

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

- Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended April 2, 2011

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: 001-32320

BUILD-A-BEAR WORKSHOP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

43-1883836
(IRS Employer
Identification No.)

1954 Innerbelt Business Center Drive
St. Louis, Missouri
(Address of Principal Executive Offices)

63114
(Zip Code)

(314) 423-8000
(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 period 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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 9, 2011, there were 19,588,378 issued and outstanding shares of the registrant's common stock.

BUILD-A-BEAR WORKSHOP, INC.
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PART I-FINANCIAL INFORMATION

Item 1. Financial Statements

BUILD-A-BEAR WORKSHOP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

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

	<u>April 2, 2011</u>	<u>January 1, 2011</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 45,124	\$ 58,755
Inventories	39,492	46,475
Receivables	3,503	7,923
Prepaid expenses and other current assets	19,128	18,425
Deferred tax assets	7,539	7,465
Total current assets	<u>114,786</u>	<u>139,043</u>
Property and equipment, net of accumulated depreciation of \$168,978 and \$163,606, respectively	83,461	88,029
Goodwill	33,561	32,407
Other intangible assets, net	1,264	1,444
Other assets, net	14,462	14,871
Total Assets	<u>\$ 247,534</u>	<u>\$ 275,794</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 25,103	\$ 36,325
Accrued expenses	6,363	15,488
Gift cards and customer deposits	24,291	28,880
Deferred revenue	6,761	6,679
Total current liabilities	<u>62,518</u>	<u>87,372</u>
Deferred franchise revenue	1,639	1,706
Deferred rent	27,387	28,642
Other liabilities	344	361
Stockholders' equity:		
Preferred stock, par value \$0.01, Shares authorized: 15,000,000; No shares issued or outstanding at April 2, 2011 and January 1, 2011	-	-
Common stock, par value \$0.01, Shares authorized: 50,000,000; Issued and outstanding: 19,600,470 and 19,631,623 shares, respectively	196	196
Additional paid-in capital	74,409	76,582
Accumulated other comprehensive loss	(7,602)	(9,959)
Retained earnings	88,643	90,894
Total stockholders' equity	<u>155,646</u>	<u>157,713</u>
Total Liabilities and Stockholders' Equity	<u>\$ 247,534</u>	<u>\$ 275,794</u>

See accompanying notes to condensed consolidated financial statements.

BUILD-A-BEAR WORKSHOP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

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

	Thirteen weeks ended	
	April 2, 2011	April 3, 2010
Revenues:		
Net retail sales	\$ 94,159	\$ 99,786
Commercial revenue	1,106	967
Franchise fees	726	683
Total revenues	95,991	101,436
Costs and expenses:		
Cost of merchandise sold	58,225	59,106
Selling, general and administrative	41,265	39,533
Store preopening	47	11
Interest expense (income), net	103	(32)
Total costs and expenses	99,640	98,618
Income (loss) before income taxes	(3,649)	2,818
Income tax expense (benefit)	(1,398)	1,139
Net income (loss)	\$ (2,251)	\$ 1,679
Earnings (loss) per common share:		
Basic	\$ (0.12)	\$ 0.09
Diluted	\$ (0.12)	\$ 0.09
Shares used in computing common per share amounts:		
Basic	18,090,245	18,974,540
Diluted	18,090,245	19,392,479

See accompanying notes to condensed consolidated financial statements.

BUILD-A-BEAR WORKSHOP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in thousands)

	Thirteen weeks ended	
	April 2, 2011	April 3, 2010
Cash flows from operating activities:		
Net income (loss)	\$ (2,251)	\$ 1,679
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	6,524	6,868
Deferred taxes	392	112
Loss on disposal of property and equipment	119	28
Stock-based compensation	1,255	1,229
Change in assets and liabilities:		
Inventories	7,220	(2,998)
Receivables	4,465	1,246
Prepaid expenses and other assets	(873)	1,504
Accounts payable and accrued expenses	(20,433)	(5,028)
Lease related liabilities	(1,330)	(1,075)
Gift cards and customer deposits and deferred revenue	(4,644)	(4,548)
Net cash used in operating activities	<u>(9,556)</u>	<u>(983)</u>
Cash flows from investing activities:		
Purchases of property and equipment, net	(2,229)	(2,916)
Purchases of other assets and other intangible assets	(93)	(341)
Net cash used in investing activities	<u>(2,322)</u>	<u>(3,257)</u>
Cash flows from financing activities:		
Purchases of Company's common stock	(2,464)	(1,359)
Exercise of employee stock options	3	-
Net cash used in financing activities	<u>(2,461)</u>	<u>(1,359)</u>
Effect of exchange rates on cash	708	(1,560)
Net decrease in cash and cash equivalents	(13,631)	(7,159)
Cash and cash equivalents, beginning of period	58,755	60,399
Cash and cash equivalents, end of period	<u>\$ 45,124</u>	<u>\$ 53,240</u>
Supplemental disclosure of cash flow information:		
Net cash (received) paid during the period for income taxes	\$ (867)	\$ 14
Noncash Transactions:		
Return of common stock in lieu of tax withholdings and option exercises	\$ 671	\$ 654

See accompanying notes to condensed consolidated financial statements.

Notes to Consolidated Financial Statements

1. Basis of Presentation

The condensed consolidated financial statements included herein are unaudited and have been prepared by Build-A-Bear Workshop, Inc. and its subsidiaries (collectively, the "Company") pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP) have been condensed or omitted pursuant to such rules and regulations. The condensed consolidated balance sheet of the Company as of January 1, 2011 was derived from the Company's audited consolidated balance sheet as of that date. All other condensed consolidated financial statements contained herein are unaudited and reflect all adjustments which are, in the opinion of management, necessary to summarize fairly the financial position of the Company and the results of the Company's operations and cash flows for the periods presented. All of these adjustments are of a normal recurring nature. All significant intercompany balances and transactions have been eliminated in consolidation. Because of the seasonal nature of the Company's operations, results of operations of any single reporting period should not be considered as indicative of results for a full year. These condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the fiscal year ended January 1, 2011, which were included in the Company's annual report on Form 10-K filed with the SEC on March 17, 2011.

Certain reclassifications of prior year amounts have been made to conform to the current year presentation.

