

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) November 11, 2003

PHOTRONICS, INC.

(Exact name of registrant as specified in its charter)

<u>Connecticut</u>	<u>0-15451</u>	<u>06-0854886</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

<u>15 Secor Road, Brookfield, CT</u>	<u>06804</u>
(Address of Principal Executive Offices)	(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)

**Item 5. Other Events**

On November 11, 2003, the Company issued a press release announcing that its registration statement covering resales by the holders of its 2 1/4% Convertible Subordinated Notes due 2008 was declared effective by the Securities and Exchange Commission on November 10, 2003. A copy of the press release is attached to this 8-K.

**Item 7. Financial Statements and Exhibits**

(c) Exhibits

99.1 Press Release dated November 11, 2003.

**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: November 12, 2003**

**BY: /s/ Sean T. Smith**

Sean T. Smith  
Vice President and Chief Financial Officer

**PHOTRONICS, INC.**

**EXHIBIT INDEX**

**Exhibit No.**  
99.1

**Subject Matter**  
Press Release dated November 11, 2003.

**For Further Information:**

Michael W. McCarthy  
VP- Corporate Communications  
Photronics, Inc.  
(203) 775-9000  
mmccarthy@brk.photronics.com

Jane Ryan  
Account Director  
MCA  
(650) 968-8900  
jryan@mcapr.com

FOR IMMEDIATE RELEASE  
November 11, 2003

**Photronics, Inc. Registration Statement Related to  
2¼% Convertible Subordinated Notes Due 2008 Declared Effective**

BROOKFIELD, Connecticut November 11, 2003 -- Photronics, Inc. (Nasdaq:PLAB) announced today that its registration statement covering resales by the holders of its 2-1/4% Convertible Subordinated Notes due 2008 was declared effective by the Securities and Exchange Commission on November 10, 2003. The registration statement also covers sales of the shares of its common stock issuable upon conversion of the notes. The notes were originally issued on April 15, 2003 in a private placement to qualified institutional buyers.

You may obtain copies of the prospectus relating to the notes from:

Michael McCarthy  
Vice-President -- Investor Relations  
Photronics, Inc.  
15 Secor Road  
Brookfield, Connecticut 06804  
Tel: (203) 775-9000

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, photomasks are used to transfer circuit patterns onto semiconductor wafers during the fabrication of integrated circuits. They are produced in accordance with circuit designs provided by customers at strategically located manufacturing facilities in Asia, Europe, and North America.

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This notice shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such State.

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