UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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): November 30, 2023

Build-A-Bear Workshop, Inc. (Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation)

001-32320 (Commission File Number)

43-1883836 (IRS Employer Identification No.)

415 South 18th St., St. Louis, Missouri (Address of Principal Executive Offices)

63103 (Zip Code)

(314) 423-8000

(Registrant's Telephone Number, Including Area Code)

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 (see General Instruction A.2. below):

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered				
Common Stock, par value \$0.01 per share	BBW	New York Stock Exchange				

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company \Box

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. \Box

Item 2.02. <u>Results of Operations and Financial Condition</u>.

On November 30, 2023, Build-A-Bear Workshop, Inc. (the "Company") issued a press release setting forth results for the Company's 2023 third fiscal quarter ended October 28, 2023. A copy of the Company's press release is being furnished as Exhibit 99.1 and hereby incorporated by reference.

* * * * *

The Company reports its financial results in accordance with generally accepted accounting principles ("GAAP"). In the press release furnished as Exhibit 99.1 hereto, the Company has supplemented the reporting of its financial information determined in accordance with GAAP with certain non-GAAP financial measures. These results are included as a complement to results provided in accordance with GAAP because management believes these non-GAAP financial measures help identify underlying trends in the Company's business and provide useful information to both management and investors by excluding certain items that may not be indicative of the Company's core operating results. These measures should not be considered as a substitute for or superior to GAAP results.

The information furnished in, contained, or incorporated by reference into Item 2.02 above, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 (the "Securities Act"), as amended, or the Exchange Act, regardless of any general incorporation language in such filing. In addition, this report (including Exhibit 99.1) shall not be deemed an admission as to the materiality of any information contained herein that is required to be disclosed solely as a requirement of Item 2.02.

This Current Report on Form 8-K and the press release attached hereto as Exhibit 99.1 contain certain statements that may be deemed to be "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. All statements in this report and in such exhibit not dealing with historical results are forward-looking and are based on various assumptions. The forward-looking statements in this report and in such exhibit are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in or implied by the statements. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, among other things: statements regarding the Company's goals, intentions, and expectations; business plans and growth strategies; estimates of the Company's risks and future costs and benefits; forecasted demographic and economic trends relating to the Company's industry; and other risk factors referred to from time to time in filings made by the Company with the Securities and Exchange Commission. Forward-looking statements speak only as to the date they are made. The Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made. The Company disclaims any intent or obligation to update these forward-looking statements.

2

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit <u>Number</u>	Description of Exhibit
<u>99.1</u>	Press Release dated November 30, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

BUILD-A-BEAR WORKSHOP, INC.

Date: November 30, 2023

By: /s/ Voin Todorovic Name: Voin Todorovic

Title: Chief Financial Officer

3

Build-A-Bear Workshop Reports Third Quarter Fiscal 2023 Results

ST. LOUIS--(BUSINESS WIRE)--November 30, 2023--Build-A-Bear Workshop, Inc. (NYSE: BBW) today announced results for the third fiscal quarter and nine months ended October 28, 2023.

- Total revenues, pre-tax income, and diluted earnings per share ("EPS") increased 2.9%, 4.7%, and 3.9%, respectively
- Nine months total revenues, pre-tax income, and diluted EPS increased 4.3%, 12.5%, and 18.0%, respectively
- The Company revises its fiscal 2023 guidance from 5% to 7% revenue growth and 10% to 15% pre-tax income growth to 3% to 5% revenue growth and 5% to 10% pre-tax income growth
- Through the nine months of fiscal 2023, the Company returned \$37 million to shareholders through dividends and share repurchases

"The first nine months of strong performance brings us one step closer to our third consecutive year of record results, even as we experienced some unexpected softness in the business that began the final two weeks of October. As we look forward to the important holiday sales period, we believe our results are a reflection of the evolution of our business model and the broadening appeal of the Build-A-Bear brand, which includes the continued expansion of our addressable market highlighted by our teen-focused Axolotl being nominated for Plush Toy of the Year at this year's New York Toy Fair and our recently introduced innovative make-your-own interactive bear, the Bearlieve Bear, which comes to life through touch or the sound of your voice," commented Sharon Price John, President and Chief Executive Officer of Build-A-Bear Workshop. "The Bearlieve Bear is a cornerstone of our holiday product line, driven by Build-A-Bear's first-ever animated theatrical film release, "Glisten and the Merry Mission," based on our multi-year best-selling seasonal line, which will begin streaming in multiple countries starting December first," concluded Ms. John.

