

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 March 30, 2013

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 6, 2013, there were 17,080,701 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**  
(Dollars in thousands, except share and per share data)

	March 30, 2013 <u>(Unaudited)</u>	December 29, 2012 <u>                    </u>	March 31, 2012 <u>(Unaudited)</u>
<b>ASSETS</b>			
Current assets:			
Cash and cash equivalents	\$ 40,826	\$ 45,171	\$ 33,501
Inventories	37,824	46,904	45,584
Receivables	5,804	9,428	4,170
Prepaid expenses and other current assets	13,168	14,216	15,926
Deferred tax assets	73	987	480
Total current assets	<u>97,695</u>	<u>116,706</u>	<u>99,661</u>
Property and equipment, net of accumulated depreciation of \$186,500; \$189,134 and \$179,357, respectively	68,048	71,459	74,771
Goodwill	-	-	33,423
Other intangible assets, net	617	633	728
Other assets, net	3,513	3,304	6,929
Total Assets	<u>\$ 169,873</u>	<u>\$ 192,102</u>	<u>\$ 215,512</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
Current liabilities:			
Accounts payable	\$ 25,918	\$ 38,984	\$ 22,741
Accrued expenses	8,698	11,570	7,296
Gift cards and customer deposits	27,439	30,849	25,221
Deferred revenue	5,017	4,800	5,431
Total current liabilities	<u>67,072</u>	<u>86,203</u>	<u>60,689</u>
Deferred franchise revenue	1,115	1,177	1,368
Deferred rent	19,068	20,843	22,728
Other liabilities	595	742	257
Stockholders' equity:			
Preferred stock, par value \$0.01, Shares authorized: 15,000,000; No shares issued or outstanding at March 30, 2013, December 29, 2012 and March 31, 2012	-	-	-
Common stock, par value \$0.01, Shares authorized: 50,000,000; Issued and outstanding: 17,085,121; 17,068,182 and 17,394,761 shares, respectively	171	171	174
Additional paid-in capital	66,318	66,112	65,168
Accumulated other comprehensive loss	(9,016)	(7,683)	(7,689)
Retained earnings	24,550	24,537	72,817
Total stockholders' equity	<u>82,023</u>	<u>83,137</u>	<u>130,470</u>
Total Liabilities and Stockholders' Equity	<u>\$ 169,873</u>	<u>\$ 192,102</u>	<u>\$ 215,512</u>

See accompanying notes to condensed consolidated financial statements.

**BUILD-A-BEAR WORKSHOP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**AND COMPREHENSIVE (LOSS) INCOME**

**(Unaudited)**

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

	<b>Thirteen weeks ended</b>	
	<b>March 30, 2013</b>	<b>March 31, 2012</b>
<b>Revenues:</b>		
Net retail sales	\$ 102,931	\$ 95,200
Commercial revenue	473	376
Franchise fees	861	797
<b>Total revenues</b>	<b>104,265</b>	<b>96,373</b>
<b>Costs and expenses:</b>		
Cost of merchandise sold	60,471	57,466
Selling, general and administrative	43,735	40,126
Interest expense (income), net	(51)	(86)
<b>Total costs and expenses</b>	<b>104,155</b>	<b>97,506</b>
Income (loss) before income taxes	110	(1,133)
Income tax expense (benefit)	97	(116)
<b>Net income (loss)</b>	<b>\$ 13</b>	<b>\$ (1,017)</b>
Foreign currency translation adjustment	(1,333)	2,476
<b>Comprehensive (loss) income</b>	<b>\$ (1,320)</b>	<b>\$ 1,459</b>
<b>Earnings (loss) per common share:</b>		
Basic	\$ 0.00	\$ (0.06)
Diluted	\$ 0.00	\$ (0.06)
<b>Shares used in computing common per share amounts:</b>		
Basic	16,231,291	16,038,880
Diluted	16,231,291	16,038,880

See accompanying notes to condensed consolidated financial statements.

