

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended October 3, 2015

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission file number: 001-32320

BUILD-A-BEAR WORKSHOP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

1954 Innerbelt Business Center Drive
St. Louis, Missouri
(Address of Principal Executive Offices)

43-1883836
(IRS Employer
Identification No.)

63114
(Zip Code)

(314) 423-8000
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, 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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 10, 2015, there were 16,385,392, issued and outstanding shares of the registrant's common stock.

BUILD-A-BEAR WORKSHOP, INC.
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PART I-FINANCIAL INFORMATION

Item 1. Financial Statements

BUILD-A-BEAR WORKSHOP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in thousands, except share and per share data)

	<u>October 3, 2015</u>	<u>January 3, 2015</u>	<u>September 27, 2014</u>
	(Unaudited)		(Unaudited)
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 37,146	\$ 65,389	\$ 40,451
Inventories	55,591	51,939	45,712
Receivables	8,053	11,461	10,144
Prepaid expenses and other current assets	16,651	15,611	12,188
Deferred tax assets	1,669	1,378	998
Total current assets	<u>119,110</u>	<u>145,778</u>	<u>109,493</u>
Property and equipment, net of accumulated depreciation of \$183,179; \$185,044 and \$183,841, respectively	60,090	62,766	61,031
Other intangible assets, net	1,211	304	365
Other assets, net	2,893	3,206	3,976
Total Assets	<u><u>\$ 183,304</u></u>	<u><u>\$ 212,054</u></u>	<u><u>\$ 174,865</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities:			
Accounts payable	\$ 29,927	\$ 38,107	\$ 28,369
Accrued expenses	14,197	24,058	13,145
Gift cards and customer deposits	28,048	34,268	25,869
Deferred revenue	2,635	2,654	4,173
Deferred tax liability	-	-	856
Total current liabilities	<u>74,807</u>	<u>99,087</u>	<u>72,412</u>
Deferred franchise revenue	782	945	1,004
Deferred rent	12,327	13,353	13,716
Other liabilities	1,111	1,044	1,367
Stockholders' equity:			
Preferred stock, par value \$0.01, Shares authorized: 15,000,000; No shares issued or outstanding at October 3, 2015, January 3, 2015 and September 27, 2014	-	-	-
Common stock, par value \$0.01, Shares authorized: 50,000,000; Issued and outstanding: 16,871,591; 17,360,635 and 17,383,428 shares, respectively	169	174	174
Additional paid-in capital	59,333	69,362	68,749
Accumulated other comprehensive loss	(9,272)	(8,698)	(7,524)
Retained earnings	44,047	36,787	24,967
Total stockholders' equity	<u>94,277</u>	<u>97,625</u>	<u>86,366</u>
Total Liabilities and Stockholders' Equity	<u><u>\$ 183,304</u></u>	<u><u>\$ 212,054</u></u>	<u><u>\$ 174,865</u></u>

See accompanying notes to condensed consolidated financial statements.

BUILD-A-BEAR WORKSHOP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(Unaudited)

(Dollars in thousands, except share and per share data)

	<u>Thirteen weeks ended</u>		<u>Thirty-nine weeks ended</u>	
	<u>October 3, 2015</u>	<u>September 27, 2014</u>	<u>October 3, 2015</u>	<u>September 27, 2014</u>
Revenues:				
Net retail sales	\$ 84,303	\$ 85,561	\$ 256,246	\$ 257,752
Franchise fees	525	558	1,624	1,716
Commercial revenue	795	542	2,159	1,384
Total revenues	<u>85,623</u>	<u>86,661</u>	<u>260,029</u>	<u>260,852</u>
Costs and expenses:				
Cost of merchandise sold - retail	46,117	48,146	140,288	148,785
Cost of merchandise sold - commercial	551	278	1,093	637
Selling, general and administrative	37,643	36,217	110,815	108,062
Interest expense (income), net	(56)	(38)	(148)	(36)
Total costs and expenses	<u>84,255</u>	<u>84,603</u>	<u>252,048</u>	<u>257,448</u>
Income before income taxes	1,368	2,058	7,981	3,404
Income tax expense	301	238	721	862
Net income	<u>\$ 1,067</u>	<u>\$ 1,820</u>	<u>\$ 7,260</u>	<u>\$ 2,542</u>
Foreign currency translation adjustment	(770)	(1,009)	(574)	(221)
Comprehensive income	<u>\$ 297</u>	<u>\$ 811</u>	<u>\$ 6,686</u>	<u>\$ 2,321</u>
Income per common share:				
Basic	<u>\$ 0.06</u>	<u>\$ 0.10</u>	<u>\$ 0.42</u>	<u>\$ 0.15</u>
Diluted	<u>\$ 0.06</u>	<u>\$ 0.10</u>	<u>\$ 0.42</u>	<u>\$ 0.14</u>
Shares used in computing common per share amounts:				
Basic	16,670,358	16,971,416	16,834,968	16,899,245
Diluted	16,890,722	17,132,206	17,071,591	17,108,910

See accompanying notes to condensed consolidated financial statements.

