this release.

06-06

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PHOTRONICS, INC. AND SUBSIDIARIES
Consolidated Condensed Statements of Income
(in thousands, except per share amounts)

| | Three Months Ended | |
|--|--------------------|--------------------|
| | January 29 2006 | January 30 2005 |
| Net sales | \$ 111,948 | \$ 101,183 |
| Costs and expenses: | | |
| Cost of sales | 75,765 | 69,183 |
| Selling, general and administrative | 15,188 | 12,719 |
| Research and development | 8,250 | 7,774 |
| | 12,745 | 11,507 |
| Other income (expense), net | 1,772 | (3,024) |
| | 14,517 | 8,483 |
| Income tax provision | 3,818 | 1,835 |
| | 10,699 | 6,648 |
| Minority interest | (1,006) | (2,103) |
| | \$ 9,693 | \$ 4,545 |
| Earnings per share: | | |
| Basic | \$ 0.23 | \$ 0.14 |
| Diluted | \$ 0.21 | \$ 0.13 |
| Weighted average number of common shares outstanding: | | |
| Basic | 41,315 | 32,703 |
| Diluted | 50,946 | 42,294 |

PHOTRONICS, INC. AND SUBSIDIARIES
Consolidated Condensed Balance Sheets
(in thousands)

| | <u>January 29</u> <u>2006</u> | <u>October 30</u> <u>2005</u> |
|--|----------------------------------|----------------------------------|
| <u>Assets</u> | | |
| Current assets: | | |
| Cash, cash equivalents and short-term investments of \$91,790 in 2006 and \$90,600 in 2005 | \$ 262,630 | \$ 286,649 |
| Accounts receivable | 78,911 | 70,006 |
| Inventories | 23,166 | 20,536 |
| Other current assets | 10,097 | 7,144 |
| Total current assets | 374,804 | 384,335 |
| Property, plant and equipment, net | 447,959 | 412,429 |
| Goodwill and other intangible assets | 139,945 | 136,334 |
| Other assets | 12,790 | 12,631 |
| | \$ 975,498 | \$ 945,729 |
| <u>Liabilities and Shareholders' Equity</u> | | |
| Current liabilities: | | |
| Current portion of long-term debt | \$ 86,190 | \$ 4,813 |
| Accounts payable | 49,317 | 42,923 |
| Other accrued liabilities | 35,046 | 36,042 |
| Total current liabilities | 170,553 | 83,778 |
| Long-term debt | 157,322 | 238,949 |
| Deferred income taxes and other liabilities | 15,679 | 15,310 |
| Minority interest | 43,496 | 45,817 |
| Shareholders' equity | 588,448 | 561,875 |
| | \$ 975,498 | \$ 945,729 |

PHOTRONICS, INC. AND SUBSIDIARIES
Consolidated Condensed Statements of Cash Flows
(in thousands)

| | Three Months Ended | |
|---|--------------------|--------------------|
| | January 29 2006 | January 30 2005 |
| Cash flows from operating activities: | | |
| Net income | \$ 9,693 | \$ 4,545 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 22,334 | 21,178 |
| Loss on repurchase of notes | — | 1,212 |
| Changes in assets and liabilities and other | (20,664) | (2,287) |
| Net cash provided by operating activities | 11,363 | 24,648 |
| Cash flows from investing activities: | | |
| Purchases of property, plant and equipment | (28,535) | (15,937) |
| Purchases of short-term investments | (5,693) | — |
| Proceeds from sales of short-term investments and other | 6,637 | 53,906 |
| Acquisition of additional interest in PK Ltd. | (8,432) | (40,350) |
| Net cash used in investing activities | (36,023) | (2,381) |
| Cash flows from financing activities: | | |
| Repayment of long-term debt, net | (632) | (44,218) |
| Proceeds from issuance of common stock | 310 | 568 |
| Net cash used in financing activities | (322) | (43,650) |
| Effect of exchange rate changes on cash flows | (227) | (2,311) |
| Net decrease in cash and cash equivalents | (25,209) | (23,694) |
| Cash and cash equivalents, beginning of year | 196,049 | 142,300 |
| Cash and cash equivalents, end of year | \$ 170,840 | \$ 118,606 |
| Supplemental disclosure of cash flow information: | | |
| Change in accrual for purchases of property, plant and equipment | \$ 13,064 | \$ 2,606 |