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

	<b>Thirteen weeks ended</b>	
	<b>March 30, 2013</b>	<b>March 31, 2012</b>
<b>Cash flows from operating activities:</b>		
Net income (loss)	\$ 13	\$ (1,017)
<b>Adjustments to reconcile net income (loss) to net cash from operating activities:</b>		
Depreciation and amortization	4,916	5,362
Deferred taxes	(40)	(83)
Loss from investment in affiliate	-	475
Store asset impairment	470	-
Loss on disposal of property and equipment	144	78
Stock-based compensation	812	1,121
Trade credit utilization	183	88
<b>Change in assets and liabilities:</b>		
Inventories	8,575	6,502
Receivables	3,804	3,732
Prepaid expenses and other assets	907	1,926
Accounts payable and accrued expenses	(14,834)	(23,257)
Lease related liabilities	(1,658)	(1,221)
Gift cards and customer deposits	(3,257)	(3,167)
Deferred revenue	171	79
Net cash provided by (used in) operating activities	<u>206</u>	<u>(9,382)</u>
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment, net	(3,738)	(3,518)
Purchases of other assets and other intangible assets	(69)	(261)
Investment in unconsolidated affiliate	-	(475)
Net cash used in investing activities	<u>(3,807)</u>	<u>(4,254)</u>
<b>Cash flows from financing activities:</b>		
Net cash used in financing activities	<u>-</u>	<u>-</u>
Effect of exchange rates on cash	(744)	770
Net decrease in cash and cash equivalents	(4,345)	(12,866)
Cash and cash equivalents, beginning of period	45,171	46,367
Cash and cash equivalents, end of period	<u>\$ 40,826</u>	<u>\$ 33,501</u>

See accompanying notes to condensed consolidated financial statements.

## Notes to Condensed 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 December 29, 2012 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 December 29, 2012, which were included in the Company's annual report on Form 10-K filed with the SEC on March 14, 2013.

In the first quarter of fiscal 2013, the Company adopted new accounting guidance with regard to the presentation and disclosure of accumulated other comprehensive income (loss), according to the provisions of Accounting Standards Update 2013-02. The adoption of this guidance impacted disclosure and presentation of accumulated other comprehensive income (loss) only.

### 2. Prepaid Expenses and Other Assets

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

	March 30, 2013	December 29, 2012	March 31, 2012
Prepaid rent	\$ 7,692	\$ 8,736	\$ 8,014
Prepaid income taxes	111	-	282
Short-term investments	-	-	2,697
Other	5,365	5,480	4,933
	<u>\$ 13,168</u>	<u>\$ 14,216</u>	<u>\$ 15,926</u>

### 3. Property and Equipment

In 2012, the Company initiated a turnaround plan that includes the closure of a number of stores. The Company considers a more likely than not assessment that an individual location will close as a triggering event to review the store asset group for recoverability. As a result of this review for the first quarter of fiscal 2013, it was determined that certain stores would not be able to recover the carrying value of store leasehold improvements through expected undiscounted cash flows over the shortened remaining life of the related assets. Accordingly, the carrying value of the assets was reduced to fair value, calculated as the estimated future cash flows for each asset group, and asset impairment charges of \$0.5 million were recorded in the thirteen weeks ended March 30, 2013, which are included in selling, general and administrative expenses as a component of income before income taxes in the Retail segment. The inputs used to determine the fair value of the assets are Level 3 inputs as defined by ASC section 820-10. Any remaining net book value is depreciated over the shortened expected life. There were no similar impairments in the thirteen weeks ended March 31, 2012.

#### 4. Stock-based Compensation

The following table is a summary of the balances and activity for the Plans related to restricted stock and stock options for the thirteen weeks ended March 30, 2013:

	<b>Restricted Stock</b>	<b>Options</b>
Outstanding, December 29, 2012	860,325	1,155,239
Granted	140,940	—
Vested	312,606	—
Exercised	—	—
Forfeited	8,697	2,118
Canceled or expired	—	—
Outstanding, March 30, 2013	<u>679,962</u>	<u>1,153,121</u>

For the thirteen weeks ended March 30, 2013 and March 31, 2012, selling, general and administrative expenses include \$0.8 million and \$1.1 million of stock-based compensation expense, respectively. As of March 30, 2013, there was \$4.1 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.

The total fair value of shares vested during the thirteen weeks ended March 30, 2013 and March 31, 2012 was \$1.6 million and \$4.0 million, respectively.

