SEC Form 4
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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

FORM 4

## 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

1. Name and Address of Reporting Person*				Issuer Name <b>and</b> Ticke					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
John Sharon	<u>Price</u>						<u>/////////////////////////////////////</u>	<u><u> </u></u>	''   X	Director	10% 0	Dwner		
(Last)	(First)	(Middle)							X	Officer (give title below)	Other below	(specify )		
C/O BUILD-A	. ,		Date of Earliest Transa 0/07/2021	action (N	/onth/	Day/Year)		President and CEO						
415 SOUTH 18	8TH STREET		L											
(Ctract)				4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) ST. LOUIS MO 63103									X	Form filed by One	e Reporting Pers	on		
								Form filed by Mor Person	More than One Reporting					
(City)	(State)	(Zip)												
		Table I - No	on-Derivativ	ve Securities Acc	quired	, Dis	posed of,	or Ber	neficially	Owned				
1. Title of Security	y (Instr. 3)	Table I - No	2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date,	3. Transa Code ( 8)	ction	4. Securities Disposed Of	Acquired	(A) or	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
1. Title of Security	y (Instr. 3)	Table I - No	2. Transaction Date	2A. Deemed Execution Date, if any	3. Transa Code (	ction	4. Securities	Acquired	(A) or	5. Amount of Securities Beneficially	Form: Direct (D) or Indirect	Indirect Beneficial		
1. Title of Security Common Stock		Table I - No	2. Transaction Date	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)	ction Instr.	4. Securities Disposed Of	Acquired (D) (Instr.	(A) or 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect	Indirect Beneficial Ownership		
	· · · ·	Table I - No	2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8) Code	ction Instr.	4. Securities Disposed Of Amount	Acquired (D) (Instr. (A) or (D)	(A) or 3, 4 and 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership		
Common Stock	: : :	Table I - No	2. Transaction Date (Month/Day/Yea 10/07/2021	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8) Code M <sup>(1)</sup>	ction Instr.	4. Securities Disposed Of Amount 72,564	Acquired (D) (Instr. (A) or (D) A	(A) or 3, 4 and 5) Price \$6.56	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 637,177	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership		

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

**M**<sup>(1)</sup>

**S**<sup>(1)</sup>

2,993

2,993

A

D

\$<mark>8.6</mark>

\$16.22<sup>(4)</sup>

567,606

564,613(5)

D

D

10/11/2021

10/11/2021

(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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$6.56	10/07/2021		<b>M</b> <sup>(1)</sup>			72,564	06/03/2013 <sup>(6)</sup>	06/03/2023	Common Stock	72,564	\$0	226,443	D	
Employee Stock Option (Right to Buy)	\$8.6	10/08/2021		<b>M</b> <sup>(1)</sup>			21,974	03/15/2020 <sup>(7)</sup>	03/15/2023	Common Stock	21,974	\$0	204,469	D	
Employee Stock Option (Right to Buy)	\$8.6	10/11/2021		<b>M</b> <sup>(1)</sup>			2,993	03/15/2020 <sup>(7)</sup>	03/15/2023	Common Stock	2,993	\$0	201,476	D	

## Explanation of Responses:

Common Stock

Common Stock

1. The transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

2. The reporting price is the weighted average sale price per share for 59 transactions in which the sale prices range from \$16.39 to \$17.01 per share. The Reporting Person undertakes to provide full information regarding the number of shares sold at each separate sale price upon request of the Securities and Exchange Commission staff, the issuer or any security holder of the issuer.

3. The reporting price is the weighted average sale price per share for 27 transactions in which the sale prices range from \$16.65 to \$16.92 per share. The Reporting Person undertakes to provide full information regarding the number of shares sold at each separate sale price upon request of the Securities and Exchange Commission staff, the issuer or any security holder of the issuer.

4. The reporting price is the weighted average sale price per share for 19 transactions in which the sale prices range from \$16.00 to \$16.56 per share. The Reporting Person undertakes to provide full information regarding the number of shares sold at each separate sale price upon request of the Securities and Exchange Commission staff, the issuer or any security holder of the issuer.

5. After giving effect to the transactions reported in this Form 4, Ms. John directly owns 397,238 shares of common stock and 167,375 of restricted stock of Build-A-Bear Workshop, Inc. In addition, Ms. John holds vested options to purchase 201,476 shares of Build-A-Bear Workshop, Inc.'s common stock.

6. The options vested in equal annual installments over four years from the date of the grant.

7. The options vested on March 15, 2020.

Remarks:

<u>/s/ Eric R. Fencl, attorney-in-fact for Sharon Price John</u>

10/11/2021

\*\* 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.

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