

PHOTRONICS INC  
Form 8-K  
February 26, 2013

**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)      **February 26, 2013**

**PHOTRONICS, INC.**

(Exact name of registrant as specified in its charter)

**Connecticut**                      **000-15451**      **06-0854886**  
(State or other jurisdiction)      (Commission)      (IRS Employer)

of incorporation)                      File Number)      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:

- ..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))

**ITEM 8.01 Other  
Events.**

On February 26, 2013, Photronics, Inc. (the “Company”) issued a press release announcing the proposed delisting of the Company’s majority-owned subsidiary Photronics Semiconductor Mask Corp and the tender offer by the Company relating thereto.

A copy of the press release is attached to this 8-K and is incorporated herein by reference.

**ITEM 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press release dated February 26, 2013.

**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** February 26, 2013 **BY** /s/ Richelle Burr  
Richelle E. Burr  
Vice President, General Counsel

**INDEX TO EXHIBITS**

Exhibit	Description
99.1	Press release dated February 26, 2013.