#### 5. Income Taxes

In prior years, the Company recorded a valuation allowance on substantially all of its deferred tax assets. The effective tax rate was 88.2% for the thirteen weeks ended March 30, 2013 compared to 10.2% for the thirteen weeks ended March 31, 2012.

#### 6. Earnings or Loss per Share

The Company uses the two-class method to compute basic and diluted earnings or loss per common share. In periods of net loss, no effect is given to the Company's participating securities as they do not contractually participate in losses of the Company. The following table sets forth the computation of basic and diluted loss per share (in thousands, except share and per share data):

	<b>Thirteen weeks ended</b>	
	<b>March 30, 2013</b>	<b>March 31, 2012</b>
<b>NUMERATOR:</b>		
Net income (loss) before allocation of earnings to participating securities	\$ 13	\$ (1,017)
Less: Earnings allocated to participating securities	1	-
Net income (loss) after allocation of earnings to participating securities	<u>\$ 12</u>	<u>\$ (1,017)</u>
<b>DENOMINATOR:</b>		
Weighted average number of common shares outstanding - basic	16,231,291	16,038,880
Dilutive effect of share-based awards	-	-
Weighted average number of common shares outstanding - dilutive	<u>16,231,291</u>	<u>16,038,880</u>
Basic income (loss) per common share attributable to Build-A-Bear Workshop, Inc. stockholders:	<u>\$ 0.00</u>	<u>\$ (0.06)</u>
Diluted income (loss) per common share attributable to Build-A-Bear Workshop, Inc. stockholders	<u>\$ 0.00</u>	<u>\$ (0.06)</u>

In calculating diluted earnings per share for the thirteen week period ended March 30, 2013, options to purchase 1,153,121 shares of common shares that were outstanding at the end of the period were not included in the computation of diluted earnings per share due to their anti-dilutive effect.

Due to the net loss for the thirteen week periods ended March 31, 2012, the denominator for diluted loss per common share is the same as the denominator for basic loss per common share for those periods because the inclusion of the 1,203,604 outstanding stock options would be anti-dilutive.

## 7. Comprehensive Income or Loss

The difference between comprehensive income or loss and net income or loss results from foreign currency translation adjustments on the balance sheets of subsidiaries whose functional currency is not the US Dollar. The accumulated other comprehensive loss balance at March 30, 2013 and December 29, 2012 is comprised entirely of foreign currency translation. For the thirteen weeks ended March 30, 2013 and March 31, 2012, there were no reclassifications out of accumulated other comprehensive loss.

## 8. Segment Information

The Company's operations are conducted through three operating segments consisting of retail, commercial and international franchising. The retail segment includes the operating activities of company-owned stores in the United States, Canada, the United Kingdom and Ireland and other retail delivery operations, including the Company's web store, pop-up stores and non-traditional store locations such as a baseball park. The commercial segment includes the Company's transactions with other businesses, mainly comprised of licensing 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 the United Kingdom and Ireland, Asia, Australia, the Middle East, Africa, Mexico and South America. 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):

	<b>Retail</b>	<b>Commercial</b>	<b>International Franchising</b>	<b>Total</b>
<b>Thirteen Weeks ended March 30, 2013</b>				
Net sales to external customers	\$ 102,931	\$ 473	\$ 861	\$ 104,265
Income (loss) before income taxes	(72)	235	(53)	110
Capital expenditures, net	3,778	-	29	3,807
Depreciation and amortization	4,871	-	45	4,916
<b>Thirteen Weeks ended March 31, 2012</b>				
Net sales to external customers	\$ 95,200	\$ 376	\$ 797	\$ 96,373
Income (loss) before income taxes	(1,465)	(79)	411	(1,133)
Capital expenditures, net	3,764	-	15	3,779
Depreciation and amortization	5,319	-	43	5,362
<b>Total Assets as of:</b>				
March 30, 2013	\$ 160,404	\$ 7,173	\$ 2,296	\$ 169,873
March 31, 2012	\$ 203,491	\$ 9,522	\$ 2,499	\$ 215,512

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):

	<b>North America <sup>(1)</sup></b>	<b>Europe <sup>(2)</sup></b>	<b>Other <sup>(3)</sup></b>	<b>Total</b>
<b>Thirteen weeks ended March 30, 2013</b>				
Net sales to external customers	\$ 86,206	\$ 17,584	\$ 475	\$ 104,265
Property and equipment, net	59,375	8,673	-	68,048
<b>Thirteen weeks ended March 31, 2012</b>				
Net sales to external customers	\$ 80,200	\$ 15,710	\$ 463	\$ 96,373
Property and equipment, net	63,364	11,407	-	74,771

