

PHOTRONICS INC  
Form 8-K  
July 13, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant To Section 13 OR 15(d) Of The Securities Exchange Act Of 1934**

Date of report (Date of earliest event reported) July 11, 2005

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**PHOTRONICS, INC.**

(Exact name of registrant as specified in its charter)

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**Connecticut**  
(State or other jurisdiction

of incorporation)

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

**0-15451**  
(Commission File Number)

**06-0854886**  
(IRS Employer

Identification Number)

**06804**  
(Zip Code)

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Registrant's Telephone Number, including area code (203) 775-9000

(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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**Item 1.01. Entry into a Material Definitive Agreement**

On July 11, 2005, Photronics, Inc. and Constantine S. Macricostas entered into a seven year consulting agreement (the Consulting Agreement ) which provides for compensation in the amount of \$250,000 per year, payable in equal monthly payments of \$20,833.33 throughout the consulting period, and also provides for certain health insurance benefits, confidentiality and non-compete provisions. The Consulting Agreement is attached as Exhibit 10.1.

Mr. Macricostas will continue to serve as the Company s Chairman of the Board of Directors.

10.1 Consulting Agreement between Photronics, Inc. and Constantine S. Macricostas dated July 11, 2005.

**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 11, 2005**

**BY /s/ Edwin L. Lewis**

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Edwin L. Lewis

Vice President, General Counsel and Secretary

PHOTRONICS, INC.

**EXHIBIT INDEX**

EXHIBIT NO. 10.1 Consulting Agreement between Photronics, Inc. and Constantine S. Macricostas dated July 11, 2005.