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) June 13, 2006

## Build-A-Bear Workshop, Inc.

(Exact Name of Registrant as Specified in Its Charter)

| Delaware | 001-32320 | 43-1883836 |
|---|---|---|
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| 1954 Innerbelt Business Center Drive<br>St. Louis, Missouri | 63114 |
|---|---|
| (Address of Principal Executive Offices) | (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):

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

Item 7.01. Regulation FD Disclosure.

Build-A-Bear Workshop, Inc. (the "Company") has prepared a slide presentation for use in connection with an investor conference and meetings held on June 13, 2006. The presentation includes, among other things, information regarding Company background, growth strategies, store economic model, strategic initiatives, including the U.K. acquisition and Ohio distribution center, and marketing and brand building programs. A copy of the investor presentation is furnished as Exhibit 99.1 hereto and is incorporated by reference herein. The description of the investor presentation contained herein is qualified in its entirety by the full text of such exhibit.

The investor presentation will also be posted on the Company's investor relations website located at http://ir.buildabear.com in the Presentations section, although the Company reserves the right to discontinue its availability at any time.

The information in the investor presentation may only be accurate as of the date hereof and is subject to change. The Company does not undertake any plan or obligation to update the presentation, even though its situation may change in the future.

On June 13, 2006, the Company issued a press release announcing its presentation at the investor conference. A copy of the press release is furnished as Exhibit 99.2 hereto and is incorporated by reference herein. This description of the press release contained herein is qualified in its entirety by the full text of such exhibit.

The information contained in this Current Report on Form 8-K and the exhibits attached hereto shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information or such exhibits be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. The information set forth in or exhibits to this Form 8-K shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description of Exhibit |
|---|---|
| 99.1 | Investor Presentation dated June 13, 2006 |
| 99.2 | Press Release dated June 13, 2006 |

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: June 13, 2006

By: /s/ Tina Klocke

Name: Tina Klocke
Title: Chief Financial Bear, Secretary and Treasurer

EXHIBIT INDEX

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BUILD-A-BEAR WORKSHOP®

# Credit Suisse
# Consumer and Retail Conference

June 13, 2006
New York City


Maxine Clark
Chairman & Chief
Executive Bear

Barry Erdos
President & Chief
Operating Officer Bear


***NOTE: Earnings guidance was reaffirmed as of April 27, 2006 and is not being updated or re-affirmed in this presentation.***

# The Bear Facts

Bearemy®, our huggable mascot

This presentation contains "forward-looking statements" (within the meaning of the federal securities laws) which represent the Build-A-Bear Workshop's expectations or beliefs with respect to future events. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those anticipated. Those factors include, without limitation: we may not realize some of the expected benefits of the acquisition of Amsbra and The Bear Factory; we may be unable to construct and/or effectively run our own warehouse and distribution center; we may be unable to generate comparable store sales growth; our marketing initiatives may not generate sufficient brand awareness and sales; we may be unable to effectively manage our international franchises or comply with changing laws relating thereto; we may be unable to generate demand for our retail experience, or to respond to consumer preferences; customer mall traffic may decrease, as a result of various factors, including a reduction of consumer confidence because of terrorism or war; general economic conditions may worsen; our market share could be adversely affected by competitors; we may lose key personnel, or be unable to hire qualified additional personnel; vendor deliveries may be disrupted; the availability and costs of our products could be impacted by international manufacturing and trade issues; our warehousing and distribution vendors may perform poorly; we may fail to protect our intellectual property and may have infringement, misappropriation or other disputes or litigation with third parties; we may be unable to open new stores, renew or replace our store leases, enter into leases for new stores on favorable terms, or continue to comply with our current leases; we may experience communications or information systems failures; we may suffer negative publicity or be sued due to alleged violations of labor laws, employee regulations or unethical practices, either by the Company or its merchandise manufacturers; and we may violate or be accused of violating privacy or security laws by reason of improperly obtaining or failing to adequately protect Guest information. These and other applicable risks, cautionary statements and factors that could cause actual results to differ from the Company's forward-looking statements are included in the Company's filings with the SEC, including as described in the Company's annual report on Form 10-K for the fiscal year ended December 31, 2005. The Company undertakes no obligation to update or revise any forward- looking statements to reflect subsequent events or circumstances even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

Build-A-Bear Workshop® , Bearemy®, Where Best Friends are Made® and other trademarks, services marks, and trade names used in our business are owned by Build-A-Bear Workshop Inc. and/or its affiliated companies. This document also refers to certain trademarks and trade names of our licensors and third parties, which other trademarks and trade names are the property of their respective owners.