For purposes of this table only:

- (1) North America includes the United States, Canada, Puerto Rico and franchise business in Mexico
- (2) Europe includes the United Kingdom, Ireland and franchise businesses in Europe
- (3) Other includes franchise businesses outside of North America and Europe



## **9. Contingencies**

In the normal course of business, the Company is subject to regular examination by various taxing authorities for years not closed by the statute of limitations, including an ongoing customs audit in the United Kingdom in which the Company is contesting audit findings. The Company accrues a liability for this type of contingency when it believes that it is both probable that a liability has been incurred and that it can reasonably estimate the amount of the loss. In 2012, the Company received notification from the customs authority that it intends to assess approximately £1.2 million, or approximately USD\$2 million, for unpaid taxes, penalties and interest. The Company intends to appeal this determination and continues to believe that the ultimate outcome of these matters will not have a material adverse impact on the results of operations, liquidity or financial position of the Company. However, if one or more of these examinations has an unfavorable resolution, it is possible that the results of operation, liquidity or financial position of the Company could be materially affected in any particular period.

## **10. Subsequent Event**

On April 30, 2013, the Company amended its existing bank line of credit to reduce the minimum tangible net worth requirement and the fixed charge coverage ratio for the remainder of the agreement.

## 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, and we undertake no obligation to update these statements except as required by federal securities laws. These risks and uncertainties include, without limitation, those detailed under the captions "Risk Factors" and "Forward-Looking Statements" in our annual report on Form 10-K for the year ended December 29, 2012, as filed with the SEC on March 14, 2013, and the following:

- general global 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 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 effectively operate or manage the overall portfolio of our company-owned stores;
- we may not be able to operate our company-owned stores in the United Kingdom and Ireland profitably;
- 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;
- the availability and costs of our products could be adversely affected by risks associated with international manufacturing and trade, including foreign currency fluctuation;
- 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 lose key personnel, be unable to hire qualified additional personnel, or experience turnover of our management team;
- we are susceptible to disruption in our inventory flow due to our reliance on a few vendors;
- high petroleum products prices could adversely affect our profitability;
- we may be unable to effectively manage our international franchises or laws relating to those franchises may change;
- we may improperly obtain or be unable to adequately protect customer information in violation of privacy or security laws or customer 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 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 and may be sued by, third parties for infringement or misappropriation of their proprietary rights;
- poor global economic conditions could have a material adverse effect on our liquidity and capital resources;
- 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 of our common stock 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; and
- our corporate structure and Delaware law may prevent or frustrate attempts to replace or remove our current management by our stockholders.

### 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.

Build-A-Bear Workshop is in a turnaround phase as we work to improve store productivity and profitability. We are taking actions to change our business dynamics with a reinvented store design, aggressive repositioning of our portfolio of stores, including closures and remodels that will reduce square footage, and a rebalancing of our marketing to include higher levels of brand advertising. We currently expect our optimal consolidated store count to be 285 to 320 company-owned stores. This includes 225 to 250 stores in North America and 60 to 70 in the United Kingdom and Ireland. We believe the actions we are taking will result in improvements in productivity and profitability and, ultimately, stakeholder value. We also believe there are additional international growth opportunities, primarily through existing and new franchises.

As of March 30, 2013, we operated 267 traditional stores and six non-traditional stores in United States, Canada and Puerto Rico (collectively, North America), 60 traditional stores in the United Kingdom and Ireland (collectively, Europe) and had 92 franchised stores operating internationally under the Build-A-Bear Workshop brand. Non-traditional store locations include stores in a Major League Baseball® ballpark, a zoo and an airport, as well as temporary pop-up locations. In order to capitalize on short-term opportunities in specific locations, we have selectively opened temporary, pop-up locations. In addition to our stores, we market our products and build our brand through our Web sites.

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 March 30, 2013 and March 31, 2012 are set forth in the notes to our condensed consolidated financial statements included elsewhere in this quarterly report on Form 10-Q.

