

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) March 27, 2024

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
COMMON STOCK, \$0.01 par value per share	PLAB	NASDAQ Global Select Market

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On March 27, 2024, the Company held its annual meeting of shareholders (the “Annual Meeting”) at the offices of Photonics, Inc., 15 Secor Road, Building 1, Brookfield, CT 06804 and on the Internet via live webcast at [www.viewproxy.com/PLAB/2024/VM](http://www.viewproxy.com/PLAB/2024/VM). At the Annual Meeting, the Company’s shareholders approved three (3) proposals. The proposals are described in detail in the proxy statement relating to the annual meeting.

**Proposal 1.**

The Company’s shareholders elected eight (8) individuals to the Board of Directors as follows:

<b><u>Name</u></b>	<b><u>Votes For</u></b>	<b><u>Votes Withheld</u></b>	<b><u>Broker Non-Votes</u></b>
Walter M. Fiederowicz	46,556,831	4,316,638	4,437,254
Dr. Frank Lee	49,998,598	874,871	4,437,254
Adam Lewis	47,109,533	3,763,936	4,437,254
Daniel Liao	47,118,219	3,755,250	4,437,254
Constantine S. Macricostas	49,075,111	1,798,358	4,437,254
George Macricostas	47,094,661	3,778,808	4,437,254
Mary Paladino	50,181,489	691,980	4,437,254
Mitchell G. Tyson	29,415,133	21,458,336	4,437,254

**Proposal 2.**

The Company's shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2024 as set forth below:

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Abstentions</u></b>
54,044,516	1,242,189	24,018

**Proposal 3.**

The Company's shareholders approved by non-binding vote a resolution relating to the compensation of the named executive officers of the Company as described in the compensation discussion and analysis and the narrative disclosure as included in the proxy statement relating to the annual meeting.

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Abstentions</u></b>	<b><u>Broker Non-Votes</u></b>
46,436,630	3,940,892	495,947	4,437,254

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**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)**

By: /s/ Richelle E. Burr

Name: Richelle E. Burr

Title: Executive Vice President,  
Chief Administrative Officer  
General Counsel and Secretary

Date: March 28, 2024

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