BUILD-A-BEAR WORKSHOP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(Dollars in thousands)

	Thirty-nine weeks ended	
	October 3, 2015	September 27, 2014
Cash flows from operating activities:		
Net income	\$ 7,260	\$ 2,542
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	12,262	13,385
Stock-based compensation	1,533	1,619
Deferred taxes	40	(924)
Impairment of store assets	296	433
Provision for doubtful accounts	14	740
Trade credit utilization	185	460
Loss on disposal of property and equipment	199	64
Change in assets and liabilities:		
Inventories	(3,877)	4,397
Receivables	3,317	3,615
Prepaid expenses and other assets	(768)	180
Accounts payable and accrued expenses	(16,662)	(8,162)
Lease related liabilities	(1,018)	(5,653)
Gift cards and customer deposits	(5,302)	(7,904)
Deferred revenue	(176)	(407)
Net cash (used in) provided by operating activities	<u>(2,697)</u>	<u>4,385</u>
Cash flows from investing activities:		
Purchases of property and equipment	(11,645)	(5,604)
Purchases of other assets and other intangible assets	(1,219)	(77)
Purchases of short term investments	(1,551)	(899)
Proceeds from sale or maturity of short term investments	793	-
Cash used in investing activities	<u>(13,622)</u>	<u>(6,580)</u>
Cash flows from financing activities:		
Proceeds from the exercise of employee stock options, net of withholding tax payments	(479)	1,253
Purchases of Company's common stock	(11,084)	(3,220)
Net cash used in financing activities	<u>(11,563)</u>	<u>(1,967)</u>
Effect of exchange rates on cash	(361)	(52)
Net decrease in cash and cash equivalents	(28,243)	(4,214)
Cash and cash equivalents, beginning of period	65,389	44,665
Cash and cash equivalents, end of period	<u>\$ 37,146</u>	<u>\$ 40,451</u>

See accompanying notes to condensed consolidated financial statements.

Notes to Condensed Consolidated Financial Statements

1. Basis of Presentation

The condensed consolidated financial statements included herein are unaudited and have been prepared by Build-A-Bear Workshop, Inc. and its subsidiaries (collectively, the Company) pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP) have been condensed or omitted pursuant to such rules and regulations. The condensed consolidated balance sheet of the Company as of January 3, 2015 was derived from the Company's audited consolidated balance sheet as of that date. All other condensed consolidated financial statements contained herein are unaudited and reflect all adjustments which are, in the opinion of management, necessary to summarize fairly the financial position of the Company and the results of the Company's operations and cash flows for the periods presented. All of these adjustments are of a normal recurring nature. All significant intercompany balances and transactions have been eliminated in consolidation. Because of the seasonal nature of the Company's operations, results of operations of any single reporting period should not be considered as indicative of results for a full year. These condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the fiscal year ended January 3, 2015, which were included in the Company's annual report on Form 10-K filed with the SEC on March 19, 2015.

Reclassifications of prior year amounts related to the presentation of cost of merchandise sold in the statement of operations and the provision for doubtful accounts in the statement of cash flows have been made to conform to current year presentation, with no impact to net income (loss) or net cash used in operating activities in any period.

2. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist of the following (in thousands):

	October 3, 2015	January 3, 2015	September 27, 2014
Prepaid rent	\$ 8,328	\$ 7,848	\$ 4,044
Short-term investment	1,512	1,121	899
Other	6,811	6,642	7,245
	<u>\$ 16,651</u>	<u>\$ 15,611</u>	<u>\$ 12,188</u>

3. Accrued Expenses

Accrued expenses consist of the following (in thousands):

	October 3, 2015	January 3, 2015	September 27, 2014
Accrued wages, bonuses and related expenses	\$ 7,376	\$ 11,858	\$ 6,511
Sales tax payable	2,375	7,694	3,149
Accrued rent and related expenses	3,819	3,365	3,294
Current income taxes payable	627	1,141	191
	<u>\$ 14,197</u>	<u>\$ 24,058</u>	<u>\$ 13,145</u>

4. Stock-based Compensation

The following table is a summary of the balances and activity for restricted stock and stock options for the thirty-nine weeks ended October 3, 2015:

	Restricted Stock	Options
Outstanding, January 3, 2015	419,679	714,451
Granted	106,278	71,517
Vested	204,741	—
Exercised	—	150,409
Forfeited	42,497	19,954
Canceled or expired	—	39,200
Outstanding, October 3, 2015	<u>278,719</u>	<u>576,405</u>

For the thirteen and thirty-nine weeks ended October 3, 2015, selling, general and administrative expenses includes \$0.6 million and \$1.5 million, respectively, of stock-based compensation expense. For the thirteen and thirty-nine weeks ended September 27, 2014 selling, general and administrative expenses includes \$0.4 million and \$1.6 million, respectively, of stock-based compensation expense. As of October 3, 2015, there was \$3.7 million of total unrecognized compensation expense related to nonvested restricted stock and option awards which is expected to be recognized over a weighted-average period of 1.4 years.

The total fair value of shares vested during the thirty-nine weeks ended October 3, 2015 and September 27, 2014 was \$4.0 million and \$3.6 million, respectively.

5. Income Taxes

The effective tax rate was 22.0% and 9.0% for the thirteen and thirty-nine weeks ended October 3, 2015, respectively compared to 11.6% and 25.3% for the thirteen and thirty-nine weeks ended September 27, 2014, respectively. The components of income tax expense in both periods were primarily foreign and state taxes as we currently have a valuation allowance recorded on substantially all domestic deferred tax assets. As there was a valuation allowance recorded on substantially all domestic deferred tax assets in both periods, income tax expense on domestic income was offset by a reversal of a portion of the existing valuation allowance. The change in the effective rate was primarily driven by the change in pre-tax results for the respective periods.

6. Net Income per Share

The Company uses the two-class method to compute basic and diluted net income or loss per common share. In periods of net loss, no effect is given to the Company's participating securities as they do not contractually participate in the losses of the Company. The following table sets forth the computation of basic and diluted net income per share (in thousands, except share and per share data):

