

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 12, 2018

Build-A-Bear Workshop, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-32320

(Commission
File Number)

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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On February 12, 2018, Mr. Robert L. Dixon, Jr. was elected to the board of directors (the “Board”) of Build-A-Bear Workshop, Inc. (the “Company”) by the Board. Mr. Dixon will serve as a Class II director and his term will expire at the 2018 annual meeting of stockholders of the Company. With the appointment of Mr. Dixon, the Board now includes eight members, seven of whom are deemed independent by the Board under New York Stock Exchange rules and other applicable regulations. Coleman Peterson announced his retirement from the Board and that he will not stand for re-election. Accordingly, the size of the Board will be reduced to seven members effective at the time of the expiration of Mr. Peterson’s term at the Company’s annual meeting of stockholders in May 2018.

There is no arrangement or understanding between Mr. Dixon and any other person pursuant to which Mr. Dixon was elected as a director. Mr. Dixon was determined to be independent by the Board and will serve as member of the Board’s Audit Committee and as a member of the Board’s Nominating and Corporate Governance Committee (the “Compensation Committee”).

In addition, in connection with his election to the Board and in accordance with the Company’s non-employee director compensation policies, the Compensation and Development Committee approved an award to Mr. Dixon of 2,310 shares of restricted stock under the Company’s 2107 Omnibus Incentive Plan. Pursuant to his restricted stock award agreement, the shares will vest May 11, 2018, subject to their continued service on the Board. His ongoing annual compensation will be consistent with that provided to the Company’s other non-employee directors, as described in the Company’s most recent proxy statement filed with the Securities and Exchange Commission (the “SEC”).

The Company is not aware of any transactions, proposed transactions, or series of either to which the Company or any of its subsidiaries was or is to be a party, in which the amount involved exceeds \$120,000 and in which Mr. Dixon had, or will have, a direct or indirect material interest.

Item 8.01 Other Events.

On February 14, 2018, the Company issued a press release announcing the election of Mr. Dixon to the Board, a copy of which is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number Description of Exhibit

[99.1](#) [Press release dated as of February 14, 2018.](#)

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 hereunto duly authorized.

BUILD-A-BEAR WORKSHOP, INC.

Date: February 14, 2018

By: /s/ Eric Fencil
Name: Eric Fencil
Title: Chief Administrative Officer,
General Counsel and Secretary

Build-A-Bear Workshop, Inc. Names Robert L. Dixon, Jr. to Board of Directors

ST. LOUIS--(BUSINESS WIRE)--February 14, 2018--Build-A-Bear Workshop, Inc. (NYSE: BBW) announced today that Robert L. Dixon, Jr. has been appointed to the Company's board of directors.

Mr. Dixon has been the owner of The RD Factor, Inc., a digital and information technology consulting business, since December 2016. Mr. Dixon served as Global Chief Information Officer and Senior Vice President of PepsiCo, Inc., a publicly traded global food and beverage company, from November 2007 until April 2016 and as Senior Vice President until December 2016. Prior to joining PepsiCo, Mr. Dixon held various positions with The Procter & Gamble Company, a publicly traded consumer household products company, since 1977, including Vice President of Global Business Services from 2005 until 2007. Mr. Dixon serves on the Board of Directors of Anthem, Inc., a publicly traded health benefits company, the Georgia Institute of Technology College of Engineering Advisory Board, and the President's Advisory Board of the Georgia Institute of Technology. He previously served on the CIO Advisory Board for International Business Machines Corp.

"We are thrilled that Robert is joining our board of directors, concluding a lengthy selection process directed by our Nominating and Corporate Governance Committee with assistance from Russell Reynolds Associates. With the addition of Robert following other recent director appointments, we believe that we have enhanced the strength of our board of directors. Robert gained extensive technology experience and significant marketing experience through senior positions at two large public companies. He also has highly relevant corporate governance experience as a result of his service on the board of directors of another publicly traded company," said Craig Leavitt, non-executive chairman of the board, Build-A-Bear Workshop.

"With his background, we believe that Robert will make an immediate contribution to our success as we continue to execute our stated strategy that is focused on transforming our operating model to capitalize on changing consumer shopping patterns while diversifying and growing revenue streams that leverage the power of the Build-A-Bear brand," said Sharon Price John, president and chief executive officer, Build-A-Bear Workshop.

About Build-A-Bear

Build-A-Bear is a global brand kids love and parents trust that seeks to add a little more heart to life. Build-A-Bear Workshop has over 450 stores worldwide where guests can create customizable furry friends, including corporately-managed stores in the United States, Canada, China, Denmark, Ireland, Puerto Rico, and the United Kingdom, and franchise stores in Africa, Asia, Australia, Europe, Mexico and the Middle East. The company was named to the FORTUNE 100 Best Companies to Work For[®] list for the ninth year in a row in 2017. Build-A-Bear Workshop, Inc. (NYSE:BBW) posted a total revenue of \$364.2 million in fiscal 2016. For more information, visit the Investor Relations section of buildabear.com.

CONTACT:

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