

PHOTRONICS INC
Form SC 13G/A
August 16, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 12) *

PHOTRONICS, INC.

(Name of Issuer)

COMMON STOCK, \$0.01 Par Value

(Title of Class of Securities)

719405102

(CUSIP Number)

August 14, 2012

(Date of Event which Requires Filing of this Statement)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE IS FILED:

☒ RULE 13D-1 (B)

☐ RULE 13D-1 (C)

☐ RULE 13D-1 (D)

*THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT CONTAINING INFORMATION WHICH WOULD ALTER DISCLOSURES PROVIDED IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED ON THE REMAINDER OF THIS COVER PAGE SHALL NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE SECURITIES EXCHANGE ACT OF 1934 (THE "ACT") OR OTHERWISE SUBJECT TO THE LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

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CUSIP NO. 719405102

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Bay Resource Partners, L.P.

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)	☒ [X]
(b)	☐ []

3	SEC USE ONLY

4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware

	5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	NONE

	6 SHARED VOTING POWER
	587,600

	7 SOLE DISPOSITIVE POWER
	NONE

	8 SHARED DISPOSITIVE POWER
	587,600

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	587,600

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] (SEE INSTRUCTIONS)

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.0%

12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Bay II Resource Partners, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)	☒
(b)	☐
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	NONE
6	SHARED VOTING POWER
	643,100
7	SOLE DISPOSITIVE POWER
	NONE
8	SHARED DISPOSITIVE POWER
	643,100
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	643,100
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] (SEE INSTRUCTIONS)
11	PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Bay Resource Partners Offshore Master Fund, L.P.

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)	☒
(b)	☐

3	SEC USE ONLY

4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Cayman Islands

	5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	NONE

	6 SHARED VOTING POWER
	1,219,447

	7 SOLE DISPOSITIVE POWER
	NONE

	8 SHARED DISPOSITIVE POWER
	1,219,447

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	1,219,447

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] (SEE INSTRUCTIONS)

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.0%

12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

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CUSIP NO. 719405102

1	NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GMT Exploration Company LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) ☒ [X]

(b) ☐ []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

NONE

6 SHARED VOTING POWER

17,000

7 SOLE DISPOSITIVE POWER

NONE

8 SHARED DISPOSITIVE POWER

17,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[] (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

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CUSIP NO. 719405102

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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GMT Capital Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) ☒

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Georgia

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

NONE

OWNED BY
EACH
REPORTING

6 SHARED VOTING POWER

2,480,847

PERSON
WITH

7 SOLE DISPOSITIVE POWER

NONE

8 SHARED DISPOSITIVE POWER

2,480,847

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,480,847

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[] (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IA

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CUSIP NO. 719405102

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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Thomas E. Clausus

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) ☒

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 89,600
SHARES

BENEFICIALLY
OWNED BY
EACH

6 SHARED VOTING POWER

REPORTING 2,497,847
PERSON

7 SOLE DISPOSITIVE POWER

89,600

8 SHARED DISPOSITIVE POWER

2,497,847

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,587,447

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
☐ (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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ITEM 1(A) NAME OF ISSUER:
PHOTRONICS, INC.

ITEM 1(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
15 Secor Road
Brookfield, CT 06804

ITEM 2(a) NAME OF PERSON FILING:

(i) Bay Resource Partners, L.P. (Bay), with respect to shares of
Common Stock directly owned by it.

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- (ii) Bay II Resource Partners, L.P. (Bay II), with respect to shares of Common Stock directly owned by it.
- (iii) Bay Resource Partners Offshore Master Fund, L.P. (Offshore Fund) with respect to shares of Common Stock directly owned by it, as the successor to Bay Resource Partners Offshore Fund, Ltd.
- (iv) GMT Exploration Company LLC (GMT Exploration) with respect to shares of Common Stock directly owned by it.
- (v) GMT Capital Corp. (GMT Capital) with respect to shares of Common Stock beneficially owned by it.
- (vi) Thomas E. Clausus, (Mr. Clausus), with respect to the shares of Common Stock directly owned by him and directly owned by each of Bay, Bay II, the Offshore Fund, GMT Capital separate client accounts and GMT Exploration.

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and believe after making inquiry to the appropriate party.