2. Prepaid Expenses and Other Assets

Prepaid expenses and other current assets consist of the following (in thousands):

	April 2, 2011	January 1, 2011
Prepaid rent	\$ 7,914	\$ 7,959
Prepaid income taxes	2,908	2,458
Short-term investments	2,834	1,771
Other	5,472	6,237
	<u>\$ 19,128</u>	<u>\$ 18,425</u>

3. Goodwill

Goodwill is accounted for in accordance with Financial Accounting Standards Board Accounting Standards Codification (ASC) Section 350-20 and is reported as a component of the Company's retail segment. The following table summarizes the changes in goodwill for the thirteen weeks ended April 2, 2011 (in thousands):

Balance as of January 1, 2011	\$ 32,407
Effect of foreign currency translation	1,154
Balance as of April 2, 2011	<u>\$ 33,561</u>

Goodwill is not subject to amortization and is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. This testing requires comparison of carrying values to fair values, and when appropriate, the carrying value of impaired assets is reduced to fair value. Goodwill will be tested for impairment no later than December 31, 2011.

4. Stock-based Compensation

The Company accounts for stock-based compensation in accordance with ASC Section 718. The Company uses the straight-line expense attribution method for all stock-based compensation awards with graded vesting.

For the thirteen weeks ended April 2, 2011, selling, general and administrative expense includes \$1.3 million (\$0.8 million after tax) of stock-based compensation expense. For the thirteen weeks ended April 3, 2010, selling, general and administrative expenses includes \$1.2 million (\$0.7 million after tax) of stock-based compensation expense.

As of April 2, 2011, there was \$9.4 million of total unrecognized compensation expense related to nonvested restricted stock and option awards which is expected to be recognized over a weighted-average period of 1.6 years.

5. Stock Incentive Plans

On April 3, 2000, the Company adopted the 2000 Stock Option Plan (the Plan). In 2003, the Company adopted the Build-A-Bear Workshop, Inc. 2002 Stock Incentive Plan; in 2004, the Company adopted the Build-A-Bear Workshop, Inc. 2004 Stock Incentive Plan, and in 2009, the Company amended and restated the Build-A-Bear Workshop, Inc. 2004 Stock Incentive Plan (collectively, the Plans).

Under the Plans, as amended, from January 3, 2009, up to 3,230,000 shares of common stock were reserved and may be granted to employees and nonemployees of the Company. The Plan allows for the grant of incentive stock options, nonqualified stock options, stock appreciation rights (SAR) and restricted stock. Options granted under the Plan expire no later than 10 years from the date of the grant. The exercise price of each incentive stock option shall not be less than 100% of the fair value of the stock subject to the option on the date the option is granted. The exercise price of all options shall be the fair market value on the date of the grant. The vesting provision of individual options is at the discretion of the compensation committee of the board of directors and generally ranges from one to four years. Each share of stock awarded pursuant to an option or subject to the exercised portion of a SAR reduces the number of shares available by one share. Each share of stock awarded pursuant to any other stock-based awards, including restricted stock grants, reduces the number of shares available by 1.27 shares.

(a) Stock Options

The following table is a summary of the balances and activity for the Plans related to stock options for the thirteen weeks ended April 2, 2011:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Outstanding, January 1, 2011	1,125,223	\$ 8.73		
Granted	301,403	6.22		
Exercised	11,621	5.99		
Forfeited	2,111	8.58		
Outstanding, April 2, 2011	<u>1,412,894</u>	<u>\$ 8.22</u>	<u>7.5</u>	<u>\$ 468</u>
Options Exercisable As Of:				
April 2, 2011	<u>608,279</u>	<u>\$ 11.10</u>	<u>5.5</u>	<u>\$ 235</u>

The Company generally issues new shares to satisfy option exercises.

The expense recorded related to options granted during the thirteen weeks ended April 2, 2011 was determined using the Black-Scholes option pricing model and the provisions of Staff Accounting Bulletin (SAB) 107 and 110, which allow the use of a simplified method to estimate the expected term of "plain vanilla" options. The assumptions used in the option pricing model for the thirteen weeks ended April 2, 2011 were: (a) dividend yield of 0%; (b) volatility of 65%; (c) risk-free interest rates ranging from 2.4% to 2.5%; and (d) an expected life of 6.25 years.

The expense recorded related to options granted during the thirteen weeks ended April 3, 2010 was determined using the Black-Scholes option pricing model and the provisions of SAB 107 and 110, which allow the use of a simplified method to estimate the expected term of "plain vanilla" options. The assumptions used in the option pricing model for the thirteen weeks ended April 3, 2010 were: (a) dividend yield of 0%; (b) volatility of 65%; (c) risk-free interest rates of 3.0%; and (d) an expected life of 6.25 years.

(b) Restricted Stock

The following table is a summary of the balances and activity for the Plans related to restricted stock granted as compensation to employees and directors for the thirteen weeks ended April 2, 2011:

	Number of Shares	Weighted Average Grant Date Fair Value per Award
Outstanding, January 1, 2011	1,468,378	\$ 5.96
Granted	452,972	6.21
Vested	305,994	8.97
Canceled or expired	5,439	6.22
Outstanding, April 2, 2011	<u>1,609,917</u>	<u>\$ 5.46</u>

The total fair value of shares vested during the thirteen weeks ended April 2, 2011 and April 3, 2010 was \$1.9 million and \$1.7 million, respectively.

6. Earnings per Share

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except share and per share data):

	Thirteen weeks ended	
	April 2, 2011	April 3, 2010
Net income (loss)	\$ (2,251)	\$ 1,679
Weighted average number of common shares outstanding	<u>18,090,245</u>	<u>18,974,540</u>
Effect of dilutive securities:		
Stock options	-	100,995
Restricted stock	-	316,944
Weighted average number of common shares outstanding - dilutive	<u>18,090,245</u>	<u>19,392,479</u>
Earnings (loss) per share:		
Basic:	\$ (0.12)	\$ 0.09
Diluted	<u>\$ (0.12)</u>	<u>\$ 0.09</u>

In calculating diluted earnings per share for the thirteen weeks ended April 2, 2011, options to purchase 1,412,894 shares of common stock were outstanding as of the end of the period, but were not included in the computation of diluted earnings per share due to their anti-dilutive effect under the provisions of ASC 260-10. An additional 1,609,917 shares of restricted common stock were outstanding at the end of the period, but excluded from the calculation of diluted earnings per share due to their anti-dilutive effect.

In calculating diluted earnings per share for the thirteen weeks ended April 3, 2010, options to purchase 1,123,641 shares of common stock were outstanding as of the end of the period, but were not included in the computation of diluted earnings per share due to their anti-dilutive effect. An additional 592,492 shares of restricted common stock were outstanding at the end of the period, but excluded from the calculation of diluted earnings per share due to their anti-dilutive effect.

7. Comprehensive Income or Loss

Comprehensive income was \$0.1 million for the thirteen weeks ended April 2, 2011. Comprehensive loss was \$2.7 million for the thirteen weeks ended April 3, 2010. The difference between comprehensive income and net income resulted from foreign currency translation adjustments on the balance sheets of subsidiaries whose functional currency is not the US Dollar.