	Thirteen weeks ended		Thirty-nine weeks ended	
	October 3, 2015	September 27, 2014	October 3, 2015	September 27, 2014
NUMERATOR:				
Net income before allocation of earnings to participating securities	\$ 1,067	\$ 1,820	\$ 7,260	\$ 2,542
Less: Earnings allocated to participating securities	18	49	140	82
Net income after allocation of earnings to participating securities	<u>\$ 1,049</u>	<u>\$ 1,771</u>	<u>\$ 7,120</u>	<u>\$ 2,460</u>
DENOMINATOR:				
Weighted average number of common shares outstanding - basic	16,670,358	16,971,416	16,834,968	16,899,245
Dilutive effect of share-based awards	220,364	160,790	236,623	209,665
Weighted average number of common shares outstanding - dilutive	<u>16,890,722</u>	<u>17,132,206</u>	<u>17,071,591</u>	<u>17,108,910</u>
Basic income per common share attributable to Build-A-Bear Workshop, Inc. stockholders	<u>\$ 0.06</u>	<u>\$ 0.10</u>	<u>\$ 0.42</u>	<u>\$ 0.15</u>
Diluted income per common share attributable to Build-A-Bear Workshop, Inc. stockholders	<u>\$ 0.06</u>	<u>\$ 0.10</u>	<u>\$ 0.42</u>	<u>\$ 0.14</u>

For the thirteen and thirty-nine weeks ended October 3, 2015, 68,961 options to purchase shares of common stock were excluded from the denominator for diluted loss per common share because of their anti-dilutive effect. For the thirteen and thirty-nine weeks ended September 27, 2014, options to purchase 136,168 shares of common stock were excluded from the denominator for diluted loss per common share because of their anti-dilutive effect.

7. Comprehensive Income

The difference between comprehensive income or loss and net income or loss results from foreign currency translation adjustments on the balance sheets of subsidiaries whose functional currency is not the US Dollar. The accumulated other comprehensive loss balance at October 3, 2015, January 3, 2015 and September 27, 2014 is comprised entirely of foreign currency translation. For the thirteen and thirty-nine weeks ended October 3, 2015 and September 27, 2014, there were no reclassifications out of accumulated other comprehensive loss.

8. Segment Information

The Company's operations are conducted through three operating segments consisting of retail, international franchising and commercial. The retail segment includes the operating activities of company-owned stores in the United States, Canada, Puerto Rico, the United Kingdom, Ireland and Denmark and other retail delivery operations, including the Company's web stores. The international franchising segment includes the licensing activities of the Company's franchise agreements with store locations in Europe (outside of the United Kingdom, Ireland and Denmark), Asia, Australia, the Middle East, Africa and Mexico. The commercial segment includes the Company's transactions with other businesses, mainly comprised of licensing the Company's intellectual properties for third-party use and wholesale activities. The operating segments have discrete sources of revenue, different capital structures and different cost structures. These operating segments represent the basis on which the Company's chief operating decision maker regularly evaluates the business in assessing performance, determining the allocation of resources and the pursuit of future growth opportunities. Accordingly, the Company has determined that each of its operating segments represent a reportable segment. The three reportable segments follow the same accounting policies used for the Company's consolidated financial statements.

Following is a summary of the financial information for the Company's reportable segments (in thousands):

	<u>Retail</u>	<u>International Franchising</u>	<u>Commercial</u>	<u>Total</u>
Thirteen weeks ended October 3, 2015				
Net sales to external customers	\$ 84,303	\$ 525	\$ 795	\$ 85,623
Income before income taxes	1,120	66	182	1,368
Capital expenditures, net	6,753	25	7	6,785
Depreciation and amortization	3,996	32	1	4,029
Thirteen weeks ended September 27, 2014				
Net sales to external customers	\$ 85,561	\$ 558	\$ 542	\$ 86,661
Income before income taxes	1,584	216	258	2,058
Capital expenditures, net	2,494	17	-	2,511
Depreciation and amortization	4,386	36	-	4,422
Thirty-nine weeks ended October 3, 2015				
Net sales to external customers	\$ 256,246	\$ 1,624	\$ 2,159	\$ 260,029
Income before income taxes	6,539	439	1,003	7,981
Capital expenditures, net	12,800	57	7	12,864
Depreciation and amortization	12,159	102	1	12,262
Thirty-nine weeks ended September 27, 2014				
Net sales to external customers	\$ 257,752	\$ 1,716	\$ 1,384	\$ 260,852
Income (loss) before income taxes	2,782	(62)	684	3,404
Capital expenditures, net	5,655	26	-	5,681
Depreciation and amortization	13,274	111	-	13,385
Total Assets as of:				
October 3, 2015	\$ 177,067	\$ 1,472	\$ 4,765	\$ 183,304
September 27, 2014	\$ 166,403	\$ 2,849	\$ 5,613	\$ 174,865

The Company's reportable segments are primarily determined by the types of products and services that they offer. Each reportable segment may operate in many geographic areas. The Company allocates revenues to geographic areas based on the location of the customer or franchisee. The following schedule is a summary of the Company's sales to external customers and long-lived assets by geographic area (in thousands):

	North			
	America (1)	Europe (2)	Other (3)	Total
Thirteen weeks ended October 3, 2015				
Net sales to external customers	\$ 66,202	\$ 19,065	\$ 356	\$ 85,623
Property and equipment, net	53,544	6,546	-	60,090
Thirteen weeks ended September 27, 2014				
Net sales to external customers	\$ 68,067	\$ 18,247	\$ 347	\$ 86,661
Property and equipment, net	54,284	6,747	-	61,031
Thirty-nine weeks ended October 3, 2015				
Net sales to external customers	\$ 207,321	\$ 51,693	\$ 1,015	\$ 260,029
Property and equipment, net	53,544	6,546	-	60,090
Thirty-nine weeks ended September 27, 2014				
Net sales to external customers	\$ 209,400	\$ 50,422	\$ 1,030	\$ 260,852
Property and equipment, net	54,284	6,747	-	61,031

For purposes of this table only:

- (1) North America includes the United States, Canada, Puerto Rico and franchise business in Mexico
- (2) Europe includes the United Kingdom, Ireland, Denmark (in 2015) and franchise businesses in Europe
- (3) Other includes franchise businesses outside of North America and Europe

9. Contingencies

In the normal course of business, the Company is subject to regular examination by various taxing authorities for years not closed by the statute of limitations, including an ongoing customs audit in the United Kingdom in which the Company is contesting audit findings. The Company accrues a liability for this type of contingency when it believes that it is both probable that a liability has been incurred and that it can reasonably estimate the amount of the loss. In 2012, the Company received notification from the customs authority that it intended to make an assessment for unpaid duty, penalties and interest. The assessment was made in 2013. The Company has appealed this determination and continues to believe that the ultimate outcome of these matters will not have a material adverse impact on the results of operations, liquidity or financial position of the Company. However, if one or more of these examinations has an unfavorable resolution, it is possible that the results of operation, liquidity or financial position of the Company could be materially affected in any particular period. Since the date of the notification in the third quarter of fiscal 2012, the Company has been required to pay the disputed duty, pending resolution of the appeal. As of October 3, 2015, \$3.6 million had been paid in respect of the disputed duty and is included in receivables in the Retail segment.