Voin Todorovic, Chief Financial Officer of Build-A-Bear Workshop added, "As we adjust to navigate the macroeconomic headwinds reflected in our revised guidance, we believe we are still well positioned to deliver record revenue and profitability for our third consecutive year. Our year-to-date results further demonstrate the company's ability to profitably grow the Build-A-Bear brand."

Third Quarter Fiscal 2023 Results

(13 weeks ended October 28, 2023, compared to the 13 weeks ended October 29, 2022)

- Total revenues were \$107.6 million and increased 2.9%
 - Net retail sales were \$100.4 million and increased 1.2%
 - Consolidated e-commerce demand (online orders fulfilled from either the Company's warehouse or its stores) increased 7.1%
 - Commercial and international franchise revenues were a combined \$7.2 million and increased 36.2%
- Pre-tax income grew 4.7% to \$10.3 million, or 9.6% of total revenues, an improvement of 10 basis points, driven by a 70-basis point increase in gross margin, primarily due to improvement from lower freight expense, plus expansion in our Commercial and Franchise segments. This was partially offset by an increase in Selling, General and Administrative ("SG&A") expense from higher store-level wages due to inflation, the addition of talent, marketing, and other investments to support future growth.
- Diluted EPS was \$0.53, a 3.9% year-over-year increase driven by pre-tax margin expansion and a reduction in share count, offset by an increase in tax rate.
- Earnings before interest, taxes, depreciation and amortization ("EBITDA") grew 3.0% to \$13.3 million, or 12.4% of total revenues.

Nine-Month Fiscal 2023 Results

(39 weeks ended October 28, 2023, compared to the 39 weeks ended October 29, 2022)

- Total revenues were \$336.8 million and increased 4.3%
 - Net retail sales were \$316.0 million and increased 2.6%
 - Consolidated e-commerce demand decreased 2.2%
 - Commercial and international franchise revenues were a combined \$20.9 million and increased 40.7%
- Pre-tax income grew 12.5% to \$40.2 million, or 11.9% of total revenues, an expansion of 80 basis points, driven by a 210-basis point increase in gross margin, primarily due to improvement from lower freight expense and leverage of warehouse costs, plus expansion in our Commercial and Franchise segments. This was partially offset by an increase in SG&A from higher wages due to inflation, the addition of talent, marketing, and other investments to support future growth.
- Diluted EPS was \$2.10, an 18.0% year-over-year increase driven by pre-tax margin expansion, plus a reduction in share count, offset by an increase in tax rate.
- EBITDA grew 9.2% to \$49.2 million, or 14.6% of total revenues.

Store Activity

The Company added a total of 14 corporately-managed and partner-operated locations in the quarter. As of the fiscal third quarter end, Build-A-Bear had 511 global locations through a combination of its corporately-managed, partner-operated, and international franchise models. This reflects 356 corporately-managed stores with five store openings in the quarter, 85 partner-operated stores with nine store openings, and 70 international franchise stores with six store openings. Through the end of the third quarter, the company has added a total of 21 corporately-managed and partner-operated locations.

Balance Sheet

As of October 28, 2023, cash and cash equivalents totaled \$24.8 million compared to \$12.0 million as of October 29, 2022. The Company finished the quarter with no borrowings under its revolving credit facility.

Since the end of the second quarter, the Company utilized \$5.7 million in cash to repurchase 217,206 shares of its common stock. Fiscal year-to-date, through November 29, 2023, the Company has returned \$39.0 million to shareholders, reflecting dividend payments of \$22.1 million and share repurchases of \$16.9 million, and has \$29.6 million available under the current \$50.0 million stock repurchase program adopted on August 31, 2022.

For the third quarter and first nine months of fiscal 2023, capital expenditures totaled \$5.0 million and \$11.1 million, respectively.

Inventory at quarter end was \$64.5 million, reflecting a decline of \$23.9 million, or 27.0% from October 29, 2022. The Company remains comfortable with the level and composition of its inventory.

2023 Outlook

The Company is revising its fiscal 2023 outlook with continued expectations of delivering growth in total revenues and pre-tax income, as compared to fiscal year 2022.