8. Income Taxes

The Company accounts for uncertainty in income taxes in accordance with ASC Section 740-10. As of April 2, 2011 and January 1, 2011, there were approximately \$0.3 million of unrecognized tax benefits. During the next twelve months, it is reasonably possible to reduce unrecognized tax benefits by \$0.1 million either because the tax positions are sustained on audit or expiration of the statute of limitations. Interest and penalties related to uncertain tax positions are immaterial.

9. Segment Information

The Company's operations are conducted through three operating segments consisting of retail, international franchising and commercial. The retail segment includes the operating activities of company-owned stores in the United States, Canada, the United Kingdom, Ireland, France and other retail delivery operations, including the Company's web store, pop-up stores and non-traditional store locations such as baseball ballparks. The commercial segment includes the Company's transactions with other businesses, mainly comprised of licensing the Company's intellectual property, including entertainment properties, for third-party use has been established to market the naming and branding rights of the Company's intellectual properties for third party use and wholesale activities. The international franchising segment includes the licensing activities of the Company's franchise agreements with store locations in Europe, outside of France, Asia, Australia, the Middle East, Mexico and Africa. The operating segments have discrete sources of revenue, different capital structures and different cost structures. These operating segments represent the basis on which the Company's chief operating decision maker regularly evaluates the business in assessing performance, determining the allocation of resources and the pursuit of future growth opportunities. Accordingly, the Company has determined that each of its operating segments represent one reportable segment. The reportable segments follow the same accounting policies used for the Company's consolidated financial statements.

Following is a summary of the financial information for the Company's reportable segments (in thousands):

	<u>Retail</u>	<u>Commercial</u>	<u>International Franchising</u>	<u>Total</u>
Thirteen weeks ended April 2, 2011				
Net sales to external customers	\$ 94,159	\$ 1,106	\$ 726	\$ 95,991
Income (loss) before income taxes	(4,384)	410	325	(3,649)
Capital expenditures, net	2,288	-	34	2,322
Depreciation and amortization	6,468	-	56	6,524
Thirteen weeks ended April 3, 2010				
Net sales to external customers	\$ 99,786	\$ 967	\$ 683	\$ 101,436
Income before income taxes	1,909	570	339	2,818
Capital expenditures, net	3,221	-	36	3,257
Depreciation and amortization	6,765	-	103	6,868
Total Assets as of:				
April 2, 2011	\$ 234,636	\$ 10,153	\$ 2,745	\$ 247,534
April 3, 2010	261,903	3,332	3,436	268,671

The Company's reportable segments are primarily determined by the types of products and services that they offer. Each reportable segment may operate in many geographic areas. The Company allocates revenues to geographic areas based on the location of the customer or franchisee. The following schedule is a summary of the Company's sales to external customers and long-lived assets by geographic area (in thousands):

	<u>North America ⁽¹⁾</u>	<u>Europe ⁽²⁾</u>	<u>Other ⁽³⁾</u>	<u>Total</u>
Thirteen weeks ended April 2, 2011				
Net sales to external customers	\$ 79,183	\$ 16,082	\$ 726	\$ 95,991
Property and equipment, net	72,241	11,220	-	83,461
Thirteen weeks ended April 3, 2010				
Net sales to external customers	\$ 84,968	\$ 15,785	\$ 683	\$ 101,436
Property and equipment, net	84,083	11,858	-	95,941

(1) North America includes company-owned stores in the United States, Canada and Puerto Rico

(2) Europe includes company-owned stores in the United Kingdom and Ireland and, prior to 2011, France

(3) Other includes franchise businesses outside of the United States, Canada, Puerto Rico, the United Kingdom, Ireland and France

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements. These risks and uncertainties include, without limitation, those detailed under the caption "Risk Factors" in our annual report on Form 10-K for the year ended January 1, 2011, as filed with the SEC, and the following: general economic conditions may continue to deteriorate, which could lead to disproportionately reduced consumer demand for our products, which represent relatively discretionary spending; customer traffic may continue to decrease in the shopping malls where we are located, on which we depend to attract guests to our stores; we may be unable to generate interest in and demand for our interactive retail experience, or to identify and respond to consumer preferences in a timely fashion; our marketing and on-line initiatives may not be effective in generating sufficient levels of brand awareness and guest traffic; we may be unable to generate comparable store sales growth; we may be unable to renew or replace our store leases, or enter into leases for new stores on favorable terms or in favorable locations, or may violate the terms of our current leases; we may be unable to effectively manage the operations and growth of our company-owned stores; the availability and costs of our products could be adversely affected by risks associated with international manufacturing and trade, including foreign currency fluctuation; we are susceptible to disruption in our inventory flow due to our reliance on a few vendors; high petroleum products prices could increase our inventory transportation costs and adversely affect our profitability; we may be unable to effectively manage our international franchises or laws relating to those franchises may change; we may be unable to operate our European company-owned stores profitably; fluctuations in our quarterly results of operations could cause the price of our common stock to substantially decline; we may be unable to repurchase shares at all or at the times or in the amounts we currently anticipate or the results of the share repurchase program may not be as beneficial as we currently anticipate; our products could become subject to recalls or product liability claims that could adversely impact our financial performance and harm our reputation among consumers; we may improperly obtain or be unable to protect information from our guests in violation of privacy or security laws or expectations; we may suffer negative publicity or be sued due to violations of labor laws or unethical practices by manufacturers of our merchandise; we may suffer negative publicity or negative sales if the non-proprietary toy products we sell in our stores do not meet our quality or sales expectations; we may lose key personnel, be unable to hire qualified additional personnel, or experience turnover of our management team; we may be unable to operate our company-owned distribution center efficiently or our third-party distribution center providers may perform poorly; our market share could be adversely affected by a significant, or increased, number of competitors; we may fail to renew, register or otherwise protect our trademarks or other intellectual property; we may have disputes with, or be sued by, third parties for infringement or misappropriation of their proprietary rights; and poor global economic conditions could have a material adverse effect on our liquidity and capital resources. These risks, uncertainties and other factors may adversely affect our business, growth, financial condition or profitability, or subject us to potential liability, and cause our actual results, performance or achievements to be materially different from those expressed or implied by our forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Overview

We are the leading, and only international, company providing a "make your own stuffed animal" interactive entertainment experience under the Build-A-Bear Workshop brand, in which our guests stuff, fluff, dress, accessorize and name their own teddy bears and other stuffed animals. Our concept, which we developed primarily for mall-based retailing, capitalizes on what we believe is the relatively untapped demand for experience-based shopping as well as the widespread appeal of stuffed animals. The Build-A-Bear Workshop experience appeals to a broad range of age groups and demographics, including children, teens, their parents and grandparents.