10. Recently Issued Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board issued ASU 2014-09, *Revenue from Contracts with Customers*, which will replace most existing revenue recognition guidance in U.S. GAAP. The core principle of the ASU is that an entity should recognize revenue for the transfer of goods or services equal to the amount that it expects to be entitled to receive for those goods or services. The ASU requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments. The ASU will be effective for the Company in the first quarter of fiscal 2018, and allows for both retrospective and prospective methods of adoption. The Company is in the process of determining the method of adoption and assessing the impact of this ASU on its consolidated financial statements.

In August 2014, the FASB issued ASU 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. ASU 2014-15 requires management to evaluate for each annual and interim reporting period whether conditions or events give rise to substantial doubt that an entity has the ability to continue as a going concern within one year following issuance of the financial statements and requires specific disclosures regarding the conditions or events leading to substantial doubt. The ASU will be effective for the Company beginning January 1, 2017, with early adoption permitted. The adoption of ASU 2014-15 is not expected to have a material impact on the Company's financial position or results of operations.

In April 2015, the Financial Accounting Standards Board issued ASU 2015-05, *Customer's Accounting for Fees Paid in a Cloud Computing Arrangements*, which provides guidance to assist entities in determining whether a cloud computing arrangement contains a software license. The ASU states that if a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The ASU will be effective for the Company in the first quarter of fiscal 2016, and allows for both retrospective and prospective methods of adoption. The Company is in the process of determining the method of adoption and assessing the impact of this ASU on its consolidated financial statements.

11. Subsequent Event

In the period from October 4, 2015 through November 10, 2015, the Company repurchased approximately 485,000 shares of its common stock for an aggregate amount of \$7.4 million leaving \$1.5 million of availability under the Board approved share repurchase programs.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Notice Regarding Forward-Looking Statements

The following Management’s Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties, and we undertake no obligation to update these statements except as required by federal securities laws. Our actual results may differ materially from the results discussed in the forward-looking statements. These risks and uncertainties include, without limitation, those detailed under the caption “Risk Factors” in the Company’s annual report on Form 10-K for the year ended January 3, 2015, as filed with the SEC, and the following:

- general global economic conditions may deteriorate, which could lead to disproportionately reduced consumer demand for our products, which represent relatively discretionary spending;
- customer traffic may decrease in the shopping malls where we are located, on which we depend to attract guests to our stores;
- we may be unable to generate interest in and demand for our interactive retail experience, or to identify and respond to consumer preferences in a timely fashion;
- our marketing and on-line initiatives may not be effective in generating sufficient levels of brand awareness and guest traffic;
- we may improperly obtain or be unable to adequately protect customer information in violation of privacy or security laws or customer expectations;
- we may be unable to generate comparable store sales growth;
- we may be unable to effectively operate or manage the overall portfolio of our company-owned stores;
- we may be unable to renew or replace our store leases, or enter into leases for new stores on favorable terms or in favorable locations, or may violate the terms of our current leases;
- we may not be able to operate our international company-owned stores profitably;
- the availability and costs of our products could be adversely affected by risks associated with international manufacturing and trade, including foreign currency fluctuation;
- our products could become subject to recalls or product liability claims that could adversely impact our financial performance and harm our reputation among consumers;
- we may lose key personnel, be unable to hire qualified additional personnel, or experience turnover of our management team;
- we are susceptible to disruption in our inventory flow due to our reliance on a few vendors;
- we may be unable to effectively manage our international franchises or laws relating to those franchises may change;
- we may fail to renew, register or otherwise protect our trademarks or other intellectual property;
- we are subject to risks associated with technology and digital operations;
- we may suffer negative publicity or be sued due to violations of labor laws or unethical practices by manufacturers of our merchandise;
- we may be unable to operate our company-owned distribution center efficiently or our third-party distribution center providers may perform poorly;
- high petroleum products prices could increase our inventory transportation costs and adversely affect our profitability;
- our plans to leverage the Build-A-Bear brand to drive strategic expansion may not be successful;
- our market share could be adversely affected by a significant, or increased, number of competitors;
- we may suffer negative publicity or negative sales if the non-proprietary toy products we sell in our stores do not meet our quality or sales expectations;
- poor global economic conditions could have a material adverse effect on our liquidity and capital resources;
- fluctuations in our quarterly results of operations could cause the price of our common stock to substantially decline; and
- we may be unable to repurchase shares of our common stock at the times or in the amounts we currently anticipate or the results of the share repurchase program may not be as beneficial as we currently anticipate.

Overview

We are the only global company that offers an interactive “make your own stuffed animal” retail entertainment experience under the Build-A-Bear Workshop brand, in which our guests stuff, fluff, dress, accessorize and name their own teddy bears and other stuffed animals. As of October 3, 2015, we operated 257 stores in the United States, Canada and Puerto Rico (collectively, North America), 60 stores in the United Kingdom, Ireland and Denmark (collectively, Europe) and had 67 franchised stores operating internationally under the Build-A-Bear Workshop brand.