See Corporate Disclosure Policy for additional guidelines on disclosure practices.

# Agenda

- Build-A-Bear Workshop background
- Growth strategies
- Strategic initiatives
  - UK acquisition
  - Ohio distribution center
- Marketing and brand building

# UK Acquisition -- The Bear Factory and Amsbra, Ltd.

- Acquisition complete on April 3, 2006 -- Integration on schedule
- Conversion of Bear Factory stores to Build-A-Bear Workshop stores underway – fifth store converted and reopened in Grosvenor Centre, Chester, England
- Convert Bear Factory stores to BBW stores by holiday 2006; open 3 to 5 new stores in the U.K. each year, 70 to 75 store market potential
- Acquisition and integration will reduce F06 earnings by approximately $0.10 to $0.13
- Bulk of dilution will take place in the second and third quarters, with accretion expected in the fourth quarter
- Leveraging merchandising, marketing, store operations and information systems expertise

# Highly Profitable and Growing Retail-Entertainment Brand

# Build-A-Bear Workshop Overview

- Global leader in interactive retail
  - First store opened 1997
  - Over 240 stores in North America, Canada and UK
  - Stores opened or scheduled to open in 15 international countries
- Nearly 39 million furry friends sold
- More than a toy store – building a powerful entertainment brand with numerous growth opportunities
- Broad demographic appeal to loyal Guests

# A Unique Retail-Entertainment Experience

| Conventional Retail | | Build-A-Bear Workshop |
|---|---|---|
| • Merchandise driven – sell the brand, item, or price | VS | • Sells the brand experience |
| • Traditional display techniques | | • Highly interactive theme park techniques |
| • Appeals to a particular demographic | | • Appeals to a broad demographic |
| • Sales driven through markdowns and promotion | | • Marketing builds the brand and drives sales |

# Our Associates ARE the Experience

**Approximately 80% of returning Guests plan their visit to our store in advance**

**92% of Guests rated their overall experience the highest or second highest rating**

# Our Products are the Other Half of the Formula

**The Latest Trends and Partnerships with Powerful Brands**

**Fashion**

**Entertainment**

**Sports**

- Offer a well-coordinated fashion merchandise selection of less than 450 SKUs per store
- Talented in-house product development team
  - Tracks cultural and fashion trends
  - Disciplined test and reorder methodology
  - Cub Advisory Board regularly gives input on new products
- Relationships with strategic brands
- Beary Limited™ edition animals encourage collectibility

## NEW Friends Joining Us This Summer!

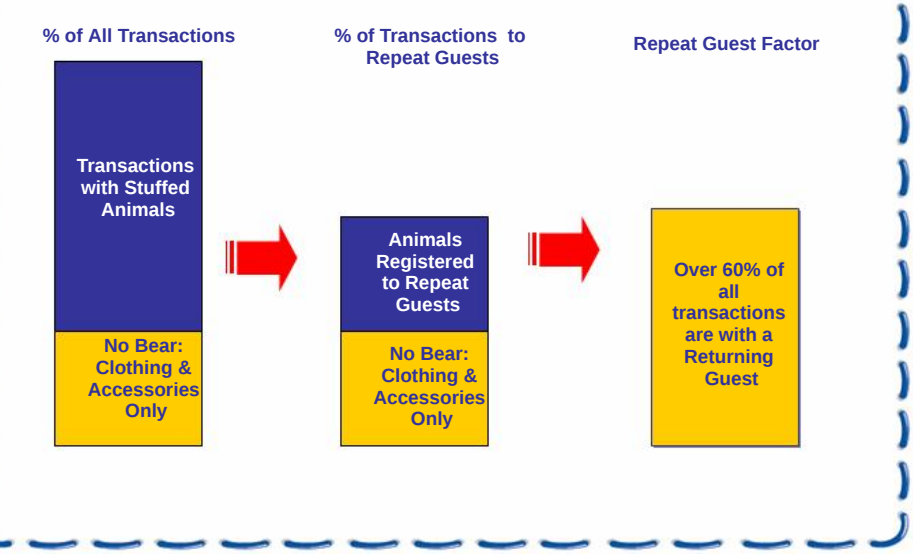
# Destination Location With Broad Appeal

