

Item 5.03 Amendment to Articles of Incorporation or Bylaws; change in fiscal year.

On September 7, 2016, the Board of Directors of Photronics, Inc. (the "Corporation") adopted an amendment to the Corporation's Amended Bylaws (the "Bylaws") to allow the Corporation to register, issue, process and transfer DRS book entry shares. The Bylaws include a new section 1 to Article V to allow shares of the Corporation to be uncertificated or in such form as designated by the Board of Directors or Officers of the Corporation and a new section 6 to Article V that allows uncertificated shares to be transferred. The foregoing description is qualified in its entirety by reference to the full text of the Bylaws a copy of which is attached as exhibit 3.2 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3.2 Amended and Restated Bylaws of Photronics, Inc. effective as of September 7, 2016

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: September 13, 2016 BY/s/ Richelle E. Burr
Richelle E. Burr
Vice President, General Counsel

PHOTRONICS, INC.
