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Registration No. 33-17405

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

PHOTRONICS, INC.

(Exact name of registrant as specified in its charter)

CONNECTICUT

(State or other jurisdiction of  
incorporation or organization)

06-0854886

(I.R.S. Employer  
Identification No.)

1061 East Indiantown Road  
Jupiter, Florida 33477

(Address of Principal Executive Offices) (Zip Code)

PHOTRONICS, INC.

1986 STOCK OPTION PLAN  
(Full titles of plans)

JEFFREY P. MOONAN, ESQ.

Senior Vice President, General Counsel

PHOTRONICS, INC.

1061 East Indiantown Road  
Jupiter, Florida 33477

(Name and address of agent for service)

(561) 745-1222

(Telephone number, including area code, of agent for service)

#### DE-REGISTRATION OF SHARES OF COMMON STOCK

On October 13, 1987, Registrant's Registration Statement on Form S-8 (Registration No. 33-17405) under the Securities Act of 1933, as amended, became effective. The Registration Statement related to 180,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), offered pursuant to the Registrant's 1986 Incentive Stock Option Plan. As a result of subsequent stock splits, the originally registered 180,000 shares equated to 540,000 shares of common stock. The offering has now terminated. Of the total number of the as adjusted 540,000 shares of Common Stock registered, an as adjusted 525,600 shares of Common Stock were purchased by employees of the Registrant.

Accordingly, Registrant hereby de-registers the remaining  
unsold shares of Common Stock.

#### 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-8 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 October 19, 1998.

PHOTRONICS, INC.

By:     MICHAEL J. YOMAZZO      
Michael J. Yomazzo  
President/Chief Executive Officer