- Primary target is families with children typically age 3 to 12

- Other Guest segments include:
  - Grandparents, aunts and uncles shopping for kids
  - Teen girls 13-17 who bring along boyfriends
  - Child-centric organizations
  - Leisure travelers
  - Special interest collectors

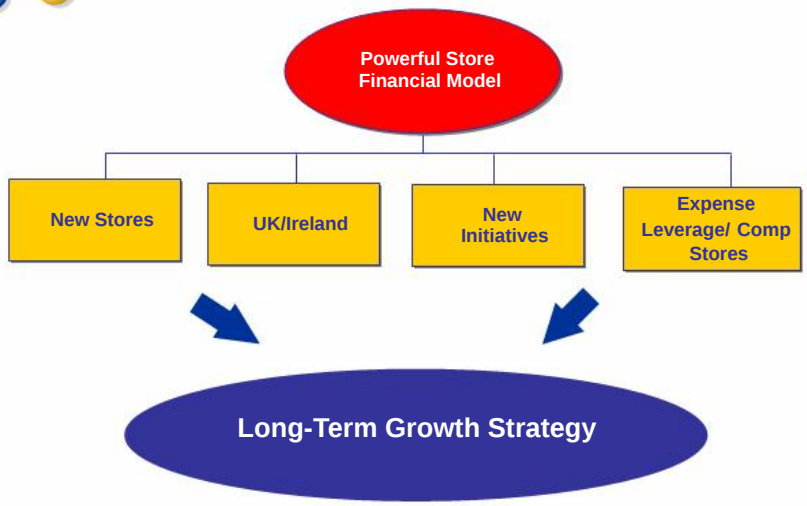
- 75% girls/25% boys. Avg age of bear owners is 10 years old.

# Our Guests Come Back

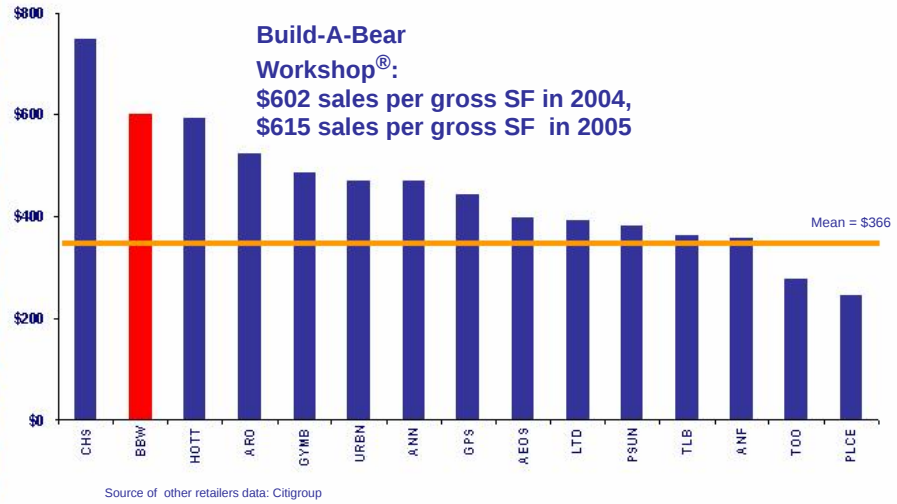


Still Growing Strong

# Numerous growth opportunities



# A Highly Productive Store Model




**Build-A-Bear Workshop®: $602 sales per gross SF in 2004, $615 sales per gross SF in 2005**

Source of other retailers data: Citigroup

# Superior Store Economic Model

- Stores are profitable in first 12 months
- Retail sales per gross square foot of $615 in 2005.
- Strong gross profit margins
- Store SG&A expense includes approx. 7.5% to 8% marketing expense and 14% to 15% store payroll expense (% of total revenues)
- Investment per store averaged approx. $0.6 million in 2005

