

PHOTRONICS INC
Form 10-Q/A
October 27, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended August 3, 2003
OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from ___ to ___
Commission file number 0-15451

PHOTRONICS, INC.

(Exact name of registrant as specified in its charter)

Connecticut

*(State or other jurisdiction
of incorporation or organization)*

06-0854886

*(IRS Employer
Identification Number)*

15 Secor Road, Brookfield, Connecticut 06804

(Address of principal executive offices and zip code)

(203) 775-9000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

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Class
Common Stock, \$0.01 par value

Outstanding at September 4, 2003
32,327,368 Shares

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Explanatory Note

Pursuant to this Form 10-Q/A, the Company amends the following items of its quarterly report on Form 10-Q for the quarterly period ended August 3, 2003:

The Form 10-Q has been amended to conform the disclosure in Item 4 of Part I with respect to the Company's disclosure controls and procedures, with the SEC's amended requirements in Item 307 of Regulation S-K.

The Form 10-Q has also been amended to include in Item 6 of Part II the Rule 13a-14(a)/15d-14(a) certifications and the Section 1350 certifications filed as exhibits to this Form 10-Q/A.

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PART I. FINANCIAL INFORMATION

Item 4. Controls and Procedures

The Company's chief executive officer and chief financial officer have concluded that, as of the end of the third fiscal quarter of 2003, the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) were effective, based on the evaluation of these controls and procedures required by Rule 13a-15(b) or 15d-15(b) of the Securities Exchange Act of 1934, as amended.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
31.1	Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer dated September 15, 2003.
31.2	Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer dated September 15, 2003.
31.3	Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer dated October 27, 2003.
31.4	Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer dated October 27, 2003.
32.1	Section 1350 Certification of the Chief Executive Officer dated September 15, 2003.
32.2	Section 1350 Certification of the Chief Financial Officer dated September 15, 2003.
32.3	Section 1350 Certification of the Chief Executive Officer dated October 27, 2003.
32.4	Section 1350 Certification of the Chief Financial Officer dated October 27, 2003.

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- (b) Report on Form 8-K
(i) Form 8-K dated August 20, 2003.

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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 thereunto duly authorized.

Photronics, Inc.
(Registrant)

By: /s/ SEAN T. SMITH

Sean T. Smith
Vice President
Chief Financial Officer
(Duly Authorized Officer and
Principal Financial Officer)

Date: October 27, 2003

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