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR IF NONE, RESIDENCE:
The address of the business office of each of the Reporting Persons is 2300 Windy Ridge Parkway, Ste. 550 South, Atlanta, GA 30339

ITEM 2(c) CITIZENSHIP:

Bay and Bay II are limited partnerships organized under the laws of the State of Delaware. The Offshore Fund is an exempted limited partnership organized under the laws of the Cayman Islands. GMT Exploration is a Delaware limited liability company. GMT Capital is a Georgia corporation. Mr. Clausus is a United States citizen.

ITEM 2(d) TITLE OF CLASS OF SECURITIES:
Common Stock, \$0.01 par value

ITEM 2(e) CUSIP NUMBER:
719405102

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR SS. 240.13d-2(B) or (C), CHECK WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the

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Investment Company Act of 1940 (15 U.S.C. 80a-8).

- (e) ☒ An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP:

This Amendment No. 12 (Amendment No. 12) amends and supplements Amendment No. 11 to Schedule 13G filed with the Securities and Exchange Commission (SEC) on June 13, 2012, which amended and Amendment No. 10 to Schedule 13G filed with the SEC on March 22, 2012, which amended and supplemented Amendment No. 9 to Schedule 13G filed with the SEC on February 21, 2012, which amended and supplemented Amendment No. 8 to Schedule 13G filed with the SEC on June 15, 2011, which amended and supplemented Amendment No. 7 to Schedule 13G filed with the SEC on April 5, 2011, which amended and supplemented Amendment No. 6 to Schedule 13G filed with the SEC on July 23, 2010, which amended and supplemented Amendment No. 5 to Schedule 13G filed with the SEC on May 26, 2010, which amended and supplemented Amendment No. 4 to Schedule 13G filed with the SEC on December 23, 2009, which amended and supplemented Amendment No. 3 to Schedule 13G filed with the SEC on December 2, 2009, which amended and supplemented Amendment No. 2 to Schedule 13G filed with the SEC on November 12, 2009, which amended and supplemented Amendment No. 1 to Schedule 13G filed with the SEC on October 30, 2009, which amended and supplemented the Schedule 13G originally filed with the SEC on October 14, 2009 by the Reporting Persons. This Statement is being filed with respect to an aggregate of 2,587,447 shares of Common Stock, resulting in beneficial ownership of Common Stock as follows:

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1. Bay Resource Partners, L.P.,
 - (a) Amount Beneficially owned: 587,600
 - (b) Percent of Class: 1.0%

The percentages used herein and in the rest of Item 4 are calculated based on 60,391,283 shares of Common Stock outstanding as of June 1, 2012, as disclosed in the Issuer's Quarterly Report (10-Q) for the quarterly period ended April 29, 2012, filed with the SEC on June 6, 2012.
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 587,600
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 587,600
2. Bay II Resource Partners, L.P.
 - (a) Amount Beneficially owned: 643,100

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- (b) Percent of Class: 1.1%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 643,100
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 643,100
3. Bay Resource Partners Offshore Master Fund, L.P.
- (a) Amount Beneficially owned: 1,219,447
 - (b) Percent of Class: 2.0%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,219,447
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 1,219,447
4. GMT Exploration Company LLC
- (a) Amount Beneficially owned: 17,000
 - (b) Percent of Class: 0.00%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 17,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 17,000
5. GMT Capital Corp.
- (a) Amount Beneficially owned: 2,480,847
 - (b) Percent of Class: 4.1%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,480,847
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,480,847
6. Thomas E. Claugus
- (a) Amount Beneficially owned: 2,587,447
 - (b) Percent of Class: 4.3%
 - (c) (i) Sole power to vote or direct the vote: 89,600
 - (ii) Shared power to vote or direct the vote: 2,497,847
 - (iii) Sole power to dispose or direct the disposition: 89,600
 - (iv) Shared power to dispose or direct the disposition: 2,497,847

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X]

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ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON
N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.
N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.
See Item 2.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.
N/A

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the

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ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under 240.14a11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this statement is true, complete and correct.

August 16, 2012

/s/ George E. Case, III

George E. Case, III, as Vice President of GMT Capital Corp., for itself and as the general partner of (i) Bay Resource Partners, L.P. and (ii) Bay II Resource Partners, L.P., and for the investment manager of (iii) Bay Resource Partners Offshore Master Fund, L.P. and (iv) certain other accounts and for Thomas E. Clausus

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