

# PHOTRONICS INC

## FORM 424B3

(Prospectus filed pursuant to Rule 424(b)(3))

Filed 10/27/1995

Address	15 SECOR ROAD PO BOX 5226 BROOKFIELD, Connecticut 06804
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CIK	0000810136
Industry	Semiconductors
Sector	Technology
Fiscal Year	10/31

**SUPPLEMENT DATED OCTOBER 27, 1995 TO PROSPECTUS DATED JULY 17, 1995**

The Selling Shareholder, Microphase Laboratories, Inc. ("Microphase"), distributed to its shareholders or their affiliates certain of the shares issued to Microphase in connection with the Company's acquisition of Microphase's assets in June 1995. All references in the Prospectus, dated July 17, 1995 to the Selling Shareholder will include each shareholder of Microphase or his or her affiliate that received shares of Common Stock of Photronics, Inc. from Microphase in such distribution. The following amends the table set forth in the section "Selling Shareholders" and sets forth certain information known to the Company regarding each Selling Shareholder's beneficial ownership of the Common Stock of Photronics, Inc. as of October 26, 1995 and after giving effect to the offering.

Name and Address of Beneficial Owner -----	Shares Beneficially Owned Prior to Offering -----		Shares Owned to be Sold -----	Shares Beneficially Owned After Offering -----	
	Number	Percent		Number	Percent
Microphase Laboratories, Inc.	57,201	*	57,201	0	*
Excel Semiconductor Inc.	25,000	*	25,000	0	*
Microphase Laboratories Partners	10,061	*	10,061	0	*
Martin Boothman -----	6,297	*	6,297	0	*

\* Represents less than 1%.

Microphase was issued 98,559 shares of Common Stock (the "Shares") in connection with the acquisition by the Company of Microphase's assets in June 1995. As part of the agreement for such acquisition, the Company agreed to register the resale of the Shares by the Microphase or its stockholders.

**End of Filing**



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