AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 12, 1997.

Registration No. 33-60945

SECURITIES AND EXCHANGE COMMISSION

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PHOTRONICS, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

CONNECTICUT06-0854886(STATE OR OTHER JURISDICTION OF(I.R.S. EMPLOYERINCORPORATION OR ORGANIZATION)IDENTIFICATION NUMBER)

1061 EAST INDIANTOWN ROAD JUPITER, FLORIDA 33477 (407) 747-4163

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

> JEFFREY P. MOONAN, ESQ. SENIOR VICE PRESIDENT AND GENERAL COUNSEL 1061 EAST INDIANTOWN ROAD JUPITER, FLORIDA 33477 (407) 747-4163

(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

> Copies to: STEVEN L. WASSERMAN, ESQ. REID & PRIEST LLP 40 WEST 57TH STREET NEW YORK, NEW YORK 10019

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this Registration Statement as determined by market conditions and other factors.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: [x]

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This post-effective amendment is being filed to remove from registration shares of Common Stock which remain unsold at the termination of the Offering.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Brookfield, State of Connecticut, on the 12th day of September, 1997.

PHOTRONICS, INC.

By /s/ Jeffrey P. Moonan Jeffrey P. Moonan, Senior Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated.

| SIGNATURE | TITLE | DATE | |
|---|---|---------------|----------|
| * Constantine S. Macricostas | Chairman of the Board of Directors, Chief Executiv Officer and Director (Principal Executive Officer) | | 1997 |
| * | President and Director | September 12, | 1997 |
| Michael J. Yomazzo | | | |
| * | Vice President/Finance Chief Financial Officer (Principal Financial and Accounting Officer) | September 12, | .2, 1997 |
| Robert J. Bollo | | | |
| * | Director | September 12, | 1997 |
| Walter M. Fiederowicz | | | |
| * | Director | September 12, | 1997 |
| Joseph A. Fiorita, Jr. | - | | |
| | Director | September 12, | 1997 |
| Yukio Tagawa | | | |
| *By /s/ Jeffrey P. Moonan | | | |
| Jeffrey P. Moonan, as Attorney-in-Fact | | | |