

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

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**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) December 16, 2010

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

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

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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**  
**8.01**

**Other Events**

On December 16, 2010, the Company issued a press release reporting the death of Willem D. Maris, a member of the Company's Board of Directors. A copy of the press release is attached to this 8-K.

**Item 9.01.**

**Financial Statements and Exhibits**

(d) Exhibits  
99.1

Press Release dated December 16, 2010

**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.**

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(Registrant)

**DATE: December 17, 2010**

**BY /s/ *Richelle E. Burr***

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Richelle E. Burr

Vice President, General Counsel

\_\_\_\_\_  
PHOTRONICS, INC.



**FOR FURTHER INFORMATION:**

Sean T. Smith  
Senior Vice President  
Chief Financial Officer  
(203)775-9000  
ssmith@photronics.com

**Press Release**

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**PHOTRONICS MOURNS DEATH OF  
BOARD MEMBER WILLEM D. MARIS**

BROOKFIELD, Connecticut December 16, 2010 -- Photronics, Inc. (NASDAQ:PLAB) announced that Willem D. Maris, who was a member of its board of directors, died on Monday, December 13th. Maris, 71, served as a director of the company since 2000 and was a member of the board's nominating committee. Photronics plans to initiate a search to replace Mr. Maris on the board.

"Willem's warm presence and contributions at our board meetings will be deeply missed," stated Constantine ("Deno") Macricostas. "His comprehensive knowledge of technology and the semiconductor industry was a valuable asset to the company. On behalf of all Photronics employees and the board of directors, I extend our deepest condolences to his family, friends, and those whose life he touched."

Maris served as the president and chief executive officer of ASML Lithography Holding N.V. ("ASML") from June 1990 until his retirement in January 2000. In addition to serving on Photronics' board, he was a director of FSI International Inc., a global supplier of cleaning equipment and technology to the world's leading integrated circuit (IC) and microelectronics manufacturers.

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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](http://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 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.

20-2010