

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 8)¹

Build-A-Bear Workshop, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

120076104
(CUSIP Number)

MR. DAVID L. KANEN
KANEN WEALTH MANAGEMENT, LLC
5850 Coral Ridge Drive, Suite 309
Coral Springs, FL 33076
(631) 863-3100
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 10, 2023
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAME OF REPORTING PERSON PHILOTIMO FUND, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 302,130
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 302,130
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 302,130	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.0%	
14	TYPE OF REPORTING PERSON IA, PN	

1	NAME OF REPORTING PERSON KANEN WEALTH MANAGEMENT, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO; AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION FLORIDA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 859,211
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 859,211
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 859,211	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.8%	
14	TYPE OF REPORTING PERSON IA, OO	

1	NAME OF REPORTING PERSON DAVID L. KANEN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF; OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 738
	8	SHARED VOTING POWER 859,211
	9	SOLE DISPOSITIVE POWER 738
	10	SHARED DISPOSITIVE POWER 859,211
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 859,949	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.8%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON PHILOTIMO FOCUSED GROWTH AND INCOME FUND	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 214,670
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 214,670
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 214,670	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.5%	
14	TYPE OF REPORTING PERSON IA, OO	

This Amendment No. 8 to the Schedule 13D filed by the undersigned (“Amendment No. 8”) is being filed to report additional transactions since and to correct a scrivener’s error as to certain information in the transaction schedule of the Shares beneficially owned by the Reporting Persons in Amendment No. 7. This Amendment No. 8 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by Philotimo were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market transactions. The Shares purchased by PHLOX were purchased with the funds for the accounts of its customers (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market transactions. The Shares purchased by KWM were purchased with the funds for the accounts of its customers (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market transactions. The Shares purchased by Mr. Kanen were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market transactions. The aggregate purchase price of the 342,411 Shares beneficially owned by KWM is approximately \$2,615,232, including brokerage commissions. The aggregate purchase price of the 302,130 Shares beneficially owned by Philotimo is approximately \$1,130,979, including brokerage commissions. The aggregate purchase price of the 214,670 Shares beneficially owned by PHLOX is approximately \$3,154,486, including brokerage commissions. The aggregate purchase price of the 738 Shares beneficially owned by Mr. Kanen is approximately \$4,794, including brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 14,750,444 Shares outstanding, as of December 5, 2022 which is the total number of Shares outstanding as reported in the Issuer’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on December 5, 2023.

A. Philotimo

- (a) As of the close of business on January 10, 2023, Philotimo beneficially owned 302,130 Shares.

Percentage: Approximately 2.0%

- (b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 302,130
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 302,130

- (c) Philotimo has not made any transactions in the Shares since Amendment No. 7.

B. KWM

- (a) As of the close of business on January 10, 2023, KWM directly beneficially owned 342,411 Shares. KWM, as the general partner of Philotimo, may be deemed the beneficial owner of the 302,130 Shares owned by Philotimo. KWM, as the advisor to the fund for PHLOX may be deemed the beneficial owner of the 214,670 Shares owned by PHLOX.

Percentage: Approximately 5.8%

- (b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 859,211
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 859,211
- (c) KWM has not made any transactions in the Shares since Amendment No. 7. The transactions in the Shares on behalf of PHLOX since Amendment No. 7 are set forth in Schedule A and are incorporated herein by reference.

C. Mr. Kanen

- (a) As of the close of business on January 10, 2023, Mr. Kanen directly beneficially owned 738 Shares. Mr. Kanen, as the managing member of KWM, may be deemed the beneficial owner of the (i) 342,411 Shares owned by KWM, (ii) 302,130 Shares owned by Philotimo, and (iii) 214,670 Shares owned by PHLOX.

Percentage: Approximately 5.8%

- (b) 1. Sole power to vote or direct vote: 738
2. Shared power to vote or direct vote: 859,211
3. Sole power to dispose or direct the disposition: 738
4. Shared power to dispose or direct the disposition: 859,211
- (c) Mr. Kanen has not made any transactions in the Shares since Amendment No. 7. The transactions in the Shares on behalf of PHLOX during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

D. PHLOX

- (a) As of the close of business on January 10, 2023, PHLOX beneficially owned 214,670 Shares.

Percentage: 1.5%

- (b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 214,670
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 214,670
- (c) The transactions in the Shares by PHLOX since Amendment No. 7 are set forth in Schedule A and are incorporated herein by reference.

KWM, in its role as investment manager to several customer accounts (collectively, the “**Accounts**”) to which it furnishes investment advice, and Mr. Kanen, as the managing member of KWM, may each be deemed to beneficially own shares of the Issuer’s Shares held in the Accounts.

Each Reporting Person, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 11, 2023

Kanen Wealth Management, LLC

By: /s/ David L. Kanen
Name: David L. Kanen
Title: Managing Member

Philotimo Fund, LP

By: Kanen Wealth Management, LLC, its general partner

By: /s/ David L. Kanen
Name: David L. Kanen
Title: Managing Member

Philotimo Focused Growth and Income Fund

By: Kanen Wealth Management, LLC, its investment adviser

By: /s/ David L. Kanen
Name: David L. Kanen
Title: Managing Member

/s/ David L. Kanen
David L. Kanen

SCHEDULE A**Transactions in the Shares of the Issuer During the Past Sixty Days**

<u>Nature of the Transaction</u>	<u>Amount of Shares Purchased/(Sold)</u>	<u>Price (\$)</u>	<u>Date of Purchase/Sale</u>
<u>PHILOTIMO FOCUSED GROWTH AND INCOME FUND</u>			
Sale of Common Stock	(3,961)	24.5004	01/03/2023
Sale of Common Stock	(24,251)	24.6523	01/04/2023
Sale of Common Stock	(12,777)	24.5442	01/05/2023
Sale of Common Stock	(25,000)	24.7707	01/06/2023
Purchase of Common Stock	21,485	23.4946	01/09/2023
Purchase of Common Stock	6,574	23.4858	01/10/2023