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:

	<b>Thirteen Weeks Ended</b>	
	<b>March 30, 2013</b>	<b>March 31, 2012</b>
North America	<b>10.6%</b>	3.6%
Europe	<b>9.7%</b>	(10.1)%
Consolidated	<b>10.4%</b>	1.2%

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

- We believe our brand building marketing campaign and intensified communication with moms along with a good balance of proprietary and licensed product drove improved comparable store sales across the Company,
- We believe that our strategic closures, primarily in North American multi-store markets, have transferred approximately 20% of their sales to remaining stores in the market, and
- Additionally, the 30% increase in the issuance of gift cards on a consolidated basis during the 2012 fourth quarter contributed to increased retail sales in the 2013 first quarter as the cards were redeemed. We continued to gain momentum in the issuance of new gift cards in the first quarter with a 35% increase over the comparable prior period.

The Company is working to build on this positive trend in comparable store sales with the following key initiatives:

- We are aggressively working to increase store traffic and the destination appeal of our stores by:
  - enhancing our experience with a new store design;
  - increasing productivity and profitability of our existing stores through strategic closures, primarily in multi-store markets where we expect to transfer a portion of the closed stores sales to remaining stores in the market and the relocation of select other stores with a reduction in square footage thereby improving their productivity; and
  - increasing shopping frequency by increasing new guest traffic to our stores through a rebalanced marketing message to include both product and brand;
- We plan to capitalize on our brand advertising to increase gift card purchases by reminding consumers about the gift of the experience.

## Strategy

### 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 and Ireland for the periods presented:

	2013							
	Thirteen Weeks				Fifty-two Weeks - Projected			
	December 29, 2012	Opened	Closed	March 30, 2013	December 29, 2012	Opened	Closed	December 28, 2013
North America								
Traditional	283	-	(16)	267	283	3	(34)	252
Non-traditional	8	-	(2)	6	8	1	(2)	7
	<u>291</u>	<u>-</u>	<u>(18)</u>	<u>273</u>	<u>291</u>	<u>4</u>	<u>(36)</u>	<u>259</u>
Europe	60	-	-	60	60	-	(1)	59
Total	<u>351</u>	<u>-</u>	<u>(18)</u>	<u>333</u>	<u>351</u>	<u>4</u>	<u>(37)</u>	<u>318</u>
	2012							
	Thirteen Weeks				Fifty-two Weeks			
	December 31, 2011	Opened	Closed	March 31, 2012	December 31, 2011	Opened	Closed	December 29, 2012
North America								
Traditional	287	1	-	288	287	2	(6)	283
Non-traditional	11	1	(1)	11	11	1	(4)	8
	<u>298</u>	<u>2</u>	<u>(1)</u>	<u>299</u>	<u>298</u>	<u>3</u>	<u>(10)</u>	<u>291</u>
Europe	58	-	-	58	58	2	-	60
Total	<u>356</u>	<u>2</u>	<u>(1)</u>	<u>357</u>	<u>356</u>	<u>5</u>	<u>(10)</u>	<u>351</u>

Our long term store real estate goal is to bring our stores back to best in class productivity and profitability. Today we believe that the optimal number of Build-A-Bear Workshop stores in North America is between 225 to 250 and 60 to 70 in the United Kingdom and Ireland for a total of 285 to 320 stores. We currently expect to reach this level with the closure of 30 to 45 additional stores in fiscal 2013 and 2014, primarily in North America. Locations to close and the timing of the closures are subject to ongoing negotiations and overall economic considerations as we continually reevaluate our market repositioning and optimization plans.

Integral to the success of this strategy is the opening of our new store design which gives certain stores destination appeal and increases productivity in the market. The new design merges Build-A-Bear Workshop's iconic hands-on bear-making process with the power of technology to provide a new, highly interactive experience for our guests. We opened the first store with the new design in the third quarter of fiscal 2012. As of May 6, 2013, we have opened nine of these stores. On average, sales at these locations have increased by approximately 25%. We plan to have approximately 30 locations in the new design operating by the end of 2013 with an additional 20 to 25 locations planned to open in 2014.