For fiscal 2023, the Company expects:

- Total revenues to increase in the range of 3% to 5%, with growth in its three operating segments, as compared to the previous range of 5% to 7% growth
- Pre-tax income growth of 5% to 10%, surpassing 2022's record high, as compared to the previous range of 10% to 15% growth
- To open approximately 30 experience locations, through a combination of partner-operated and corporately-managed business models, as compared to previous guidance to open 20 to 30 locations
- Capital expenditures in the range of \$16 million to \$18 million, as compared to the previous range of \$15 million to \$20 million
- Depreciation and amortization of approximately \$13 million, as compared to the previous range of \$13 million to \$14 million
- Tax rate to approximate 25%, excluding discrete items

While the Company notes that its fiscal 2023 is a 53-week year compared to a 52-week year in fiscal 2022, it expects to deliver growth in total revenues and pre-tax income versus the prior year exclusive of the projected benefit of the 53rd week. For reference, the additional week in fiscal 2023, which will be reflected in the Company's fourth quarter, is estimated to be \$7 million in total revenues with approximately 35% flow-through to EBITDA.

The Company's guidance considers a variety of factors ranging from anticipated ongoing inflationary pressures to the expected benefit of reduced freight costs. Additionally, the Company noted that its outlook assumes no further material changes in the macroeconomic and geopolitical environment, or relevant foreign currency exchange rates.

Note Regarding Non-GAAP Financial Measures

In this press release, the Company's financial results are provided both in accordance with generally accepted accounting principles (GAAP) and using certain non-GAAP financial measures. In particular, the Company provides historic income adjusted to exclude certain costs, which are non-GAAP financial measures. These results are included as a complement to results provided in accordance with GAAP because management believes these non-GAAP financial measures help identify underlying trends in the Company's business and provide useful information to both management and investors by excluding certain items that may not be indicative of the Company's core operating results. These measures should not be considered a substitute for or superior to GAAP results. These non-GAAP financial measures are defined and reconciled to the most comparable GAAP measure later in this document.

Webcast and Conference Call Information

At 9:00 AM ET today, Build-A-Bear Workshop will host a conference call with investors and financial analysts to discuss its financial results. The conference call will be webcast on Build-Bear's Investor Relations website, https://ir.buildabear.com.

The dial-in number for the live conference call is (877) 407-3982 or (201) 493-6780 for international callers. The access code is Build-A-Bear. The call is expected to conclude by 10 AM ET.

A replay of the conference call webcast will be available in the investor relations website for one year. A telephone replay will be available beginning at approximately 1:00 PM ET today until 11:59 PM ET on December 7, 2023. The telephone replay is available by calling (412) 317-6671 (toll/international) or (844) 512-2921 (toll free). The access code is 13742128.

About Build-A-Bear

Build-A-Bear is a multi-generational global brand focused on its mission to "add a little more heart to life" appealing to a wide array of consumer groups who enjoy the personal expression in making their own "furry friends" to celebrate and commemorate life moments. More than 500 interactive brick-and-mortar experience locations operated through a variety of formats provide guests of all ages a hands-on entertaining experience, which often fosters a lasting and emotional brand connection. The Company also offers engaging e-commerce/digital purchasing experiences on www.buildabear.com including its online "Bear-Builder" as well as the "Bear Builder 3D Workshop". In addition, extending its brand power beyond retail, Build-A-Bear Entertainment, a subsidiary of Build-A-Bear Workshop, Inc., is dedicated to creating engaging content for kids and adults that fulfills the Company's mission, while the Company also offers products at wholesale and in non-plush consumer categories via licensing agreements with leading manufacturers. Build-A-Bear Workshop, Inc. (NYSE: BBW) posted total revenues of \$467.9 million in fiscal 2022. For more information, visit the Investor Relations section of buildabear.com.

Forward-Looking Statements

This press release contains certain statements that are, or may be considered to be, "forward-looking statements" for the purpose of federal securities laws, including, but not limited to, statements that reflect our current views with respect to future events and financial performance. We generally identify these statements by words or phrases such as "may," "might," "should," "expect," "plan," "anticipate," "believe," "estimate," "intend," "predict," "future," "potential" or "continue," the negative or any derivative of these terms and other comparable terminology. All of the information concerning our future liquidity, future revenues, margins and other future financial performance and results, achievement of operating of financial plans or forecasts for future periods, sources and availability of credit and liquidity, future cash flows and cash needs, success and results of strategic initiatives and other future financial performance or financial position, as well as our assumptions underlying such information, constitute forward-looking information.

