

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 13, 2008**

PHOTRONICS, INC.

(Exact name of registrant as specified in its charter)

Connecticut

(State or other jurisdiction of incorporation)

0-15451

(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 13, 2008, the Company issued a press release reporting fiscal first quarter 2008 results for the period ended January 27, 2008. A copy of the press release is attached to this 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibits 99.2, 99.3 and 99.4 are filed with this Report. Exhibits 99.1 is furnished with this report.

- 99.1 Press Release dated February 13, 2008.
- 99.2 Condensed Consolidated Statements of Income
- 99.3 Condensed Consolidated Balance Sheets
- 99.4 Condensed Consolidated Statements of Cash Flows

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 14, 2008

BY: /s/Richelle E. Burr

Richelle E. Burr

Assistant General Counsel and Assistant Secretary

PHOTRONICS, INC.

EXHIBIT INDEX

Exhibit No. Subject Matter

99.1	Press Release dated February 13, 2008.
99.2	Condensed Consolidated Statements of Income
99.3	Condensed Consolidated Balance Sheets
99.4	Condensed Consolidated Statements of Cash Flows



Press Release

FOR IMMEDIATE RELEASE

February 13, 2008

Exhibit 99.1
FOR FURTHER INFORMATION:
Sean T. Smith
SVP - CFO
Photronics, Inc.
(203) 775-9000
ssmith@photronics.com

PHOTRONICS REPORTS FIRST QUARTER RESULTS

BROOKFIELD, Connecticut February 13, 2008 -- Photronics, Inc. (Nasdaq:PLAB), a worldwide leader in supplying innovative imaging technology solutions for the global electronics industry, today reported fiscal 2008 first quarter results for the period ended January 27, 2008.

Sales for the quarter were \$103.2 million, down 2.6%, compared to \$106.0 million for the first quarter of fiscal year 2007. Net loss for the first quarter of fiscal year 2008 amounted to \$3.3 million, or \$0.08 loss per diluted share compared to net income of \$7.9 million, or \$0.17 earnings per diluted share for the first quarter of fiscal 2007, including a gain on the sale of a facility of \$2.3 million, or \$0.04 per diluted share.

Michael J. Luttati, Chief Executive Officer commented, "Our intense focus on qualifying customers at our new sites and with new technologies during 2007 has begun to yield positive results. In addition, ongoing efforts to lower our cost structure through product quality, cycle time, productivity and supply chain initiatives have helped offset some of the additional costs we have added to the business as a result of the investments we have made in our new facilities in Boise, Idaho; Shanghai, China; and Taichung, Taiwan. For instance, the Company maintained a relatively flat employee headcount over the past few years while strategically expanding its manufacturing base and technology capabilities. We are focused on continuing this cost reduction discipline to ensure our future success."

In closing, Mr. Luttati added, "We remain dedicated to our long-term financial goals, and most importantly, we will continue to keep our focus of being valued by our customers as the "best-in-class" service provider across all technology nodes and business regions. I am encouraged by our accomplishments, progress and our ability to position Photronics as a tightly integrated profitable technology leader. We understand the need to continue to show tangible results from the investments we have made and are committed to delivering them."

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PHOTRONICS REPORTS FIRST QUARTER RESULTS

Exhibit 99.1
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A conference call with investors and the media to discuss these results can be accessed by logging onto Photronics' web site at www.photronics.com and clicking on the "Conference Calls" button on the top right corner of the home page. The call is scheduled for 8:30 a.m. Eastern Time on Thursday, February 14, 2008. The live dial-in number is 719-325-4797. The call will be archived for instant replay access until the Company reports its fiscal 2008 second quarter results after the market closes on Tuesday, May 13, 2008.

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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 document involve risks and uncertainties that may affect the Company's operations, markets, products, services, prices, and other factors as discussed in filings with the U. S. Securities and Exchange Commission (SEC). 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 should circumstances change, except as otherwise required by securities and other applicable laws.