We have been aggressively renegotiating rents and executing short term extensions to line up lease dates within markets as part of an overall strategic plan to optimize our store locations and market positioning. As part of this strategy, we will continue to close underperforming stores in conjunction with natural lease expirations and kick out clauses, primarily in multi-store markets. In these markets, we have transferred, on average, approximately 20% of the sales from closing stores to other locations in the same market. As of May 6, we have closed 22 stores in fiscal 2013.

### Non-Traditional Store Locations

In fiscal 2004, we began offering merchandise in seasonal, event-based locations such as Major League Baseball® ballparks. As of March 30, 2013, we had one location each in a ballpark, a zoo and an airport. In 2010, we opened our first temporary stores, which generally have lease terms of six to eighteen months and are included in our non-traditional store count. These locations are intended to capitalize on short-term opportunities in specific locations. As of March 30, 2013, three 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 follows:

	Thirteen Weeks Ended	
	March 30, 2013	March 31, 2012
Beginning of period	91	79
Opened	4	4
Closed	(3)	(1)
End of period	92	82

As of March 30, 2013, 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 eight to twelve stores in fiscal 2013. Our current focus is to facilitate the growth of our existing franchisees. In the long term, 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 operations 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	
	March 30, 2013	March 31, 2012
Revenues:		
Net retail sales	98.7%	98.8%
Commercial revenue	0.5	0.4
Franchise fees	0.8	0.8
Total revenues	100.0	100.0
Costs and expenses:		
Cost of merchandise sold	58.5	60.1
Selling, general and administrative	41.9	41.6
Interest expense (income), net	(0.0)	(0.1)
Total costs and expenses	99.9	101.2
Income (loss) before income taxes	0.1	(1.2)
Income tax expense (benefit)	0.1	(0.1)
Net income (loss)	0.0	(1.1)
Retail gross margin % (2)	41.5%	39.9%

(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 \$42.7 million and \$38.0 million for the thirteen weeks ended March 30, 2013 and March 31, 2012, respectively. Retail gross margin percentage represents retail gross margin divided by net retail sales.

### ***Thirteen weeks ended March 30, 2013 compared to thirteen weeks ended March 31, 2012***

**Total revenues.** Total revenues were \$104.3 million for the thirteen weeks ended March 30, 2013 as compared to \$96.4 million for the thirteen weeks ended March 31, 2012, an increase of \$7.9 million, or 8.2%. Net retail sales were \$102.9 million for the thirteen weeks ended March 30, 2013 as compared to \$95.2 million for the thirteen weeks ended March 31, 2012, an increase of \$7.7 million, or 8.1%. The increase in net retail sales was primarily attributable to an \$8.9 million increase in comparable store sales, \$0.5 million from new stores and a \$0.2 million increase in e-commerce sales. These increases were partially offset by a \$1.8 million decrease in sales from non-comparable store locations, primarily closures and relocations, and \$0.1 million negative impact of foreign currency translation.

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

- We believe our brand building marketing campaign and intensified communication with moms along with a good balance of proprietary and licensed product drove improved comparable store sales across the Company,
- We believe that our strategic closures, primarily in North American multi-store markets, have transferred approximately 20% of their sales to remaining stores in the market, and
- Additionally, the 30% increase in the issuance of gift cards on a consolidated basis during the 2012 fourth quarter contributed to increased retail sales in the 2013 first quarter as the cards were redeemed. We continued to gain momentum in the issuance of new gift cards in the first quarter with a 35% increase over the comparable prior period.

Commercial revenue increased to \$0.5 million for the thirteen weeks ended March 30, 2013 from \$0.4 million for the thirteen weeks ended March 31, 2012, an increase of \$0.1 million. Revenue from international franchise fees was \$0.9 million and \$0.8 million for the thirteen weeks ended March 30, 2013 and March 31, 2012, respectively.

**Gross margin.** Total gross margin was \$42.9 million for the thirteen weeks ended March 30, 2013 as compared to \$38.1 million for the thirteen weeks ended March 31, 2012, an increase of \$4.8 million, or 12.7%. Retail gross margin increased to \$42.7 million for the thirteen weeks ended March 31, 2012 from \$38.0 million for the thirteen weeks ended March 31, 2012, an increase of \$4.7 million, or 12.3%. As a percentage of net retail sales, retail gross margin was 41.5% for the thirteen weeks ended March 30, 2013 as compared to 39.9% for the thirteen weeks ended March 31, 2012, an increase of 160 basis points as a percentage of net retail sales (bps). Our retail gross margin improvement was primarily driven by the improved leverage of fixed occupancy costs and a reduction in promotional activity as compared to the first quarter of 2012. These improvements more than offset increases in product costs during the quarter.