As of April 2, 2011, we operated 288 stores in the United States, Canada, and Puerto Rico, 54 stores in the United Kingdom and Ireland, and had 63 franchised stores operating internationally under the Build-A-Bear Workshop brand. We also market our products and build our brand through our website, which simulates our interactive shopping experience, as well as 11 temporary pop-up locations and non-traditional store locations in three Major League Baseball® parks, one zoo and one science center. Seasonal locations, such as ballparks and zoos, are excluded from our store count.

On April 2, 2006, we acquired all of the outstanding shares of The Bear Factory Limited, a stuffed animal retailer in the United Kingdom, and Amsbra Limited, our former U.K. franchisee. The results of the acquisitions' operations have been included in the consolidated financial statements since that date. We are currently operating 35 of the acquired stores. Since 2006, our European operations have grown to 54 stores. We have adopted internal best practices in the areas of merchandising, marketing, purchasing and store operations, across the acquired store base that resulted in improved sales and earnings from the acquisition.

We operate in three reportable segments (retail, commercial and international franchising) that share the same infrastructure, including management, systems, merchandising and marketing, and generate revenues as follows:

- Company-owned retail stores located in the United States, Canada, Puerto Rico, the United Kingdom and Ireland, webstores, pop-ups and seasonal, event-based locations;
- Transactions with other business partners, mainly comprised of licensing our intellectual property, including entertainment properties, for third-party use and wholesale product sales; and
- International stores operated under franchise agreements.

Selected financial data attributable to each segment for the thirteen weeks ended April 2, 2011 and April 3, 2010 are set forth in the notes to our condensed consolidated financial statements included elsewhere in this quarterly report on Form 10-Q.

Store contribution, for our consolidated operations, was 14.4% for the thirteen weeks ended April 2, 2011 and 17.2% for the thirteen weeks ended April 3, 2010. Consolidated net loss as a percentage of total revenues was 2.3% for the thirteen weeks ended April 2, 2011 and consolidated net income as a percentage of total revenues was 1.7% for the thirteen weeks ended April 3, 2010. See “— Non-GAAP Financial Measures” for a definition of store contribution and a reconciliation of store contribution to net income or loss. The decrease in our store contribution over the prior year was primarily due to the decrease in comparable store sales and the corresponding decrease in gross margins as we lost leverage on our fixed occupancy costs.

We use comparable store sales as one of the performance measures for our business. Comparable store sales percentage changes are based on net retail sales, excluding our webstores, pop-up and seasonal and event-based locations. Stores are considered comparable beginning in their thirteenth full month of operation. The percentage change in comparable store sales for the periods presented below is as follows:

	Thirteen Weeks Ended	
	April 2, 2011	April 3, 2010
North America	(9.3)%	1.9%
Europe	(4.1)%	3.2%
Consolidated	(8.5)%	2.1%

We believe the decrease in comparable store sales for the period presented is primarily attributable to the following factors:

- We believe the calendar shift of the Easter holiday and associated school breaks to the fiscal 2011 second quarter from the fiscal 2010 first quarter negatively impacted our comparable store sales.
- We believe that the decline in gift card sales in the 2010 fourth quarter negatively impacted our comparable store sales in the fiscal 2011 first quarter as a significant percentage of the cards are redeemed in the first quarter.
- We believe that in the UK, the increase in VAT coupled with cutbacks in government spending has resulted in a decline in consumer sentiment and a corresponding decline in spending, negatively impacting our comparable store sales. We believe that this decline was partially offset by the impact of weather which made the year-over-year comparison easier and created pent-up demand during December of 2010.

The Company is working to reverse this negative trend in comparable store sales with the following key initiatives:

- We are continuing our focus on product innovation and introducing limited edition products supported by a fully integrated approach to marketing and promotion;
- We intend to drive incremental sales from existing traffic by expanding our assortment of brand right toys;
- We are focused on increasing engagement in the digital world, both through our online virtual world for children, bearville.com, and our social media efforts, to drive brand interaction and traffic to our stores; and
- We enhanced our gift card upsell program to drive incremental visits to our stores.

Expansion and Growth Potential

Retail Stores

The table below sets forth the number of Build-A-Bear Workshop company-owned stores in the United States, Canada, the United Kingdom, Ireland, and France for the periods presented:

	Thirteen Weeks Ended	
	April 2, 2011	April 3, 2010
Beginning of period	344	345
Opened	-	-
Closed	(2)	-
End of period	<u>342</u>	<u>345</u>

During fiscal 2011, we anticipate opening approximately six stores and closing five to ten stores. We believe there is a market potential for at least 350 Build-A-Bear Workshop stores in the United States and Canada and approximately 70 stores in the United Kingdom and Ireland.

Non-Traditional Store Locations

In fiscal 2004, we began offering merchandise in seasonal, event-based locations such as Major League Baseball® ballparks. We expect to expand our future presence at select seasonal, event-based locations contingent on their availability and the financial terms associated with the venue. As of April 2, 2011, we had a total of three ballpark locations, one store within a zoo and one store within a science center. Seasonal locations, such as ballparks and zoos are excluded from our store count. In 2010, we opened our first pop-up stores. Pop-up stores are temporary locations that generally have lease terms of six to eighteen months and are excluded from our store count. These locations are intended to capitalize on short-term opportunities in specific locations. As of April 2, 2011, 11 pop-up stores were open.

International Franchise Revenue

Our first franchised location opened in November 2003. The number of international, franchised stores for the periods presented below can be summarized as follows:

	Thirteen Weeks Ended	
	April 2, 2011	April 3, 2010
Beginning of period	63	65
Opened	2	2
Closed	(2)	(4)
End of period	<u>63</u>	<u>63</u>

As of April 2, 2011, we had master franchise agreements, which typically grant franchise rights for a particular country or countries, covering an aggregate of 16 countries. In the ordinary course of business, we anticipate signing additional master franchise agreements in the future and terminating other such agreements. We expect our current and future franchisees to open five to ten stores in fiscal 2011, net of closures. We believe there is a market potential for approximately 300 franchised stores outside of the United States, Canada, Puerto Rico, the United Kingdom and Ireland.

