

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) November 8, 2011

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**

On November 8, 2011, the Company issued a press release announcing preliminary financial results for the fourth quarter of fiscal 2011. A copy of the press release is attached to this 8-K.

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 Exhibit 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 November 8, 2011

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: November 8, 2011

BY /s/ *Richelle E. Burr*

Richelle E. Burr

Vice President, General Counsel

PHOTRONICS, INC.



FOR FURTHER INFORMATION:
Sean T. Smith
Senior Vice President
Chief Financial Officer
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Press Release

**PHOTRONICS ANNOUNCES PRELIMINARY FINANCIAL RESULTS
FOR THE FOURTH QUARTER OF FISCAL 2011**

BROOKFIELD, Connecticut November 8, 2011 -- Photronics, Inc. (NASDAQ:PLAB), a worldwide leader in supplying innovative imaging technology solutions for the global electronics industry, announced preliminary financial results for the fourth quarter of fiscal 2011.

Photronics expects revenues for the fourth quarter ended October 30, 2011, will be in the range of \$120 million to \$122 million compared with previous guidance of \$125 million to \$130 million. As a result of the lower revenue, Photronics expects that earnings per share for the fourth quarter ended October 30, 2011 will be in the range of \$0.11 to \$0.13 compared with previous guidance in the range of \$0.14 to \$0.18 per share. Photronics plans to provide guidance for the first quarter of fiscal 2012 during its regularly scheduled fourth-quarter financial results conference call on December 7, 2011.

Fourth quarter revenue is expected to be lower than anticipated due to customers scaling back purchases in response to increased softness in both the integrated circuit and flat panel display markets. The company had anticipated a modest slowdown of orders for mainstream IC and FPD photomasks, but did not expect the weakness to continue throughout the quarter. In addition, late in the quarter, Photronics experienced a similar and unexpected slowdown in high-end IC orders. The company noted that fourth quarter FPD sales declined more significantly than IC orders. For the full fiscal year 2011, Photronics expects to report record annual sales for both IC and FPD photomasks.

“Although we expect that sales in the fourth quarter will be lower than anticipated in this soft demand environment, we believe Photronics is maintaining market share,” stated Constantine (“Deno”) Macricostas, Photronics’ chairman and chief executive officer. “In addition, should the market experience prolonged softness, we are well prepared to implement cost-reduction initiatives to further streamline our operating structure and minimize the effect on our operating results without compromising our market share gains.”

“Longer term, we believe the trend toward the proliferation of new devices, including smart phones and tablets, are strongly in our favor. Our investments in high-end photomask technology position us to capitalize on these demand trends and deliver long-term growth and profitability,” concluded Macricostas.

Photronics will announce its fiscal fourth quarter and full year 2011 financial results and host a conference call with investors and the media to discuss these results at 8:30 a.m. Eastern Time on Wednesday, December 7, 2011. The live dial-in number is (408) 774-4601. The call can also be accessed by logging onto Photronics’ web site 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. 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 filed with 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.

18-2011