We operate in three segments; each segment shares the same infrastructure, including management, systems, merchandising and marketing, and generates revenues as follows:

- Retail - Company-owned retail stores located in North America and Europe and two web stores;
- International Franchising – Other international stores operated under franchise agreements; and
- Commercial - Transactions with other business partners, mainly comprised of wholesale product sales and licensing our intellectual property, including entertainment properties, for third-party use.

Selected financial data attributable to each segment for the thirteen and thirty-nine weeks ended October 3, 2015 and September 27, 2014 are set forth in the notes to our condensed consolidated financial statements included elsewhere in this quarterly report on Form 10-Q.

Our financial results in fiscal 2014 demonstrated the impact of the successful and consistent implementation of our key strategies of optimizing real estate, resetting the consumer value equation and rationalizing our expense structure. Our 2015 plan builds on the progress we made in 2014 and 2013 in implementing these key strategies, with a combination of continuous improvement of these initiatives and strategic expansion into additive opportunities. Specifically, we plan to expand into more places as we continue to improve our real estate model through selective new high-potential openings, a systematic refresh of our store base and strategic international expansion. We plan to reach more people as we continue to drive core consumer business and strategically expand our business with the over 12 year-old consumer segment. Additionally, we intend to sell more products by developing proprietary product stories along with re-launching an out-bound licensing program. We expect to do this more profitably as we continue to improve the value engineering of products and implement new systems that facilitate sales growth and increase efficiency.

We use comparable store sales as one of the performance measures for our business. Comparable store sales percentage changes are based on net retail sales, excluding our store-commerce sites and seasonal and event-based locations. Stores are considered comparable beginning in their thirteenth full month of operation. Stores with relocations or remodels that result in a significant change in square footage are excluded from the comparable stores sales calculation until the thirteenth full month of operation after the change. Comparable store sales percentage changes for the thirteen and thirty-nine weeks ended October 3, 2015 are based on net retail sales as compared to the thirteen and thirty-nine weeks ended October 4, 2014. The percentage change in comparable store sales for the periods presented below is as follows:

	Thirteen weeks ended		Thirty-nine weeks ended	
	October 3, 2015	September 27, 2014	October 3, 2015	September 27, 2014
North America	0.2%	1.0%	1.9%	(1.6)%
Europe	8.9%	0.0%	13.1%	(3.6)%
Consolidated	2.1%	0.8%	4.0%	(2.0)%

We believe our positive consolidated comparable store sales for the periods presented are primarily attributable to the following factors:

- A balanced product assortment that simultaneously and consistently focused on our four key consumer segments supported by elevated marketing programs. We believe this drove improvements in key metrics including dollars and units per transaction in both North America and Europe for both the thirteen and thirty-nine week periods which contributed to growth in our comparable store sales; and
- We believe that comparable store sales for the thirty-nine weeks benefitted from increased traffic in the second quarter of 2015 that we believe was due, in part, to children being out of school for more days as compared to the 2014 period when many schools lengthened the year to make up for earlier school cancellations due to weather factors.

We expect to improve comparable store sales through the following key initiatives:

- **Expanding into more places:** We intend to continue to evolve our real estate portfolio to align with market trends while selectively opening new locations and systematically remodeling our store base. To this end, we introduced a new store design, which was developed to increase productivity and update the brand look and are currently operating seven of these stores. We opened five true outlet concept locations and announced the expansion of our ongoing partnership with Macy's through which we expect to open seven shop-in-shops for the holiday season. We also expect to strategically expand our international presence by leveraging the improving strength in our company-owned stores to restructure and extend our international footprint. In the third quarter, the first Build-A-Bear Workshop location in China opened on Li & Fung's Shanghai campus in the Explorium, a retail laboratory and exhibition operated by the Fung Group, a Hong Kong-based multinational with international brands and retail operations across China.

- **Targeting more people:** We intend to have continuous growth in our business with our core three to twelve year-old consumer segment which represents a majority of current revenue. We will focus on initiatives that drive trial and increase repeat visits with an evolved segmentation, product development and marketing strategy. In the quarter, we successfully reached our older girl segment with the launch of the new proprietary Honey Girls collection, expanded our offering to boys with the initial launch of Star Wars product, and continued to sell Minions, which appealed across all consumer segments. We expect to strategically grow sales to the over twelve year-old consumers with a focus on key categories including gift-giving, affinity and collectibles. The over-twelve consumer segment currently represents approximately 20% of sales and has a tendency to over-index on less price-sensitive gift-able purchases. In the third quarter, we introduced Build-A-Bear Workshop's Sports Central concept both online and in stores to leverage the licensing relationships that we have with major sports leagues and many major universities.
- **Developing more products:** We intend to make continuous improvements and extend our efforts to successfully develop high impact product stories coupled with integrated marketing programs that tend to garner higher price points, drive add-on purchases and create "play beyond the plush." In conjunction with the launch of our proprietary Honey Girls collection, we introduced music videos which have been viewed online more than 2.5 million times. We expect to strategically expand our business by launching an out-bound licensing program to leverage our strong brand equity. This will enable us to extend our brand reach with new offerings in relevant categories with "products beyond the plush". To this end, we have entered into an agreement with Spin Master, Inc. to design, market and distribute a complementary toy line that is expected to launch in fall of 2016.
- **Driving more profitability:** We intend to continue to improve our value engineering initiatives to further optimize product margins while implementing new systems that we expect to facilitate sales growth, increase efficiency and improve long term profitability. We expect to strategically expand our profitability by prioritizing incremental growth initiatives, like those discussed above, that leverage existing infrastructure, are primarily royalty-based, and/or allow for discrete pricing and are therefore comparatively margin-accretive.