**Selling, general and administrative.** Selling, general and administrative expenses were \$43.7 million for the thirteen weeks ended March 30, 2013 as compared to \$40.1 million for the thirteen weeks ended March 31, 2012, an increase of \$3.6 million, or 9.0%. As a percentage of total revenues, selling, general and administrative expenses were 41.9% for the thirteen weeks ended March 30, 2013 as compared to 41.6% for the thirteen weeks ended March 31, 2012, an increase of 30 bps. The dollar increase was primarily attributable to (i) \$1.8 million in management transition costs, (ii) additional investment in marketing initiatives, (iii) \$0.6 million in store closing costs, and (iv) transactional foreign currency losses related to foreign payables denominated in US dollars. As a percent of revenue, these costs were offset by improved leverage on increased revenue.

**Interest expense (income), net.** Interest income, net of interest expense, was \$51,000 for the thirteen weeks ended March 30, 2013 as compared to \$86,000 for the thirteen weeks ended March 31, 2012.

**Provision for income taxes.** The income tax expense was \$0.1 million for the thirteen weeks ended March 30, 2013 as compared to an income tax benefit of \$0.1 million for the thirteen weeks ended March 31, 2012. The effective tax rate was 88.2% for the thirteen weeks ended March 30, 2013 compared to 10.2% for the thirteen weeks ended March 31, 2012. The effective tax rate was primarily attributable to the impact of recording valuation allowances in prior years.

### **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 closings and openings 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 store closures, remodels and openings may result in fluctuations in quarterly results based on the revenues and expenses associated with each store location. Expenses related to store closings are typically incurred in stages: when the decision is made to close the store, when the closure is communicated to store associates; and at the time of closure. We typically incur most preopening costs for a new store in the three months immediately preceding the store's opening.

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. Our European-based stores have historically been more heavily weighted in the fourth quarter as compared to our North American stores. We cannot assure you 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 relocation and remodeling of existing stores in our new design, 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 provided by operating activities was \$0.2 million for the thirteen weeks ended March 30, 2013 as compared with cash used in operating activities of \$9.4 million for the thirteen weeks ended March 31, 2012, an increase of \$9.6 million. This increase in cash provided by operating activities over the year ago period was primarily due to increased store contribution and the timing of payments for inventory.

*Investing Activities.* Cash used in investing activities was \$3.8 million for the thirteen weeks ended March 30, 2013 as compared to \$4.3 million for the thirteen weeks ended March 31, 2012. Cash used in investing activities during the thirteen weeks ended March 30, 2013 primarily relates to the purchase of equipment and fixtures for stores that will be relocated and remodeled in the new design in 2013 and upgrades and purchases of central office information technology systems and equipment. Cash used in investing activities during the thirteen weeks ended March 31, 2012 primarily relates to store construction and maintenance and upgrades and purchases of central office information technology systems and equipment.

*Financing Activities.* There were no cash flows from financing activities in the thirteen weeks ended March 30, 2013 or March 31, 2012. No borrowings were made under our line of credit in either the thirteen weeks ended March 30, 2013 or March 31, 2012.

*Capital Resources.* As of March 30, 2013, we had a consolidated cash balance of \$40.8 million approximately half 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 April 30, 2013. The bank line provides availability of \$35 million. 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, 2014 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. We are also prohibited from repurchasing shares of our common stock unless such repurchase of shares would not violate any terms of the credit agreement; we may not use the proceeds of the line of credit to repurchase shares. 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 March 30, 2013: (i) we were in compliance with these covenants as revised per the April 30, 2013 amendment; (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 \$33.9 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 2013, we expect to spend a total of \$20 to \$25 million on capital expenditures. Capital spending through the thirteen weeks ended March 30, 2013 totaled \$3.8 million, on track with our full year plans. Capital spending in fiscal 2013 is primarily for the relocation or remodeling of approximately 25 stores in our new design, the opening of approximately four new stores and the continued installation and upgrades of central office information technology systems.