Results of Operations

The following table sets forth, for the periods indicated, selected statement of operation data expressed as a percentage of total revenues, except where otherwise indicated. Percentages will not total due to cost of merchandise sold being expressed as a percentage of net retail sales and commercial revenue and immaterial rounding:

	Thirteen weeks ended	
	April 2, 2011	April 3, 2010
Revenues:		
Net retail sales	98.1%	98.4%
Commercial revenue	1.2	1.0
Franchise fees	0.8	0.7
Total revenues	100.0	100.0
Costs and expenses:		
Cost of merchandise sold ⁽¹⁾	61.1	58.7
Selling, general and administrative	43.0	39.0
Store preopening	0.0	0.0
Interest expense (income), net	0.1	(0.0)
Total costs and expenses	103.8	97.2
Income (loss) before income taxes	(3.8)	2.8
Income tax expense (benefit)	(1.5)	1.1
Net income (loss)	(2.3)	1.7
Retail gross margin % (2)	38.8%	41.1%

(1) Cost of merchandise sold is expressed as a percentage of net retail sales and commercial revenue.

(2) Retail gross margin represents net retail sales less cost of retail merchandise sold, which excludes cost of wholesale merchandise sold. Retail gross margin was \$36.6 million and \$41.0 million for the thirteen weeks ended April 2, 2011 and April 3, 2010, respectively. Retail gross margin percentage represents retail gross margin divided by net retail sales.

Thirteen weeks ended April 2, 2011 compared to thirteen weeks ended April 3, 2010

Total revenues. Total revenues were \$96.0 million for the thirteen weeks ended April 2, 2011 as compared to \$101.4 million for the thirteen weeks ended April 3, 2010, a decrease of \$5.4 million, or 5.4%. Net retail sales were to \$94.2 million for the thirteen weeks ended April 2, 2011 as compared to \$99.8 million for the thirteen weeks ended April 3, 2010, a decrease of \$5.6 million, or 5.6%. The decrease in net retail sales was primarily attributable to an \$8.0 million decrease in comparable store sales and a \$1.2 million decrease in sales from non-comparable store locations, primarily closures and relocations, offset by a \$1.6 million increase in sales from pop-up and other non-store locations, \$0.9 million from new stores, \$0.7 million positive impact of foreign currency translation and a \$0.4 million changes in deferred revenue.

We believe the decrease in comparable store sales for the periods presented is primarily attributable to the following factors:

- We believe the calendar shift of the Easter holiday and associated school breaks to the fiscal 2011 second quarter from the fiscal 2010 first quarter negatively impacted our comparable store sales.
- We believe that the decline in gift card sales in the 2010 fourth quarter negatively impacted our comparable store sales in the fiscal 2011 first quarter as a significant percentage of the cards are redeemed in the first quarter.
- We believe that in the UK, the increase in VAT coupled with cutbacks in government spending has resulted in a decline in consumer sentiment and a corresponding decline in spending, negatively impacting our comparable store sales. We believe that this decline was partially offset by the impact of weather which made the year-over-year comparison easier and created pent-up demand during December of 2010.

Commercial revenue increased to \$1.1 million for the thirteen weeks ended April 2, 2011 from \$1.0 million for the thirteen weeks ended April 3, 2010, an increase of \$0.1 million. This increase was primarily related to increased wholesale revenue offset by decreased licensing revenue at the anniversary of new Wii and Nintendo DS games in the 2010 first quarter. Revenue from franchise fees was \$0.7 million for the thirteen weeks ended April 2, 2011 and April 3, 2010.

Gross margin. Total gross margin was \$37.0 million for the thirteen weeks ended April 2, 2011 as compared to \$41.6 million for the thirteen weeks ended April 3, 2010, a decrease of \$4.6 million, or 11.1%. Retail gross margin decreased to \$36.6 million for the thirteen weeks ended April 2, 2011 from \$41.0 million for the thirteen weeks ended April 3, 2010, a decrease of \$4.4 million, or 10.7%. As a percentage of net retail sales, retail gross margin was 38.8% for the thirteen weeks ended April 2, 2011 as compared to 41.1% for the thirteen weeks ended April 3, 2010, a decrease of 230 basis points as a percentage of net retail sales (bps). Our gross margin decline was primarily driven by 140 bps of deleverage of fixed occupancy costs. A slight decline in merchandise margin and increased costs of supplies and distribution had a 90 bps impact.

Selling, general and administrative. Selling, general and administrative expenses were \$41.3 million for the thirteen weeks ended April 2, 2011 as compared to \$39.5 million for the thirteen weeks ended April 3, 2010, an increase of \$1.7 million, or 4.4%. As a percentage of total revenues, selling, general and administrative expenses were 43.0% for the thirteen weeks ended April 2, 2011 as compared to 39.0% for the thirteen weeks ended April 3, 2010, an increase of 400 bps. The dollar increase was primarily attributable to costs of a consulting project to evaluate product supply chain costs and the write-off of one wholesale customer's receivable, partially offset by decreases in store payroll and advertising. The increase as a percent of revenue was primarily due to the increased costs and deleverage due to decreased revenue.

Interest expense (income), net. Interest expense, net of interest income, was \$103,000 for the thirteen weeks ended April 2, 2011. Interest income, net of interest expense, was \$32,000 for the thirteen weeks ended April 3, 2010. The increase in interest expense was primarily attributable to interest relating to an ongoing sales and use tax audit.

Provision for income taxes. The income tax benefit was \$1.4 million for the thirteen weeks ended April 2, 2011 as compared to income tax expense of \$1.1 million for the thirteen weeks ended April 3, 2010. The effective tax rate was 38.3% for the thirteen weeks ended April 2, 2011 compared to 40.4% for the thirteen weeks ended April 3, 2010. The decrease in the effective tax rate was primarily attributable to the impact of recording a valuation allowance in the previous year.

Non-GAAP Financial Measures

We use the term "store contribution" in this quarterly report on Form 10-Q. Store contribution consists of income before income tax expense, interest, store and distribution center depreciation and amortization, store preopening expense and general and administrative expense, excluding franchise fees, income from licensing activities and contribution from our webstore and seasonal and event-based locations. This term, as we define it, may not be comparable to similarly titled measures used by other companies and is not a measure of performance presented in accordance with U.S. generally accepted accounting principles (GAAP).

We use store contribution as a measure of our stores' operating performance. Store contribution should be considered a supplement to, and not a substitute for, net income, net income per store, cash flows provided by operating activities, cash flows provided by operating activities per store, or other income or cash flow data prepared in accordance with GAAP. We believe store contribution is useful to investors in evaluating our operating performance because it, along with the number of stores in operation, directly impacts our profitability.