Stores

Company-owned:

The table below sets forth the number of Build-A-Bear Workshop company-owned stores in North America and Europe for the periods presented:

	Thirty-nine Weeks Ended					
	October 3, 2015			September 27, 2014		
	North America	Europe	Total	North America	Europe	Total
Beginning of period	265	59	324	263	60	323
Opened	7	2	9	5	-	5
Closed	(15)	(1)	(16)	(14)	(1)	(15)
End of period	<u>257</u>	<u>60</u>	<u>317</u>	<u>254</u>	<u>59</u>	<u>313</u>

During 2015, we expect to open stores in high potential destinations such as tourist locations, outlet malls and shop-in-shops. In the second half of 2015, we also began to systematically refresh our store base with our new "Discovery" format developed to improve productivity, optimize space and update our brand look. After completing value-engineering work on the design to move it from concept stage to standard model, we plan to open new stores in the format as well as systematically update our existing store fleet primarily in conjunction with natural lease events. We also expect to close select stores as a normal course of managing our real estate portfolio and ongoing operational planning.

International Franchise Locations:

Our first franchisee location was opened in November 2003. All franchised stores have similar signage, store layout, merchandise characteristics and guest experience as our company-owned stores. As of October 3, 2015, we had eight master franchise agreements, which typically grant franchise rights for a particular country or group of countries, covering an aggregate of 14 countries. The number of traditional international franchised stores opened and closed for the periods presented below are summarized as follows:

	Thirty-nine weeks ended	
	October 3, 2015	September 27, 2014
Beginning of period	71	86
Opened	4	3
Closed	(8)	(19)
End of period	67	70

In 2015, one franchise agreement expired and was not renewed and two franchise agreements were terminated. In the ordinary course of business, we anticipate signing additional master franchise agreements in the future and terminating other such agreements. We believe there is a market potential for approximately 300 international stores outside of North America and Europe.

In 2015, our international strategy is to leverage the improving strength in our company-owned stores to restructure and extend our international footprint. Key franchisees have started to apply our successful real estate approach including opening pop-up stores to assess long-term potential and adding shop-in-shops with key partners. As of October 3, 2015, our franchisees were operating eight of these non-traditional locations which are not included in the store count presented above.

Results of Operations

The following table sets forth, for the periods indicated, selected statement of operations data expressed as a percentage of total revenues, except where otherwise indicated:

BUILD-A-BEAR WORKSHOP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Thirteen weeks ended		Thirty-nine weeks ended	
	October 3, 2015	September 27, 2014	October 3, 2015	September 27, 2014
Revenues:				
Net retail sales	98.5%	98.7%	98.5	98.8%
Franchise fees	0.6	0.6	0.6	0.7
Commercial revenue	0.9	0.6	0.8	0.5
Total revenues	100.0	100.0	100.0	100.0
Costs and expenses:				
Cost of merchandise sold - retail ⁽¹⁾	54.7	56.3	54.7	57.7
Cost of merchandise sold - commercial ⁽¹⁾	69.3	51.3	50.6	46.0
Selling, general and administrative	44.0	41.8	42.6	41.4
Interest expense (income), net	(0.1)	(0.0)	(0.1)	(0.0)
Total costs and expenses	98.4	97.6	96.9	98.7
Income before income taxes	1.6	2.4	3.1	1.3
Income tax expense	0.4	0.3	0.3	0.3
Net income	1.2	2.1	2.8	1.0
Retail Gross Margin % ⁽²⁾	45.3%	43.7%	45.3%	42.3%

(1) Cost of merchandise sold – retail is expressed as a percentage of net retail sales. Cost of merchandise sold – commercial is expressed as a percentage of commercial revenue.

(2) Retail gross margin percentage represents net retail sales less cost of merchandise sold – retail and is expressed as a percentage of net retail sales.

Thirteen weeks ended October 3, 2015 compared to thirteen weeks ended September 27, 2014

Revenues

Net retail sales. Net retail sales for the thirteen weeks ended October 3, 2015 were \$84.3 million compared to \$85.6 million for the thirteen weeks ended September 27, 2014, a decrease of \$1.3 million, or 1.5%. The components of this decrease are as follows:

	Thirteen weeks ended October 3, 2015
	(dollars in millions)
Increase in comparable store sales	\$ 1.5
Decrease in other retail, including the impact of calendar shift and e-commerce sales	(1.0)
Impact of foreign currency translation	(2.0)
Impact of store closures	(1.6)
Increase from new stores	1.9
Increase in non-comparable stores, primarily remodels and relocations	-
Change in deferred revenue	(0.1)
	<u>\$ (1.3)</u>

We believe the changes in comparable store sales for the thirteen weeks ended October 3, 2015 are primarily attributable to a balanced product assortment that simultaneously and consistently focused on our four key consumer segments supported by elevated marketing programs. We believe this drove improvements in key metrics including dollars and units per transaction in both North America and Europe for both the thirteen weeks ended October 3, 2015 which contributed to growth in our comparable store sales.

Franchise fees and commercial revenue. Revenue from franchise fees was \$0.5 million for the thirteen weeks ended October 3, 2015 compared to \$0.6 million for the thirteen weeks ended September 27, 2014. The decrease was primarily attributable to a decline in the number of franchise stores in operation during the quarter. Commercial revenue was \$0.8 million for the thirteen weeks ended October 3, 2015 compared to \$0.5 million for the thirteen weeks ended September 27, 2014. This increase was primarily attributable to an increase in wholesale activities.

Costs and expenses

Retail gross margin. Retail gross margin increased to \$38.2 million for the thirteen weeks ended October 3, 2015 from \$37.4 million for the thirteen weeks ended September 27, 2014, an increase of \$0.8 million, or 2.1%. As a percentage of net retail sales, retail gross margin was 45.3% for the thirteen weeks ended October 3, 2015 compared to 43.7% for the thirteen weeks ended September 27, 2014. This 160 basis points as a percentage of net retail sales (bps) increase was primarily driven by a 100 bps expansion in merchandise margin and 60 bps of improvement from reduced distribution costs and improved leverage of fixed occupancy costs.