These statements are based only on our current expectations and projections about future events. Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by these forward-looking statements, including those factors discussed under the caption entitled "Risks Related to Our Business" and "Forward-Looking Statements" in our Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on April 14, 2022 and other periodic reports filed with the SEC which are incorporated herein.

All of our forward-looking statements are as of the date of this Press Release only. In each case, actual results may differ materially from such forward-looking information. We can give no assurance that such expectations or forward-looking statements will prove to be correct. An occurrence of or any material adverse change in one or more of the risk factors or other risks and uncertainties referred to in this Press Release or included in our other public disclosures or our other periodic reports or other documents or filings filed with or furnished to the SEC could materially and adversely affect our continuing operations and our future financial results, cash flows, available credit, prospects and liquidity. Except as required by law, the Company does not undertake to publicly update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.

All other brand names, product names, or trademarks belong to their respective holders.

Unaudited Condensed Consolidated Statements of Operations

(dollars in thousands, except share and per share data)

		13 Weeks Ended October 28 2023	% of Total Revenues (1)		13 Weeks Ended October 29 2022	% of Total Revenues (1)
Revenues:						
Net retail sales	\$	100,411	93.4	\$	99,229	95.0
Commercial revenue		6,021	5.6		4,125	3.9
International franchising		1,129	1.0		1,126	1.1
Total revenues		107,561	100.0		104,480	100.0
Cost of merchandise sold:	_					
Cost of merchandise sold - retail (1)		47,549	47.4		47,354	47.7
Cost of merchandise sold - commercial ⁽¹⁾		2,675	44.4		1,929	46.8
Cost of merchandise sold - international franchising (1)		702	62.2		867	77.0
Total cost of merchandise sold		50,926	47.3		50,150	48.0
Consolidated gross profit		56,635	52.7		54,330	52.0
Selling, general and administrative expense		46,568	43.3		44,436	42.5
Interest (income) expense, net		(281)	(0.3)		6	0.0
Income before income taxes		10,348	9.6		9,888	9.5
Income tax expense		2,762	2.6		2,433	2.3
Net income	\$	7,586	7.1	\$	7,455	7.1
Income per common share:						
Basic	\$	0.53		\$	0.51	
Diluted	\$	0.53		*= \$_	0.51	
Shares used in computing common per share amounts:				_		
Basic		14,362,702			14,542,947	
Diluted		14,438,795			14,760,586	

(1) Selected statement of operations data expressed as a percentage of total revenues, except cost of merchandise sold - retail, cost of merchandise sold - international franchising that are expressed as a percentage of net retail sales, commercial revenue and international franchising, respectively. Percentages will not total due to cost of merchandise sold being expressed as a percentage of net retail sales, commercial revenue or international franchising and immaterial rounding.

Unaudited Condensed Consolidated Statements of Operations

(dollars in thousands, except share and per share data)

		39 Weeks Ended October 28 2023	% of Total Revenues ⁽¹⁾		39 Weeks Ended October 29 2022	% of Total Revenues (1)
Revenues:						
Net retail sales	\$	315,972	93.8	\$	308,001	95.4
Commercial revenue		17,685	5.3		12,464	3.9
International franchising		3,179	0.9		2,362	0.7
Total revenues		336,836	100.0		322,827	100.0
Cost of merchandise sold:						
Cost of merchandise sold - retail (1)		146,163	46.3		149,341	48.5
Cost of merchandise sold - commercial (1)		8,458	47.8		5,824	46.7
Cost of merchandise sold - international franchising (1)		2,041	64.2		1,593	67.4
Total cost of merchandise sold		156,662	46.5		156,758	48.6
Consolidated gross profit	_	180,174	53.5		166,069	51.4
Selling, general and administrative expense		140,518	41.7		130,320	40.4
Interest (income) expense, net		(524)	(0.2)		27	0.0
Income before income taxes		40,180	11.9		35,722	11.1
Income tax expense		9,648	2.9		8,247	2.6
Net income	\$	30,532	9.1	\$	27,475	8.5
Income per common share:						
Basic	\$	2.12		\$	1.82	
Diluted	\$	2.10		\$	1.78	
Shares used in computing common per share amounts:	_			=		
Basic		14,413,308			15,097,816	
Diluted		14,563,974			15,412,130	

(1) Selected statement of operations data expressed as a percentage of total revenues, except cost of merchandise sold - retail, cost of merchandise sold - international franchising that are expressed as a percentage of net retail sales, commercial revenue and international franchising, respectively. Percentages will not total due to cost of merchandise sold being expressed as a percentage of net retail sales, commercial revenue or international franchising and immaterial rounding.