*Note: This store economic model description excludes the pending impact of The Bear Factory and Amsbra, Ltd. acquisition.*

# New Store Growth

Approx. 30 new stores in 2006; about 80% in new markets and 20% in existing markets

New stores open with very strong sales, typically above the chain-wide average of $615 per square foot.

Expansion plans include both new and existing markets

Flexible store model works in a variety of locations and geographies

New site criteria based on forecasting model and demographic variables

Estimated market potential of approx. 350 Build-A-Bear Workshop stores in the U.S. and Canada

## Bigger and Better Than Ever…

Our stores in Manhattan and the Mall of America are building the Build-A-Bear Workshop brand

# Grow International Franchises

- Currently have master franchise agreements in 15 countries
- 19 stores at year end 2005 (Ex. UK)
  - Plan to open up to 20 stores in 2006
  - Potential of approx. 300 stores
- Strict control of franchisee format and operations
- Goal is to have well-capitalized franchisees with retail and/or real estate expertise

# Licensed Product Growth

- In 2006, focus on approximately 20 core licensing partners
- Agreements with leading manufacturers to use our brand to develop products for retailers including:
  - Kids' footwear from Elan-Polo
  - Baskets and treats from Houston Harvest
  - Gift books from Hylas Publishing
  - Craft books from Silver Dolphin Publishing
  - Greeting cards and stationery from Peaceable Kingdom Press

# Develop New Experiential Retail Concepts

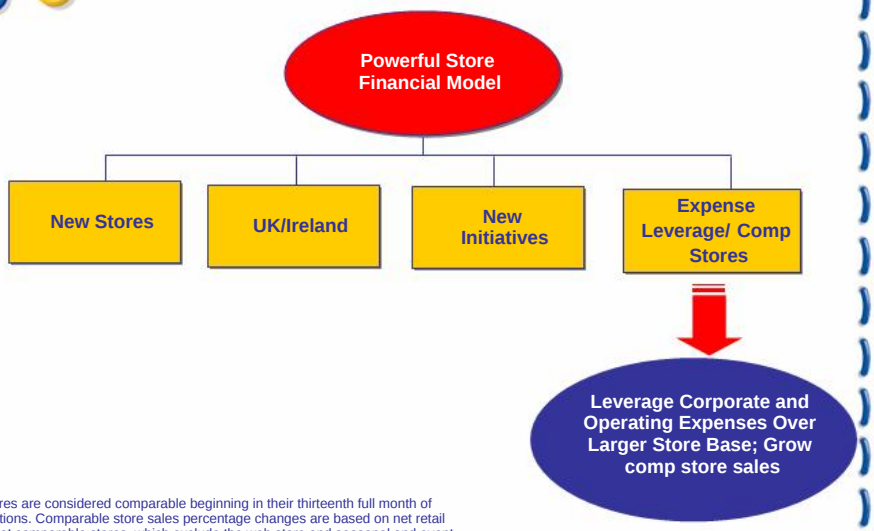
- Leverage core competencies in entertainment and family-oriented retailing
- Expect to open approx. 5 **friends 2B made®** stores in 2006
- Build-A-Dino™ located within the T-Rex™ Cafe at The Legends at Village West, Kansas City to open this summer

**Where Best Friendosaurs Are Made™**

**2004 Chain Store Age design competition: Retail Store of the Year: Exterior (Mall)**

The Mall at Robinson, Pittsburgh, PA

# Sales/Expense Leverage




(1)Stores are considered comparable beginning in their thirteenth full month of operations. Comparable store sales percentage changes are based on net retail sales at comparable stores, which exclude the web store and seasonal and event-based locations.