Selling, general and administrative. Selling, general and administrative expenses were \$37.6 million for the thirteen weeks ended October 3, 2015 as compared to \$36.2 million for the thirteen weeks ended September 27, 2014, an increase of \$1.4 million, or 3.9%. As a percentage of total revenues, selling, general and administrative expenses increased to 44.0% for the thirteen weeks ended October 3, 2015 as compared to 41.8% for the thirteen weeks ended September 27, 2014, an increase of 220 bps. The 2015 third quarter included \$1.0 million in management transition costs and currency loss, compared to \$1.6 million in the 2014 third quarter. Adjusting for these items in both periods, selling, general and administrative expenses as a percent of total revenues for the thirteen weeks ended October 3, 2015 was 42.9%, compared to 39.9% for the thirteen weeks ended September 27, 2014. The majority of the dollar increase reflects investments made in support of long term strategies to position the Company to accelerate sales and earnings growth.

Interest expense (income), net. Interest income, net of interest expense, was \$56,000 for the thirteen weeks ended October 3, 2015 as compared to \$38,000 for the thirteen weeks ended September 27, 2014.

Provision for income taxes. Income tax expense was \$0.3 million for the thirteen weeks ended October 3, 2015 as compared to income tax expense of \$0.2 million for the thirteen weeks ended September 27, 2014. The effective tax rate was 22.0% for the thirteen weeks ended October 3, 2015 compared to 11.6% for the thirteen weeks ended September 27, 2014. This \$0.1 million increase was primarily attributable to an increase in state tax expense and by increased tax expense in foreign jurisdictions. As there was a valuation allowance recorded on substantially all domestic deferred tax assets in both periods, income tax expense on domestic income was offset by a reversal of a portion of the existing valuation allowance. The change in the effective tax rate was primarily attributable to the impact of recording withholding taxes, tax expense in foreign jurisdictions, adjustments to uncertain tax position reserves, and state tax expense.

Thirty-nine weeks ended October 3, 2015 compared to thirty-nine weeks ended September 27, 2014

Revenues

Net retail sales. Net retail sales were \$256.2 million for the thirty-nine weeks ended October 3, 2015 compared to \$257.8 million for the thirty-nine weeks ended September 27, 2014, a decrease of \$1.5 million, or 0.6%. The components of this decrease are as follows:

	Thirty-nine weeks ended October 3, 2015
	(dollars in millions)
Increase in comparable store sales	\$ 9.0
Decrease in other retail, including the impact of calendar shift and e-commerce sales	(6.8)
Impact of foreign currency translation	(5.5)
Impact of store closures	(4.4)
Increase from new stores	3.7
Increase in non-comparable stores, primarily remodels and relocations	3.0
Change in deferred revenue	(0.5)
	<u>\$ (1.5)</u>

We believe the changes in comparable store sales for the thirty-nine weeks ended October 3, 2015 are primarily attributable to the following factors:

- A balanced product assortment that simultaneously and consistently focused on our four key consumer segments supported by elevated marketing programs. We believe this drove improvements in key metrics including dollars and units per transaction in both North America and Europe for both the thirty-nine week period which contributed to growth in our comparable store sales; and
- We believe that comparable store sales for the thirty-nine weeks benefitted from increased traffic in the second quarter of 2015 that we believe was due, in part, to children being out of school for more days as compared to the 2014 period when many schools lengthened the year to make up for earlier school cancellations due to weather factors.

Franchise fees and commercial revenue. Revenue from franchise fees was \$1.6 million for the thirty-nine weeks ended October 3, 2015 compared to \$1.7 million for the thirty-nine weeks ended September 27, 2014 a decrease of \$0.1 million, primarily attributable to a decline in the number of franchise stores in operation in 2015. Commercial revenue was \$2.2 million for the thirty-nine weeks ended October 3, 2015 compared to \$1.4 million for the thirty-nine weeks ended September 27, 2014, an increase of \$0.8 million. This increase was primarily attributable to an increase in wholesale activities.

Cost and expenses

Retail gross margin. Retail gross margin increased to \$116.0 million for the thirty-nine weeks ended October 3, 2015 from \$109.0 million for the thirty-nine weeks ended September 27, 2014, an increase of \$7.0 million, or 6.4%. As a percentage of net retail sales, retail gross margin increased to 45.3% for the thirty-nine weeks ended October 3, 2015 from 42.3% for the thirty-nine weeks ended September 27, 2014. This 300 bps increase was primarily driven by a 200 bps expansion in merchandise margin, 50 bps of improvement in distribution costs and 50 bps of improved leverage of fixed occupancy costs.

Selling, general and administrative. Selling, general and administrative expenses were \$110.8 million for the thirty-nine weeks ended October 3, 2015 compared to \$108.1 million for the thirty-nine weeks ended September 27, 2014, an increase of \$2.8 million, or 2.5%. As a percentage of total revenues, selling, general and administrative expenses increased to 42.6% for the thirty-nine weeks ended October 3, 2015 as compared to 41.4% for the thirty-nine weeks ended September 27, 2014, an increase of 120 bps. The thirty-nine weeks ended October 3, 2015 included \$2.4 million in management transition costs and currency loss, compared to \$1.9 million in the thirty-nine weeks ended September 27, 2014. Adjusting for these items in both periods, selling, general and administrative expenses as a percent of total revenues for the thirty-nine weeks ended October 3, 2015 was 41.7%, compared to 40.7% for the thirty-nine weeks ended September 27, 2014.

Interest expense (income), net. Interest income, net of interest expense, was \$0.1 million and \$36,000 for the thirty-nine weeks ended October 3, 2015 and September 27, 2014, respectively.

Provision for income taxes. Income tax expense was \$0.7 million for the thirty-nine weeks ended October 3, 2015 as compared to income tax expense of \$0.9 million for the thirty-nine weeks ended September 27, 2014. The effective tax rate was 9.0% for the thirty-nine weeks ended October 3, 2015 compared to 25.3% for the thirty-nine weeks ended September 27, 2014. This \$0.2 million decrease was primarily attributable to a decrease in tax expense in foreign jurisdictions. As there was a valuation allowance recorded on substantially all domestic deferred tax assets in both periods, income tax expense on domestic income was offset by a reversal of a portion of the existing valuation allowance. The change in the effective rate was primarily driven by the change in domestic pre-tax results for the respective periods.