The following table sets forth a reconciliation of store contribution to net income (loss) for our company-owned stores located in the United States, Canada and Puerto Rico (North America), stores located the United Kingdom, Ireland and France (Europe) and for our consolidated store base (in thousands):

	Thirteen weeks ended April 2, 2011			Thirteen weeks ended April 3, 2010		
	North America	Europe	Total	North America	Europe	Total
Net income (loss)	\$ (2,097)	\$ (154)	\$ (2,251)	\$ 1,461	\$ 218	\$ 1,679
Income tax expense (benefit)	(1,345)	(53)	(1,398)	1,044	95	1,139
Interest expense (income)	148	(45)	103	(1)	(31)	(32)
Store and distribution center depreciation, amortization and impairment (1)	4,492	541	5,033	4,435	609	5,044
Store preopening expense	47	-	47	11	-	11
General and administrative expense (2)	12,088	973	13,061	9,938	754	10,692
Franchising and commercial contribution (3)	(791)	-	(791)	(1,012)	-	(1,012)
Non-store activity contribution (4)	(795)	(204)	(999)	(727)	(154)	(881)
Store contribution	<u>\$ 11,747</u>	<u>\$ 1,058</u>	<u>\$ 12,805</u>	<u>\$ 15,149</u>	<u>\$ 1,491</u>	<u>\$ 16,640</u>
Total revenues	\$ 79,909	\$ 16,082	\$ 95,991	\$ 85,651	\$ 15,785	\$ 101,436
Franchising and commercial revenues from external customers	(1,832)	-	(1,832)	(1,650)	-	(1,650)
Revenues from non-store activities from external customers (4)	(4,440)	(556)	(4,996)	(2,688)	(485)	(3,173)
Store location net retail sales	<u>\$ 73,637</u>	<u>\$ 15,526</u>	<u>\$ 89,163</u>	<u>\$ 81,313</u>	<u>\$ 15,300</u>	<u>\$ 96,613</u>
Store contribution as a percentage of store location net retail sales	<u>16.0%</u>	<u>6.8%</u>	<u>14.4%</u>	<u>18.6%</u>	<u>9.7%</u>	<u>17.2%</u>
Total net income (loss) as a percentage of total revenues	<u>(2.6)%</u>	<u>(1.0)%</u>	<u>(2.3)%</u>	<u>1.7%</u>	<u>1.4%</u>	<u>1.7%</u>

- (1) Store and distribution center depreciation, amortization and impairment includes depreciation and amortization of all capitalized assets in our store locations and Company-owned distribution center included in cost of merchandise sold.
- (2) General and administrative expenses consist of non-store, central office general and administrative functions such as management payroll and related benefits, travel, information systems, accounting, purchasing and legal costs as well as the depreciation and amortization of central office leasehold improvements, furniture and fixtures, computer hardware and software, including assets related to the virtual world, and intellectual property. General and administrative expenses also include a central office marketing department, primarily payroll and related benefits expense, but exclude advertising expenses, such as direct mail and television advertising, which are included in store contribution.
- (3) Franchising and licensing contribution includes franchising and licensing revenues and all expenses attributable to the international franchising and licensing and entertainment segments other than depreciation, amortization and interest expense/income. Depreciation and amortization related to franchising and licensing is included in the general and administrative expense caption. Interest expense/income related to franchising and licensing is included in the interest expense (income) caption.
- (4) Non-store activities include our webstores, pop-ups and seasonal and event-based locations as well as intercompany transfer pricing charges.

Seasonality and Quarterly Results

Our operating results for one period may not be indicative of results for other periods, and may fluctuate significantly because of a variety of factors, including: (1) changes in general economic conditions and consumer spending patterns; (2) increases or decreases in our comparable store sales; (3) fluctuations in the profitability of our stores; (4) changes in foreign currency exchange rates; (5) the timing and frequency of our marketing initiatives, including national media appearances and other public relations events; (6) the timing of our store openings and closings and related expenses; (7) changes in consumer preferences; (8) the effectiveness of our inventory management; (9) the actions of our competitors or mall anchors and co-tenants; (10) seasonal shopping patterns and holiday and vacation schedules; and (11) weather conditions.

The timing of new store openings may result in fluctuations in quarterly results as a result of the revenues and expenses associated with each new store location. We typically incur most preopening costs for a new store in the three months immediately preceding the store's opening. We expect our growth, operating results and profitability to depend in some degree on our ability to increase our number of stores.

As a toy retailer, our sales are highest in our fourth quarter, followed by the first quarter. The timing of holidays and school vacations can impact our quarterly results. Historically, for North American stores, seasonality has not been a significant factor in our results of operations as the opening of new stores has mitigated the impact of the relative concentration of sales in the fourth quarter. Our European-based stores have historically been more heavily weighted in the fourth quarter as compared to our North American stores. We cannot ensure that this will continue to be the case. In addition, for accounting purposes, the quarters of each fiscal year consist of 13 weeks, although we will have a 14-week quarter approximately once every six years. The 2008 fiscal fourth quarter had 14 weeks.

Liquidity and Capital Resources

Our cash requirements are primarily for the opening of new stores, information systems and working capital. Over the past several years, we have met these requirements through capital generated from cash flow provided by operations. We have access to additional cash through our revolving line of credit that has been in place since 2000.

Operating Activities. Cash used in operating activities was \$9.6 million for the thirteen weeks ended April 2, 2011 as compared with cash used in operating activities of \$1.0 million for the thirteen weeks ended April 3, 2010, an increase of \$8.6 million. This increase of cash used in operating activities over the year ago period was primarily due to the timing of payments for inventory and advertising purchases, cash paid for sales tax, payroll and bonus as well as the impact of a net loss of \$2.3 million in the thirteen weeks ended April 2, 2011 as compared to the net income of \$1.7 million in the thirteen weeks ended April 3, 2010.

Investing Activities. Cash used in investing activities was \$2.3 million for the thirteen weeks ended April 2, 2011 as compared to \$3.3 million for the thirteen weeks ended April 3, 2010. Cash used in investing activities during the thirteen weeks ended April 2, 2011 and April 3, 2010 primarily relates to upgrades and purchases of central office information technology systems and equipment.

Financing Activities. Cash flows used in financing activities of \$2.5 million for the thirteen weeks ended April 2, 2011 as compared to \$1.4 million for the thirteen weeks ended April 3, 2010 and consisted of cash spent for the repurchase of the Company's common stock in both periods. No borrowings were made under our line of credit in either the thirteen weeks ended April 2, 2011 or the thirteen weeks ended April 3, 2010.