STATEGIC INITIATIVES

--UK acquisition integration

--Ohio distribution center

# UK Acquisition

- Expect to rebrand and convert approximately 25 Bear Factory stores.
- Five stores converted so far; store conversion process began in May; expect to complete in time for 2006 holiday season
- During conversion process, stores being converted are closed for approx. 22 days
- Bulk of store conversions in second and third quarters
- Dilution to earnings primarily weighted in the second and third quarters due to expenses and loss of revenue from store closures primarily in these periods

## The Bear Factory Before…

## And Now….The Oracle, Reading, England

Leveraging Merchandise Development
and Marketing Expertise

# Ohio Distribution Center

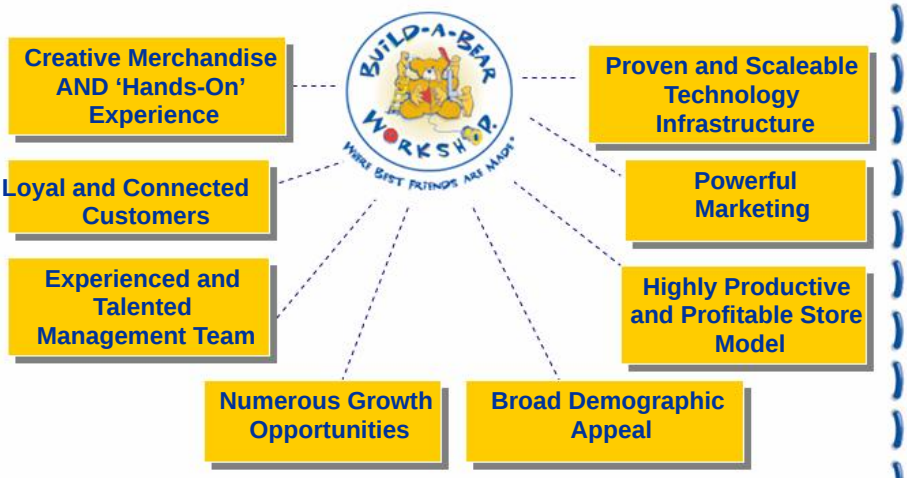
- Operational in September 2006 – construction, systems development remain on schedule
- Key personnel in place – warehouse manager and warehouse systems administrator
- Benefits include – increased speed to market, improved inventory control and enhanced operating efficiencies
- Building block for future growth of Build-A-Bear Workshop® and friends 2B made®

Marketing

# Marketing

Marketing Strategy
Direct Mail & E mail
TV Advertising
Web
Partners
Store Events
PR
Mobile
Tourism
Improved Sales, Brand Awareness, and Profits

# Highly Profitable and Growing Retail-Entertainment Brand



*Questions*

**Exhibit 99.2**

FOR IMMEDIATE RELEASE

**Contact:**
Investors: Molly Salky, 314.423.8000 x5353
Media: Jill Saunders, 314.423.8000 x5293

**BUILD-A-BEAR WORKSHOP, INC. PRESENTS**
**AT CREDIT SUISSE CONSUMER AND RETAIL CONFERENCE**

ST. LOUIS – June 13, 2006 – Build-A-Bear Workshop, Inc. (NYSE: BBW), an interactive, entertainment retailer of customized stuffed animals, today participated in the Credit Suisse Consumer and Retail investor conference. Maxine Clark, the company's chairman and chief executive bear, Barry Erdos, president and chief operating officer bear, and Tina Klocke, chief financial bear attended the conference.

During the company's prepared remarks management provided an update regarding the Company's U.K. acquisition integration.

"We continue to be pleased with our U.K. acquisition integration progress, which is moving ahead on schedule. Thanks to a great team of associates in the U.K., we completed the conversion of our fifth store yesterday, at Grosvenor Centre in Chester, England, and expect to complete all store conversions in time for the 2006 holiday season," said Maxine Clark. "We also continue to believe that our previously announced target of a $0.10 to $0.13 per share dilution from costs associated with the acquisition and integration remains on track. Because of the progress we are making, and because we are expensing our costs as they are incurred, the bulk of the dilution will take place in the second and third quarters, with accretion expected in our fourth quarter."