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, 2014.

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 February 28, 2013, we announced that our share repurchase program had been extended to March 31, 2014. 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 have been, and will continue to be, subsequently retired. As of May 6, 2013, approximately 5.9 million shares at an average price of \$7.24 per share have been repurchased under this program for an aggregate amount of \$42.6 million, leaving \$7.4 million of availability under the program.

#### **Off-Balance Sheet Arrangements**

None

#### **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 (SEC) on March 14, 2013, which includes audited consolidated financial statements for our 2012, 2011 and 2010 fiscal years. There have been no material changes to the critical accounting estimates disclosed in the 2012 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 2013 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 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.**

Our management, with the participation of our Chief Executive Bear and Chief Operations and Financial Bear, has evaluated the effectiveness of our 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 and procedures are designed to ensure that information required to be disclosed by us in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to management, including our certifying officers, as appropriate to allow timely decisions regarding required disclosure. Based on the foregoing evaluation, our management, including the Chief Executive Bear and Chief Operations and Financial Bear, concluded that our disclosure controls and procedures were effective as of March 30, 2013, 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 our 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 material changes to our Risk Factors as disclosed in our Annual Report on Form 10-K for the year ended December 29, 2012 as filed with the SEC on March 14, 2013.

**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 <sup>(1)</sup>	(b) Average Price Paid Per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plan or Program <sup>(2)</sup>	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plan or Program
Dec. 30, 2013 – Jan. 26, 2013	60	\$ 4.22	—	\$ 7,364,562
Jan. 27, 2013 – Feb. 23, 2013	8	\$ 4.19	—	\$ 7,364,562
Feb. 24, 2013 – Mar. 30, 2013	114,963	\$ 5.29	—	\$ 7,364,562
<b>Total</b>	<b>115,031</b>	<b>\$ 5.29</b>	<b>—</b>	

- (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 at the closing trading price of our common stock on the date the relevant transaction occurs.
- (2) On February 28, 2013, we announced the further extension of our \$50 million share repurchase program of our outstanding common stock until March 31, 2014. 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	Retirement, Separation Agreement and General Release by and between Maxine Clark and Build-A-Bear Workshop, Inc., dated January 28, 2013 (incorporated by reference from Exhibit 10.1 to our Current Report on Form 8-K, filed on January 31, 2013)
10.2	Consulting Agreement by and between Maxine Clark and Build-A-Bear Workshop, Inc., dated January 28, 2013 (incorporated by reference from Exhibit 10.2 to our Current Report on Form 8-K, filed on January 31, 2013)
10.3	Twelfth Amendment to Loan Documents between Build-A-Bear Workshop, Inc., Build-A-Bear Workshop Franchise Holdings, Inc., Build-A-Bear Entertainment, LLC, Build-A-Bear Retail Management, Inc., as Borrowers, and U.S. Bank National Association, as Lender, entered into effective as of February 13, 2013 (incorporated by reference from Exhibit 10.1 to our Current Report on Form 8-K, filed on February 14, 2013)
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)
101.INS	XBRL Instance
101.SCH	XBRL Extension Schema
101.CAL	XBRL Extension Calculation
101.DEF	XBRL Extension Definition
101.LAB	XBRL Extension Label
101.PRE	XBRL Extension Presentation

## 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 9, 2013

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

By: /s/ Maxine Clark  
Maxine Clark  
Chief Executive Bear  
(on behalf of the registrant and as principal executive officer)

By: /s/ Tina Klocke  
Tina Klocke  
Chief Operations and Financial Bear, Treasurer and Secretary  
(on behalf of the registrant and as principal financial officer)

**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

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Maxine Clark  
Chief Executive Bear  
Build-A-Bear Workshop, Inc.  
(Principal Executive Officer)

Date: May 9, 2013

**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

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

Date: May 9, 2013

**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 March 30, 2013 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

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Maxine Clark

*Chief Executive Bear*

*Build-A-Bear Workshop, Inc.*

*(Principal Executive Officer)*

Date: May 9, 2013

**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 March 30, 2013 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

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Tina Klocke

*Chief Operations and Financial Bear, Treasurer and  
Secretary*

*Build-A-Bear Workshop, Inc.  
(Principal Financial Officer)*

Date: May 9, 2013