Capital Resources. As of April 2, 2011, we had a consolidated cash balance of \$45.1 million approximately 30% of which was domiciled outside of the United States. We also have a line of credit, which we can use to finance capital expenditures and working capital needs throughout the year. The credit agreement is with U.S. Bank, National Association and was amended effective December 31, 2010. The bank line continues to provide availability of \$40 million for the first half of the fiscal year and a seasonal overline of \$50 million. The seasonal overline is in effect from July 1 to December 31 each year. Borrowings under the credit agreement are secured by our assets and a pledge of 65% of our ownership interest in our foreign subsidiaries. The credit agreement expires on December 31, 2012 and contains various restrictions on indebtedness, liens, guarantees, redemptions, mergers, acquisitions or sale of assets, loans, transactions with affiliates and investments. It also prohibits us from declaring dividends without the bank's prior consent, unless such payment of dividends would not violate any terms of the credit agreement. Borrowings bear interest at LIBOR plus 1.8%. Financial covenants include maintaining a minimum tangible net worth, maintaining a minimum fixed charge coverage ratio (as defined in the credit agreement) and not exceeding a maximum funded debt to earnings before interest, depreciation and amortization ratio. As of April 2, 2011: (i) we were in compliance with these covenants; (ii) there were no borrowings under our line of credit; (iii) there was a standby letter of credit of approximately \$1.1 million outstanding under the credit agreement; and (iv) there was approximately \$38.9 million available for borrowing under the line of credit.

Most of our retail stores are located within shopping malls and all are operated under leases classified as operating leases. Our leases in North America typically have a ten-year term and contain provisions for base rent plus percentage rent based on defined sales levels. Many of the leases contain a provision whereby either we or the landlord may terminate the lease after a certain time, typically in the third to fourth year of the lease, if a certain minimum sales volume is not achieved. In addition, some of these leases contain various restrictions relating to change of control of our company. Our leases also subject us to risks relating to compliance with changing mall rules and the exercise of discretion by our landlords on various matters, including rights of termination in some cases.

Our leases in the U.K. and Ireland typically have terms of 10 to 15 years and generally contain a provision whereby every fifth year the rental rate can be adjusted upwards to reflect the current market rates. The leases typically provide the lessee with the first right for renewal at the end of the lease. We may also be required to make deposits and rent guarantees to secure new leases as we expand. Real estate taxes also change according to government time schedules to reflect current market rental rates for the locations we lease. Rents are charged quarterly and paid in advance.

In fiscal 2011, we expect to spend a total of \$12 to \$15 million on capital expenditures. Capital spending through the thirteen weeks ended April 2, 2011 totaled \$2.3 million, on track with our full year plans. Capital spending in fiscal 2011 is primarily for the continued installation and upgrades of central office information technology systems, the opening of six new stores and the relocation of four stores.

We believe that cash generated from operations and borrowings under our credit agreement will be sufficient to fund our working capital and other cash flow requirements for the near future. Our credit agreement expires on December 31, 2012.

On February 20, 2007, we announced that our board of directors had authorized a \$25 million share repurchase program of our outstanding common stock. On March 10, 2008, we announced an expansion of our share repurchase program to \$50 million. On March 2, 2011, we announced that our share repurchase program had been extended to March 31, 2012. We currently intend to purchase up to an aggregate of \$50 million of our common stock in the open market (including through 10b5-1 plans), through privately negotiated transactions or through an accelerated repurchase transaction. The primary source of funding for the program is expected to be cash on hand. The timing and amount of share repurchases, if any, will depend on price, market conditions, applicable regulatory requirements, and other factors. The program does not require us to repurchase any specific number of shares and may be modified, suspended or terminated at any time without prior notice. Shares repurchased under the program will be subsequently retired. As of May 9, 2011, approximately 3.4 million shares at an average price of \$8.53 per share have been repurchased under this program for an aggregate amount of \$28.8 million, leaving \$21.2 million of availability under the program.

Off-Balance Sheet Arrangements

We hold a minority interest in Ridemakerz, which is accounted for under the equity method. We purchased a call option from a group of other Ridemakerz investors for \$150,000 for 1.25 million Ridemakerz common units at an exercise price of \$1.25 per unit. The call option was immediately exercisable and expires April 30, 2012. Simultaneously, we granted a put option to the same group of investors for 1.25 million common units at an exercise price of \$0.50 per unit. The put option was exercisable on April 30, 2008 and expires on April 30, 2012. As of April 3, 2010, the book value of our investment in Ridemakerz had been reduced to zero. We still retained an ownership interest of approximately 17%. Under the current agreements, we could own up to approximately 26% of fully diluted equity in Ridemakerz.

Inflation

We do not believe that inflation has had a material adverse impact on our business or operating results during the periods presented. We cannot provide assurance, however, that our business will not be affected by inflation in the future.

Critical Accounting Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the appropriate application of certain accounting policies, which require us to make estimates and assumptions about future events and their impact on amounts reported in our financial statements and related notes. Since future events and their impact cannot be determined with certainty, the actual results will inevitably differ from our estimates. Such differences could be material to the financial statements.

We believe application of accounting policies, and the estimates inherently required therein, are reasonable. These accounting policies and estimates, including those related to inventory, long-lived assets, goodwill, revenue recognition and income taxes, are reevaluated on an ongoing basis, and adjustments are made when facts and circumstances dictate a change. Historically, we have found our application of accounting policies to be appropriate, and actual results have not differed materially from those determined using necessary estimates.

Our critical accounting policies and estimates are discussed in and should be read in conjunction with our annual report on Form 10-K, as filed with the Securities and Exchange Commission on March 17, 2011, which includes audited consolidated financial statements for our 2010, 2009 and 2008 fiscal years. There have been no material changes to the critical accounting policies and estimates disclosed in the 2010 Form 10-K.

Recent Accounting Pronouncements

There are no new accounting pronouncements for which adoption is expected to have a material effect on the Company's financial statements in future accounting periods.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Our market risks relate primarily to changes in interest rates, and we bear this risk in two specific ways. First, our revolving credit facility carries a variable interest rate that is tied to market indices and, therefore, our results of operations and our cash flows can be impacted by changes in interest rates. Outstanding balances under our credit facility bear interest at LIBOR plus 1.8%. We had no borrowings outstanding during the fiscal 2011 first quarter. Accordingly, a 100 basis point change in interest rates would result in no material change to our annual interest expense. The second component of interest rate risk involves the short term investment of excess cash in short term, investment grade interest-bearing securities. These investments are considered to be cash equivalents and are shown that way on our balance sheet. If there are changes in interest rates, those changes would affect the investment income we earn on these investments and, therefore, impact our cash flows and results of operations.

