SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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|--------------------------|-----|
| hours per response: | 0.5 |
| Estimated average burden | |

| 1. Name and Address of Reporting Person [*] Shaffer Michael A | | on* | 2. Issuer Name and Ticker or Trading Symbol BUILD A BEAR WORKSHOP INC [BBW | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|---|---------|----------|--|--|-----------------------------------|-----------------------|--|--|
| | | | | X | Director | 10% Owner | | |
| (Last) | (First) | (Middle) | L | | Officer (give title below) | Other (specify below) | | |
| C/O PVH CORP. 200 MADISON AVENUE | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/11/2017 | | ····· | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| (Street) NEW YORK | NY | 10016 | | X | Form filed by One Repo | orting Person | | |
| | 111 | 10010 | | | Form filed by More thar Person | One Reporting | | |
| (City) | (State) | (Zip) | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | Date | 2A. Deemed Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. | | | | | 5. Amount of Securities Beneficially Owned Following Reported | (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|------------|---|-----------------------------|--|----------------------|---------------|-------|---|----------------|---|
| | | | Code V | | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 05/11/2017 | | Α | | 7,477 ⁽¹⁾ | Α | (2) | 23,224 ⁽³⁾ | 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) | | | | 6. Date Exerc Expiration Da (Month/Day/Y | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---|---|--|---|------------------------------|---|-----|-----|--|---|-------|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Explanation of Responses:

1. Grant to reporting person of 7,477 shares of restricted stock. The shares will vest on May 11, 2018.

2. Price is not applicable to grants of restricted stock.

3. After giving effect to the transactions reported in this Form 4, Mr. Shaffer directly owns 15,747 shares of common stock and 7,477 shares of restricted stock of Build-A-Bear Workshop, Inc. 5,847 restricted shares vested on May 12, 2017, a day after the above reported transaction. For purposes of this footnote, we have included these 5,847 shares as common stock instead of restricted, making this footnote accurate as of the date of filing.

Remarks:

<u>/s/ Eric Fencl, as Attorney-in-</u> <u>Fact for Michael A. Shaffer</u>

05/12/2017

** Signature of Reporting Person

Date

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

* 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.