



Item 2.02 Results of Operation and Financial Condition

On December 6, 2016 the Corporation issued a press release reporting fourth quarter fiscal 2016 results.

A copy of the press release is furnished as Exhibit 99.1 to this report. The information contained in this Item 2.02 and the attached Exhibits 99.1, 99.2, 99.3, 99.4, 99.5, and 99.6 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 and shall not be incorporated by reference in any filing under the Securities Act of 1933 except as shall be expressly set forth by specific reference in such filing.

On December 6, 2016, the Company will conduct a conference call during which certain unaudited, non-GAAP financial information related to the Company’s operations for the three months ended October 30, 2016 will be disclosed. This information is set forth in Exhibit 99.6.

EBITDA is a non-GAAP financial measure that the Company defines pursuant to its credit agreement. The Company believes that EBITDA is generally accepted as providing useful information regarding the operational strength and performance of its business, including the ability of the Company to pay interest, service debt and fund capital expenditures. The Company’s method for calculating EBITDA may not be comparable to methods used by other companies but is the same method the Company uses for calculating EBITDA under its credit facility.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

|             |  |
|-------------|--|
| <u>99.1</u> | Press Release dated December 6, 2016                           |
| <u>99.2</u> | Condensed Consolidated Statements of Income                    |
| <u>99.3</u> | Condensed Consolidated Balance Sheets                          |
| <u>99.4</u> | Condensed Consolidated Statements of Cash Flows                |
| <u>99.5</u> | Reconciliation of GAAP to Non-GAAP Financial Information       |
| <u>99.6</u> | Reconciliation of GAAP Net Income to EBITDA to Non-GAAP EBITDA |

---

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: December 6, 2016 BY/s/ Richelle E. Burr  
Richelle E. Burr  
Vice President, General Counsel

PHOTRONICS, INC.

---