We conduct operations in various countries, which expose us to changes in foreign exchange rates. The financial results of our foreign subsidiaries and franchisees may be materially impacted by exposure to fluctuating exchange rates. Reported sales, costs and expenses at our foreign subsidiaries, when translated into U.S. dollars for financial reporting purposes, can fluctuate due to exchange rate movement. While exchange rate fluctuations can have a material impact on reported revenues, costs and expenses, and earnings, this impact is principally the result of the translation effect and does not materially impact our short-term cash flows.

Although we enter into a significant amount of purchase obligations outside of the U.S., these obligations are settled primarily in U.S. dollars and, therefore, we believe we have only minimal exposure at present to foreign currency exchange risks for our purchase obligations. Historically, we have not hedged our currency risk and do not currently anticipate doing so in the future.

We do not engage in financial transactions for trading or speculative purposes.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures. The Company's management, with the participation of the Company's Chief Executive Bear and Chief Operations and Financial Bear, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), as of the end of the period covered by this report. Our disclosure controls are designed to provide reasonable assurance of achieving their objectives and based on the aforementioned evaluation, the Company's management, including the Chief Executive Bear and Chief Operations and Financial Bear, have concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level as of April 2, 2011, the end of the period covered by this quarterly report.

It should be noted that our management, including the Chief Executive Bear and the Chief Operations and Financial Bear, does not expect that the Company's disclosure controls and procedures or internal controls will prevent all error and all fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in Internal Control Over Financial Reporting. The Company's management, with the participation of the Company's Chief Executive Bear and Chief Operations and Financial Bear, also conducted an evaluation of the Company's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) to determine whether any changes occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Based on that evaluation, there has been no such change during the period covered by this report.

PART II – OTHER INFORMATION

Item 1A. Risk Factors

There have been no changes to our Risk Factors as disclosed in our Annual Report on Form 10-K for the year ended January 1, 2011 as filed with the Securities and Exchange Commission on March 17, 2011.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

ISSUER PURCHASES OF EQUITY SECURITIES

Period	(a) Total Number of Shares (or Units) Purchased ⁽¹⁾	(b) Average Price Paid Per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs ⁽²⁾	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Jan. 2, 2011 – Jan. 29, 2011	387	\$7.57	—	\$23,714,009
Jan. 30, 2011 – Feb. 26, 2011	158	\$8.10	—	\$23,714,009
Feb. 27, 2011 – Apr. 2, 2011	478,855	\$6.51	374,523	\$21,249,805
Total	479,400	\$6.51	374,523	\$21,249,805

- (1) Includes shares of our common stock delivered to us in satisfaction of the tax withholding obligation of holders of restricted shares which vested during the applicable period. Our equity incentive plans provide that the value of shares delivered to us to pay the withheld to cover tax obligations is calculated as the closing trading price of our common stock on the date the relevant transaction occurs.
- (2) On March 2, 2011, we announced the further extension of our \$50 million share repurchase program of our outstanding common stock until March 31, 2012. The program was authorized by our board of directors. Purchases may be made in the open market or in privately negotiated transactions, with the level and timing of activity depending on market conditions, applicable regulatory requirements, and other factors. Purchase activity may be increased, decreased or discontinued at any time without notice. Shares purchased under the program are subsequently retired.

Item 6. Exhibits

The following is a list of exhibits filed as a part of the quarterly report on Form 10-Q:

Exhibit No.	Description
2.1	Agreement and Plan of Merger dated April 3, 2000 between Build-A-Bear Workshop, L.L.C. and the Registrant (incorporated by reference from Exhibit 2.1 to our Registration Statement on Form S-1, filed on August 12, 2004, Registration No. 333-118142)
3.1	Third Amended and Restated Certificate of Incorporation (incorporated by reference from Exhibit 3.1 of our Current Report on Form 8-K, filed on November 11, 2004)
3.2	Amended and Restated Bylaws (incorporated by reference from Exhibit 3.4 to our Registration Statement on Form S-1, filed on August 12, 2004, Registration No. 333-118142)
4.1	Specimen Stock Certificate (incorporated by reference from Exhibit 4.1 to Amendment No. 3 to our Registration Statement on Form S-1, filed on October 1, 2004, Registration No. 333-118142)
10.1	Second Amendment to Employment, Confidentiality and Noncompete Agreement between Maxine Clark and the Company, dated as of March 22, 2011 (incorporated by reference from Exhibit 10.1 to our Current Report on Form 8-K, filed on March 28, 2011)
10.2	Form of Restricted Stock and Non-Qualified Stock Option Agreement (incorporated by reference from Exhibit 10.2 to our Current Report on Form 8-K, filed on March 28, 2011)
31.1	Rule 13a-14(a)/15d-14(a) certification (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by the Chief Executive Bear)
31.2	Rule 13a-14(a)/15d-14(a) certification (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by the Chief Operations and Financial Bear)
32.1	Section 1350 Certification (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by the Chief Executive Bear)
32.2	Section 1350 Certification (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by the Chief Operations and Financial Bear)

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.

Date: May 11, 2011

BUILD-A-BEAR WORKSHOP, INC.
(Registrant)

By: /s/ Maxine Clark
Maxine Clark
Chairman of the Board and Chief Executive Bear

By: /s/ Tina Klocke
Tina Klocke
Chief Operations and Financial Bear, Treasurer
and Secretary

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002
AND RULE 13a-14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934**

I, Maxine Clark, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Build-A-Bear Workshop, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Maxine Clark

Maxine Clark
Chairman of the Board and Chief Executive Bear
Build-A-Bear Workshop, Inc.
(Principal Executive Officer)

Date: May 11, 2011

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002
AND RULE 13a-14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934**

I, Tina Klocke, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Build-A-Bear Workshop, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Tina Klocke

Tina Klocke
Chief Operations and Financial Bear, Treasurer and
Secretary
Build-A-Bear Workshop, Inc.
(Principal Financial Officer)

Date: May 11, 2011

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Build-A-Bear Workshop, Inc. (the "Company") on Form 10-Q for the period ended April 2, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Maxine Clark, Chairman of the Board and Chief Executive Bear of the Company, certify, to the best of my knowledge, pursuant to Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Maxine Clark

Maxine Clark

*Chairman of the Board and Chief Executive Bear
Build-A-Bear Workshop, Inc.
(Principal Executive Officer)*

Date: May 11, 2011

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Build-A-Bear Workshop, Inc. (the "Company") on Form 10-Q for the period ended April 2, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Tina Klocke, Chief Operations and Financial Bear, Treasurer and Secretary of the Company, certify, to the best of my knowledge, pursuant to Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Tina Klocke

Tina Klocke
*Chief Operations and Financial Bear, Treasurer and
Secretary
Build-A-Bear Workshop, Inc.
(Principal Financial Officer)*

Date: May 11, 2011