

Item 8.01. Other Events.

On July 6, 2018, Photronics, Inc. (the “Company”) issued a press release announcing that its Board of Directors authorized the repurchase of up to \$20 million of the Company's common stock. A copy of the Company’s press release is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

The timing and exact amount of any common stock repurchase will depend on various factors, including market conditions. The Company’s share repurchase program may be executed through open market purchases including utilizing a Rule 10b5-1 program, and may be suspended or terminated by the Company at any time.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release dated July 6, 2018.

Cautionary Statements Regarding Forward-Looking Statements.

The attached press release and information provided pursuant to Items 8.01 and 9.01 contain forward-looking statements, which involve a number of risks and uncertainties. The Company cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information due to a number of factors, including those listed from time to time in reports that the Company files with the Securities and Exchange Commission, including, but not limited to, the Annual Report on Form 10-K for the year ended October 29, 2017.

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: July 6, 2018

BY /s/ Richelle E. Burr
Richelle E. Burr
Vice President, General Counsel

PHOTRONICS, INC.