Barry Erdos added, "The U.K. acquisition impacts primarily reflect costs associated with rebranding, store conversion, and integration of The Bear Factory stores, as well as, a reduction in franchise fee revenue and lower interest income. The Company expects to rebrand and convert approximately 25 Bear Factory stores. The store conversion process began in May; during the conversion process, stores being converted are closed for approximately 22 days. The dilution to earnings is primarily weighted in the second and third quarter due to the expenses and loss of revenue of store closures and conversions occurring in these quarters."

On April 3, 2006, the company announced that it had completed the acquisition of The Bear Factory Limited, a United Kingdom-based stuffed animal retailer, and the acquisition of Amsbra, Ltd., its franchisee in the U.K.

The acquisition includes 29 Bear Factory stores, 28 in the U.K. and one in Ireland, and 11 Amsbra stores. The Company expects to close approximately four of these stores – two which are overlapping store locations in the Amsbra and Bear Factory portfolios and two which are

concessions within department stores. The Company anticipates opening three to five new Build-A-Bear Workshop stores in the U.K. in 2006. The Company further expects the acquisition to be accretive to earnings per share in fiscal 2007.

**Company Presentation Webcast at the Credit Suisse Consumer and Retail Conference**
The Build-A-Bear Workshop presentation on June 13 at 11:30 a.m. EDT is available via live webcast at http://ir.buildabear.com. Following the live discussion, a replay of the webcast will be available for three months.

**About Build-A-Bear Workshop, Inc.**
Build-A-Bear Workshop, Inc. is the only global company that offers an interactive make-your-own stuffed animal retail-entertainment experience. Founded in St. Louis in 1997, the company currently operates more than 240 stores in the United States, Canada and the United Kingdom. The addition of franchise stores in Europe, Asia and Australia make Build-A-Bear Workshop the leader in interactive retail. In November 2004, the company expanded the make-your-own concept from stuffed animals to dolls with the opening of its first **friends 2B made®** stores, where Guests can make their own doll friends. In April 2006, Build-A-Bear Workshop acquired The Bear Factory Limited and Amsbra, Ltd. adding company-owned stores in the United Kingdom and Ireland. Build-A-Bear Workshop (NYSE: BBW) posted total revenue of $362 million in fiscal 2005. For more information, call 888.560.BEAR (2327) or visit the company's award-winning Web sites at www.buildabear.com and www.friends2bmade.com.

**Forward-Looking Statements**
This press release contains "forward-looking statements" (within the meaning of the federal securities laws) which represent the Build-A-Bear Workshop's expectations or beliefs with respect to future events. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those anticipated. Those factors include, without limitation: we may not realize some of the expected benefits of the acquisition of Amsbra and The Bear Factory; we may be unable to generate comparable store sales growth; our marketing initiatives may not generate sufficient brand awareness and sales; we may be unable to effectively manage our international franchises or comply with changing laws relating thereto; we may be unable to generate demand for our retail experience, or to respond to consumer preferences; customer mall traffic may decrease, as a result of various factors, including a reduction of consumer confidence because of terrorism or war; general economic conditions may worsen; our market share could be adversely affected by competitors; we may lose key personnel, or be unable to hire qualified additional personnel; vendor deliveries may be disrupted; the availability and costs of our products could be impacted by international manufacturing and trade issues; our warehousing and distribution vendors may perform poorly; we may fail to protect our intellectual property and may have infringement, misappropriation or other disputes or litigation with third parties; we may be unable to open new stores, renew or replace our store leases, enter into leases for new stores on favorable terms, or continue to comply with our current leases; we may experience communications or information systems failures; we may suffer negative publicity or be sued due to alleged violations of labor laws, employee regulations or unethical practices, either by the Company or its merchandise manufacturers; and we may violate or be accused of violating privacy or security laws by reason of improperly obtaining or failing to adequately protect Guest information. These and other applicable risks, cautionary statements and factors that could cause actual results to differ from

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