## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	2054

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number: 3235-0287									
Estimated average burden									
hours per response	: 0.5								

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

O I Norman and Field on the Field of the Complete
or Section 30(h) of the Investment Company Act of 1940
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Address of Reporting Person* <u>Todorovic Vojin</u>				suer Name <b>and</b> Tic	,	symbol SHOP INC [ BBW		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner		
(Last) C/O BUILD-A 415 SOUTH 1	(First) L-BEAR WORKS 8TH STREET	(Middle) SHOP, INC.		ate of Earliest Trans	saction (Mont	h/Day/Year)	X	Officer (give title below)  Chief Final	Other below) ncial Officer	(specify
(Street) ST. LOUIS (City)	MO (State)	63103 (Zip)	4. If	Amendment, Date	of Original File	ed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One Form filed by Mor Person	Reporting Pers	on
		Table I - N	Ion-Derivative	Securities Ac	quired, D	isposed of, or Benefic	cially C	Owned		
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and	d 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership

#### Reported Transaction(s) (Instr. 3 and 4) (Instr. 4) (A) or (D) Code Amount Price \$12.64 Common Stock 11/30/2022 М 2,640 Α 188,583 D S<sup>(1)</sup> \$23.0224(2) 11/30/2022 2,640 D 185,943 Common Stock D Common Stock 11/30/2022 M 22,314 A \$13.69 208,257 D **S**<sup>(1)</sup> 22,314 \$23.5008(3) Common Stock 11/30/2022 D 185,943 D 7,122 D Common Stock 11/30/2022 M A \$8.85 193,065 **S**<sup>(1)</sup> 7,122 D \$23.0767(4) 185,943 D Common Stock 11/30/2022 Common Stock S<sup>(1)</sup> 5,918 \$24.0396(5) D 12/01/2022 D 180,025 S<sup>(1)</sup> Common Stock 12/01/2022 9,310 D \$24.3086(6) 170,715 D Common Stock 12/02/2022 M 5,826 A \$20.8 176,541 D **S**(1) Common Stock 12/02/2022 5,826 D \$25.0308(7) 170,715(8) D

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of		Expiration Date	Expiration Date of S (Month/Day/Year) Und Der		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$12.64	11/30/2022		M			2,640	09/15/2014 <sup>(9)</sup>	09/15/2024	Common Stock	2,640	\$0	0	D	
Employee Stock Option (Right to Buy)	\$13.69	11/30/2022		М			22,314	03/07/2016 <sup>(9)</sup>	03/07/2026	Common Stock	22,314	\$0	0	D	
Employee Stock Option (Right to Buy)	\$8.85	11/30/2022		М			7,122	03/14/2017 <sup>(10)</sup>	03/14/2027	Common Stock	7,122	\$0	0	D	
Employee Stock Option (Right to Buy)	\$20.8	12/02/2022		М			5,826	03/17/2015 <sup>(9)</sup>	03/17/2025	Common Stock	5,826	\$0	0	D	

### **Explanation of Responses:**

- $1. \ The \ transaction \ was \ effected \ pursuant \ to \ a \ Rule \ 10b5-1 \ trading \ plan \ adopted \ by \ the \ Reporting \ Person.$
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.00 to \$23.09, inclusive. The Reporting Person undertakes to provide to Build-A-Bear Workshop, Inc., any security holder of Build-A-Bear Workshop, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.50 to \$23.53, inclusive. The Reporting Person undertakes to provide to Build-Å-Bear Workshop, Inc., any security holder of Build-A-Bear Workshop, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.00 to \$23.20, inclusive. The Reporting Person undertakes to provide to

Build-A-Bear Workshop, Inc., any security holder of Build-A-Bear Workshop, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

- 5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.00 to \$24.30, inclusive. The Reporting Person undertakes to provide to Build-A-Bear Workshop, Inc., any security holder of Build-A-Bear Workshop, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- 6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.185 to \$24.40, inclusive. The Reporting Person undertakes to provide to Build-A-Bear Workshop, Inc., any security holder of Build-A-Bear Workshop, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- 7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.12, inclusive. The Reporting Person undertakes to provide to Build-A-Bear Workshop, Inc., any security holder of Build-A-Bear Workshop, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- 8. After giving effect to the transactions reported in this Form 4, Mr. Todorovic directly owns 132,274 shares of common stock and 38,441 shares of restricted stock of Build-A-Bear Workshop, Inc.
- 9. The options vest in equal annual installments over three years from the date of the grant.
- 10. The options vest in equal annual installments on March 31, 2018, March 31, 2019 and March 31, 2020.

/s/ Eric R. Fencl, attorney-infact for Vojin Todorovic

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.