PHOTRONICS, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
(in thousands, except per share amounts)
(Unaudited)

	Three Months Ended	
	January 27, 2008	January 28, 2007
Net sales	\$ 103,215	\$ 105,981
Costs and expenses:		
Cost of sales	(82,619)	(76,316)
Selling, general and administrative	(16,302)	(16,442)
Research and development	(4,238)	(4,720)
Gain on sale of facility	-	2,254
Operating income	56	10,757
Other expense, net	(568)	(284)
Income (loss) before income taxes and minority interest	(512)	10,473
Income tax provision	(1,873)	(1,312)
Income (loss) before minority interest	(2,385)	9,161
Minority interest	(955)	(1,304)
Net income (loss)	<u>\$ (3,340)</u>	<u>\$ 7,857</u>
Earnings (loss) per share:		
Basic	<u>\$ (0.08)</u>	<u>\$ 0.19</u>
Diluted	<u>\$ (0.08)</u>	<u>\$ 0.17</u>
Weighted average number of common shares outstanding:		
Basic	<u>41,626</u>	<u>41,475</u>
Diluted	<u>41,626</u>	<u>51,361</u>

PHOTRONICS, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets

(in thousands)
(Unaudited)

	January 27, 2008	October 28, 2007
Assets		
Current assets:		
Cash, cash equivalents and short-term investments of \$5,912 in 2008 and \$5,657 in 2007	\$ 95,041	\$ 151,706
Accounts receivable	72,077	68,248
Inventories	16,506	17,716
Other current assets	9,741	9,315
Total current assets	193,365	246,985
Property, plant and equipment, net	604,706	531,578
Goodwill	138,534	138,534
Investment in joint venture	70,345	67,900
Other intangibles, net	67,532	68,835
Other assets	5,541	5,948
	\$ 1,080,023	\$ 1,059,780
Liabilities and Shareholders' Equity		
Current liabilities:		
Current portion of long-term borrowings and capital lease obligations	\$ 16,019	\$ 4,482
Accounts payable and accrued liabilities	115,187	145,897
Total current liabilities	131,206	150,379
Long-term borrowings and capital lease obligations	242,737	191,253
Deferred income taxes and other liabilities	13,236	14,399
Minority interest	49,887	49,465
Shareholders' equity	642,957	654,284
	\$ 1,080,023	\$ 1,059,780

PHOTRONICS, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows

(in thousands)
(Unaudited)

	Three Months Ended	
	January 27, 2008	January 28, 2007
Cash flows from operating activities:		
Net income (loss)	\$ (3,340)	\$ 7,857
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	24,721	22,383
Gain on sale of facility	-	(2,254)
Minority interest in income of consolidated subsidiaries	955	1,304
Changes in assets and liabilities and other	(10,661)	(10,690)
Net cash provided by operating activities	11,675	18,600
Cash flows from investing activities:		
Purchases of property, plant and equipment	(65,932)	(5,601)
Purchases of short-term investments and other	(253)	-
Proceeds from sales of investments and other	-	38,400
Proceeds from sale of facility and other	65	5,011
Investment in joint venture	(2,598)	-
Net cash (used in) provided by investing activities	(68,718)	37,810
Cash flows from financing activities:		
Repayments of long-term borrowings	(577)	(87,087)
Proceeds from long-term borrowings	942	1,926
Proceeds from issuance of common stock	-	189
Other	(71)	-
Net cash provided by (used in) financing activities	294	(84,972)
Effect of exchange rate changes on cash	(171)	(227)
Net decrease in cash and cash equivalents	(56,920)	(28,789)
Cash and cash equivalents, beginning of period	146,049	129,425
Cash and cash equivalents, end of period	\$ 89,129	\$ 100,636
Supplemental disclosure of cash flow information:		
Change in accrual for purchases of property, plant and equipment	\$ (24,181)	\$ 14,930
Capital lease obligation for purchases of property, plant and equipment	\$ 61,662	\$ -