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PHOTRONICS INC Form 8-K August 01, 2007

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) August 1, 2007

PHOTRONICS, INC.

(Exact name of registrant as specified in its charter)

Connecticut0-1545106-0854886(State or other jurisdiction of incorporation)(Commission (IRS Employer Identification Number)

15 Secor Road, Brookfield, CT 06804 (Address of Principal Executive Offices) (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:

O	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
0	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
0	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
0	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 August 1, 2007, Photronics, Inc. issued a press release announcing that it had revised its third quarter revenue and earnings guidance. A copy of the press release is attached hereto as Exhibit 99.1 to this report.

The information hereunder shall not be deemed to be <code>[filed]</code> for the purposes of Section 18 of the Securities Exchange Act of 1934 (the <code>[Exchange Act]]</code>) or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No. 99.1 Press Release of Photronics, Inc. dated August 1, 2007.

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 August 1, 2007 BY /s/ Sean T. Smith

Sean T. Smith Senior Vice President, Chief Financial Officer

PHOTRONICS, INC.

EXHIBIT INDEX

EXHIBIT NO. 99.1 DESCRIPTION

Press Release dated August 1, 2007.