



**BUILD-A-BEAR WORKSHOP, INC.**

**THIRD Amended and Restated 2004 Stock Incentive Plan**

(Full title of the plan)

**Sharon John**

**Chief Executive Officer and Chief President Bear**

**Build-A-Bear Workshop®**

**1954 Innerbelt Business Center Dr.**

**St. Louis, Missouri 63114**

(Name and address of agent for service)

**(314) 423-8000**

(Telephone number, including area code, of agent for service)

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per	Proposed maximum aggregate offering price(1)	Amount of registration fee(2)
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share(1)

Common stock, par value \$0.01 per share	1,003,673 shares	\$13.52	\$13,569,658.96	\$1,747.77
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(1) Average of the high and low trading prices on the New York Stock Exchange on May 8, 2014, a date within five business days prior to the date of filing of this Registration Statement.

(2) Because the exercise price of the stock options issuable under the plan is not currently known, the registration fee is calculated pursuant to Rules 457(c) and 457(h).

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein.

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## EXPLANATORY NOTE

On October 27, 2004, Build-A-Bear Workshop, Inc. (the “Registrant”) filed a Registration Statement on Form S-8 (File No. 333-120012) (the “Initial Registration Statement”) which registered 2,074,383 shares of the Registrant’s common stock, \$0.01 par value (the “Common Stock”) reserved for issuance under the 2004 Stock Incentive Plan (the “Plan”). On October 29, 2004, the Registrant filed a post-effective amendment to the Initial Registration Statement (File No. 333-120021) (the “Post-Effective Amendment”) to incorporate additional documents by reference in connection with the Registrant’s initial public offering. On May 18, 2009, the Registrant filed a Registration Statement on Form S-8 (File No. 333-159313) (the “2009 Registration Statement”) which registered an additional 2,236,977 shares of the Registrant’s Common Stock, authorized for issuance under the Plan as amended.

At the Registrant’s 2014 Annual Meeting of Stockholders on May 8, 2014, the Registrant’s shareholders approved and adopted an amendment to the Plan to increase the number of shares authorized for issuance under the Plan. By this Registration Statement, the Registrant hereby registers an additional 1,003,673 shares of the Registrant’s Common Stock, authorized for issuance under the Plan as amended. In accordance with General Instruction E of Form S-8, the contents of the Initial Registration Statement, the Post-Effective Amendment, and the 2009 Registration Statement are hereby incorporated by reference into this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### **Item 3. Incorporation of Documents by Reference.**

The following documents previously filed by the Registrant with the Securities and Exchange Commission (“Commission”) are hereby incorporated by reference into this Registration Statement and made a part hereof:

(a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 28, 2013, and the portions of Registrant’s Definitive Proxy Statement on Schedule 14A filed with the Commission on April 4, 2014 incorporated by reference into such Annual Report.

(b) The Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 29, 2014.

(c) The Registrant's Current Reports on Form 8-K, filed on January 23, 2014, February 24, 2014, March 24, 2014 and May 12, 2014.

(d) All other reports filed by the Registrant or the Plan pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") since the end of the fiscal year covered by the Registrant document referred to in (a) above.

(e) The description of the Registrant's Common Stock, which is contained in the Registration Statement on Form 8-A (File No. 001-32320) filed with the Commission on October 13, 2004.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained herein or in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

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**Item 8. Exhibits.**

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of St. Louis, State of Missouri, on May 8, 2014.

BUILD-A-BEAR WORKSHOP, INC.

(Registrant)

By: /s/ Sharon John  
Sharon John  
Chief Executive Officer and Chief President Bear

(Principal Executive Officer)

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

(Principal Financial Officer)

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Sharon John and Tina Klocke, or either of them singly, his or her true and lawful attorneys-in-fact and agents, with full powers of substitution and re-substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, hereby granting unto said attorneys-in-fact and agents, and either of them singly, full power and authority to do and perform each and every act and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them singly, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Mary Lou Fiala Mary Lou Fiala	Non-Executive Chairman of the Board	May 8, 2014
/s/ Maxine Clark Maxine Clark	Director	May 8, 2014
/s/ James M. Gould James M. Gould	Director	May 8, 2014
/s/ Sharon John Sharon John	Director	May 8, 2014
/s/ Braden Leonard Braden Leonard	Director	May 8, 2014
/s/ Coleman Peterson Coleman Peterson	Director	May 8, 2014
/s/ Thomas Pinnau Thomas Pinnau	Director	May 8, 2014
/s/ Michael Shaffer Michael Shaffer	Director	May 9, 2014

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**INDEX TO EXHIBITS**

**Exhibit**      **Description**

5.1 Opinion of Armstrong Teasdale LLP

23.1 Consent of Armstrong Teasdale LLP (incorporated in Exhibit 5.1)

23.2 Consent of Ernst & Young LLP

24.1 Power of Attorney (see Signature Page)

99.1      Build-A-Bear Workshop, Inc. Third Amended and Restated 2004 Stock Incentive Plan