Unaudited Condensed Consolidated Balance Sheets (dollars in thousands, except per share data)

		October 28 2023		January 28, 2023	October 29, 2022
	ASSETS				-
Current assets:					
Cash, cash equivalents and restricted cash	\$	24,800	\$	42,198	\$ 12,023
Inventories, net		64,465		70,485	88,339
Receivables, net		13,908		15,374	15,894
Prepaid expenses and other current assets		13,592		19,374	10,379
Total current assets		116,765		147,431	126,635
Operating lease right-of-use asset		67,768		71,791	76,236
Property and equipment, net		51,914		50,759	46,264
Deferred tax assets		6,822		6,592	7,561
Other assets, net		7,274		4,221	3,105
Total Assets	\$	250,543	\$	280,794	\$ 259,801
LIABILITIE	ES AND STOCKHOL	DERS' EQUITY			
Current liabilities:					
Accounts payable	\$	11,961	\$	10,286	\$ 19,514
Accrued expenses		25,319		37,358	25,764
Operating lease liability short term		26,002		27,436	27,644
Gift cards and customer deposits		18,366		19,425	18,287
Deferred revenue and other		3,665		6,646	5,713
Total current liabilities		85,313		101,151	96,922
Operating lease liability long term		52,423		59,080	64,212
Other long-term liabilities		1,159		1,446	1,569
Stockholders' equity:					
Common stock, par value \$0.01 per share		145		148	147
Additional paid-in capital		66,640		69,868	68,422
Accumulated other comprehensive loss		(12,319)		(12,274)	(12,336)
Retained earnings		57,182		61,375	40,865
Total stockholders' equity		111,648		119,117	97,098
Total Liabilities and Stockholders' Equity	\$	250,543	\$	280,794	\$ 259,801

Unaudited Selected Financial and Store Data

(dollars in thousands)

	_	13 Weeks Ended October 28 2023		13 Weeks Ended October 29 2022	39 Weeks Ended October 28 2023	39 Weeks Ended October 29 2022
Other financial data:						
Retail gross margin (\$) ⁽¹⁾	\$	52,862	\$	51,875 \$	169,809 \$	158,660
Retail gross margin (%) ⁽¹⁾		52.6%	, D	52.3%	53.7%	51.5%
Capital expenditures ⁽²⁾	\$	4,986	\$	2,685 \$	11,124 \$	6,752
Depreciation and amortization	\$	3,231	\$	3,017 \$	9,540 \$	9,293
Store data ⁽³⁾ :						
Number of corporately-managed retail locations at	t					
end of period					210	212
North America					318 38	312
Europe						35
Total corporately-managed retail locations					356	347
Number of franchised stores at end of period					70	66
Number of third-party retail locations at end of period					85	65
Corporately-managed store square footage at end operiod ⁽⁴⁾	of					
North America					728,658	727,006
Europe					53,675	53,146
Total square footage					782,333	780,152

(1) Retail gross margin represents net retail sales less cost of merchandise sold - retail. Retail gross margin percentage represents retail gross margin divided by net retail sales. Store impairment is excluded from retail gross margin.

(2) Capital expenditures represents cash paid for property, equipment, and other assets.

(3) Excludes e-commerce. North American stores are located in the United States and Canada. In Europe, stores are located in the United Kingdom and Ireland. Seasonal locations are not included in store count.

(4) Square footage for stores located in North America is leased square footage. Square footage for stores located in Europe is estimated selling square footage. Seasonal locations not included in the store count.

BUILD-A-BEAR WORKSHOP, INC. AND SUBSIDIARIES Reconciliation of GAAP to Non-GAAP figures (dollars in thousands)

		13 Weeks Ended October 28 2023		13 Weeks Ended October 29 2022	39 Weeks Ended October 28 2023	39 Weeks Ended October 29 2022	
Income before income taxes (pre-tax)	\$	10,348	\$	9,888	\$ 40,180	\$	35,722
Interest expense, net		(281)		6	(524)		27
Depreciation and amortization expense		3,231		3,017	9,540		9,293
Earnings before interest, taxes, depreciation and amortization (EBITDA)	\$	13,298	\$	12,911	\$ 49,196	\$	45,042

Contacts

Investor Relations Contact

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