

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**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) April 1, 2011

**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)

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 5.07 Submission of Matters to a Vote of Security Holders**

On April 1, 2011 the Company held its annual meeting of stockholders (the "Annual Meeting") in Brookfield, Connecticut. At the Annual Meeting, the Company's stockholders approved five (5) proposals. The proposals are described in detail in the Proxy Statement.

**Proposal 1.**

The Company's stockholders elected five (5) individuals to the Board of Directors as follows:

<b><u>Name</u></b>	<b><u>Votes For</u></b>	<b><u>Votes Withheld</u></b>	<b><u>Broker Non-Votes</u></b>
Walter Fiederowicz	39,569,168	3,902,744	6,616,702
Joseph Fiorita	39,449,091	4,022,821	6,616,702
Constantine Macricostas	36,999,031	6,472,881	6,616,702
George Macricostas	33,403,291	10,068,621	6,616,702
Mitchell Tyson	39,023,609	4,448,303	6,616,702

**Proposal 2.**

The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2011 as set forth below:

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Abstentions</u></b>
45,275,507	4,777,677	35,430

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Proposal 3.

The Company's stockholders approved the 2011 Annual Executive Compensation Plan as set forth below.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
37,871,113	5,490,424	110,375	6,616,702

Proposal 4.

The Company's stockholders approved by non-binding vote the compensation of the named executive officers as described in the compensation discussion and analysis and the narrative disclosure included in the 2011 proxy statement as set forth below.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
24,825,244	18,550,144	96,524	6,616,702

Proposal 5

The Company's shareholders chose between every one, two or three years with respect to the frequency of executive compensation or abstained from voting as follows:

<u>Votes For 1 Year</u>	<u>Votes for 2 Years</u>	<u>Votes for 3 Years</u>	<u>Abstained from Voting</u>
32,919,828	255,137	10,164,552	132,395

**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:** April 7, 2011

**BY /s/ *Richelle E. Burr***

Richelle E. Burr  
Vice President, General Counsel

PHOTRONICS, INC.