

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. |