

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) **February 6, 2013**

PHOTRONICS, INC.

(Exact name of registrant as specified in its charter)

Connecticut

(State or other jurisdiction
of incorporation)

000-15451

(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))
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ITEM 2.02 Results of Operations and Financial Condition.

On February 6, 2013, Photonics, Inc. (the “Company”) issued a press release supplementing previous guidance provided with respect to the Company’s results in its first quarter of fiscal year 2013.

A copy of the press release is attached to this 8-K and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

ITEM 9.01 Financial Statements and Exhibits

- (d) Exhibits
 - 99.1 Press release dated February 6, 2013.
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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)

DATE February 6, 2013

BY /s/ Richelle E. Burr
Richelle E. Burr
Vice President, General Counsel

INDEX TO EXHIBITS

<u>Exhibit</u>	<u>Description</u>
99.1	Press release dated February 6, 2013.



Press Release

FOR FURTHER INFORMATION:
Pete Broadbent
Vice President, Investor Relations & Marketing
(203) 775-9000
pbroadbent@photronics.com

PHOTRONICS NARROWS FIRST QUARTER FY 2013 REVENUE GUIDANCE TO THE HIGH END OF THE RANGE IN ADVANCE OF PRESENTATION AT STIFEL NICOLAUS TECHNOLOGY CONFERENCE

BROOKFIELD, Connecticut February 6, 2013 -- Photronics, Inc. (Nasdaq:PLAB), a worldwide leader in supplying innovative imaging technology solutions for the global electronics industry, narrowed its guidance range on revenue for the first quarter of fiscal 2013.

Photronics expects revenues for the first quarter ended January 27, 2013 will be in the range of \$99 million to \$100 million compared with previous guidance announced on December 5, 2012 of \$96 million to \$100 million.

"High-end semiconductor orders began to strengthen late in the quarter and flat panel display (FPD) photomask demand gained momentum as the quarter progressed," stated Constantine ("Deno") Macricostas, Photronics' chairman and chief executive officer. "The IC business was soft at the beginning of the quarter, as we anticipated, but demand for high-end masks accelerated in January."

Photronics is scheduled to present at the Stifel Nicolaus 2013 Technology Conference on Wednesday, February 6, 2013 at 10:55 a.m. Pacific Time at the Ritz-Carlton Hotel in San Francisco. A live webcast of the Fireside Chat can be accessed at www.photronics.com.

Photronics plans to announce its fiscal first quarter 2013 financial results at 4:30 p.m. Eastern Time on Wednesday, February 13, 2013 and host a conference call with investors to discuss these results at 8:30 a.m. Eastern Time on Thursday, February 14, 2013. 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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About Photronics

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 as discussed in filings with the United States Securities and Exchange Commission. 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. The Company assumes no obligation to provide revisions to any forward-looking statements.
