

SUPPLEMENT DATED FEBRUARY 15, 1996 TO PROSPECTUS DATED JULY 17, 1995

The Selling Shareholder, Microphase Laboratories, Inc. ("Microphase"), distributed to its shareholders or their affiliates the shares issued to Microphase in connection with the Company's acquisition of Microphase's assets in June 1995, and certain of such shares have been sold. All references in the Prospectus, dated July 17, 1995 to the Selling Shareholder will include each shareholder of Microphase or his or her affiliate that received shares of Common Stock of Photronics, Inc. from Microphase in such distribution. The following amends the table set forth in the section "Selling Shareholders" and sets forth certain information known to the Company regarding each Selling Shareholder's beneficial ownership of the Common Stock of Photronics, Inc. as of February 16, 1996 and after giving effect to the offering.

Name and Address of Beneficial Owner -----	Shares Beneficially Owned Prior to Offering -----		Shares to be Sold ----	Shares Beneficially Owned After Offering -----	
	Number	Percent		Number	Percent
Microphase Laboratories, Inc.	20,670	*	20,670	0	*
Excel Semiconductor Inc.	35,061	*	35,061	0	*
Edward H. Boothman	15,486	*	15,486	0	*
Martin Boothman	27,342	*	27,342	0	*

* Represents less than 1%.

Microphase was issued 98,559 shares of Common Stock (the "Shares") in connection with the acquisition by the Company of Microphase's assets in June 1995. As part of the agreement for such acquisition, the Company agreed to register the resale of the Shares by the Microphase or its stockholders.