

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 2, 2012

**PHOTRONICS, INC.**

(Exact name of registrant as specified in its charter)

<u>Connecticut</u> (State or other jurisdiction of incorporation)	<u>0-15451</u> (Commission File Number)	<u>06-0854886</u> (IRS Employer Identification Number)
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<u>15 Secor Road, Brookfield, CT</u> (Address of Principal Executive Offices)	<u>06804</u> (Zip Code)
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Registrant's Telephone Number, including area code (203) 775-9000

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(Former name or former address, if changed since last report)

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

On March 28, 2012, the Company held its annual meeting of stockholders (the "Annual Meeting") at NASDAQ OMX. At the Annual Meeting, the Company's stockholders approved four (4) proposals. The proposals are described in detail in the proxy statement relating to the annual meeting.

##### Proposal 1.

The Company's stockholders elected six (6) 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	49,037,572	1,959,915	
Joseph Fiorita	49,045,287	1,952,200	
Liang-Choo Hsia	49,753,434	1,244,053	
Constantine Macricostas	42,524,129	8,473,358	
George Macricostas	42,169,840	8,827,647	
Mitchell Tyson	43,174,429	7,823,058	

##### 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 2012 as set forth below:

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Abstentions</u></b>
49,313,515	3,799,119	45,529

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Proposal 3.

The Company's stockholders approved an amendment to the Company's Employee Stock Purchase Plan to increase the number of authorized shares of common stock available for issuance from 1,200,000 to 1,500,000

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Abstentions</u></b>	<b><u>Broker Non-Votes</u></b>
49,313,515	887,543	796,429	5,006,613

Proposal 4.

The Company's stockholders approved by non-binding vote a resolution relating to the compensation of the named executive officers of the Company as described in the compensation discussion and analysis and the narrative disclosure as included in the proxy statement relating to the annual meeting.

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Abstentions</u></b>	<b><u>Broker Non-Votes</u></b>
45,243,234	4,888,041	862,212	5,006,613

As previously disclosed, the Company's Board of Directors has determined that the Company will hold an advisory vote on the compensation of its named executive officers (the "say-on-pay vote") each year until the next time that the Company propose an advisory vote on the frequency of the say-on-pay vote.

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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.**

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(Registrant)

**DATE: April 2, 2012**

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

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Richelle E. Burr

Vice President, General Counsel

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PHOTRONICS, INC.

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