Seasonality and Quarterly Results

Our operating results for one period may not be indicative of results for other periods, and may fluctuate significantly because of a variety of factors, including, but not limited to: (1) changes in general economic conditions and consumer spending patterns; (2) increases or decreases in our comparable store sales; (3) fluctuations in the profitability of our stores; (4) changes in foreign currency exchange rates; (5) the timing and frequency of our marketing initiatives, including national media and other public relations events; (6) the timing of our store openings and closings and related expenses; (7) changes in consumer preferences; (8) the effectiveness of our inventory management; (9) the actions of our competitors or mall anchors and co-tenants; (10) seasonal shopping patterns and holiday and vacation schedules; and (11) weather conditions.

The timing of store closures, remodels and openings may result in fluctuations in quarterly results based on the revenues and expenses associated with each store location. Expenses related to store closings are typically incurred in stages: when the decision is made to close the store; when the closure is communicated to store associates; and at the time of closure. We typically incur most preopening costs for a new store in the three months immediately preceding the store's opening.

As a toy retailer, our sales are highest in our fourth quarter, followed by the first quarter. The timing of holidays and school vacations can impact our quarterly results. We cannot ensure that this will continue to be the case. In addition, for accounting purposes, the quarters of each fiscal year consist of 13 weeks, although we will have a 14-week quarter approximately once every six years. The 2014 fiscal fourth quarter had 14 weeks.

Liquidity and Capital Resources

Our cash requirements are primarily for the relocation and remodeling of existing stores in our new design, opening of new stores, information systems and working capital. Over the past several years, we have met these requirements through capital generated from cash flow provided by operations. We have access to additional cash through our revolving line of credit that has been in place since 2000.

Operating Activities. Cash used in operating activities was \$2.7 million for the thirty-nine weeks ended October 3, 2015, compared to cash provided by operating activities of \$4.4 million for the thirty-nine weeks ended September 27, 2014, a change of \$7.1 million. Generally, changes in cash from operating activities are driven by changes in net income and changes in operating assets and liabilities. This increase in cash used by operating activities over the year ago period was primarily due to the timing of inventory receipts and payments partially offset by improved store contribution.

Investing Activities. Cash used in investing activities was \$13.6 million for the thirty-nine weeks ended October 3, 2015 as compared to \$6.6 million for the thirty-nine weeks ended September 27, 2014, an increase of \$7.0 million. Cash used in investing activities during the thirty-nine weeks ended October 3, 2015 primarily related to construction costs for new and remodeled stores, investments in central office information technology systems, the acquisition of trademarks and other intellectual property and the purchases of short-term investments, net of the proceeds from maturities. Cash used in investing activities during the thirty-nine weeks ended September 27, 2014 primarily related to construction costs for new and remodeled stores, investments in central office information technology systems and purchases of short-term investments.

Financing Activities. Financing activities used cash of \$11.6 million in the thirty-nine weeks ended October 3, 2015, as purchases of our common stock used cash of \$11.1 million and exercises of employee stock options, net of shares used for withholding tax payments used \$0.5 million. In the thirty-nine weeks ended September 27, 2014, financing activities used cash of \$2.0 million, as purchases of our common stock used cash of \$3.2 million partially offset by cash provided from the exercises of employee stock options, net of shares used for withholding tax payments of \$1.3 million. No borrowings were made under our line of credit in either the thirty-nine weeks ended October 3, 2015 or September 27, 2014.

Capital Resources. As of October 3, 2015, we had a consolidated cash balance of \$37.1 million, over half of which was domiciled outside of the United States. We also have a line of credit, which we can use to finance capital expenditures and working capital needs throughout the year. The bank line provides availability of \$35 million. Borrowings under the credit agreement are secured by our assets and a pledge of 65% of our ownership interest in our foreign subsidiaries. The credit agreement expires on December 31, 2016 and contains various restrictions on indebtedness, liens, guarantees, redemptions, mergers, acquisitions or sale of assets, loans, transactions with affiliates and investments. It also prohibits us from declaring dividends without the bank's prior consent, unless such payment of dividends would not violate any terms of the credit agreement. We are also prohibited from repurchasing shares of our common stock unless such repurchase of shares would not violate any terms of the credit agreement; we may not use the proceeds of the line of credit to repurchase shares. Borrowings bear interest at LIBOR plus 1.8%. Financial covenants include maintaining a minimum tangible net worth, maintaining a minimum fixed charge coverage ratio (as defined in the credit agreement) and not exceeding a maximum funded debt to earnings before interest, depreciation and amortization ratio. As of October 3, 2015: (i) we were in compliance with these covenants; (ii) there were no borrowings under our line of credit; and (iii) there was \$35.0 million available for borrowing under the line of credit.

Most of our retail stores are located within shopping malls and all are operated under leases classified as operating leases. Our leases in North America typically have a ten-year term and contain provisions for base rent plus percentage rent based on defined sales levels. Many of the leases contain a provision whereby either we or the landlord may terminate the lease after a certain time, typically in the third to fourth year of the lease, if a certain minimum sales volume is not achieved. In addition, some of these leases contain various restrictions relating to change of control of our company. Our leases also subject us to risks relating to compliance with changing mall rules and the exercise of discretion by our landlords on various matters, including rights of termination in some cases.

Our leases in the U.K. and Ireland typically have terms of 10 to 15 years and generally contain a provision whereby every fifth year the rental rate can be adjusted to reflect the current market rates. The leases typically provide the lessee with the first right for renewal at the end of the lease. Real estate taxes also change according to government time schedules to reflect current market rental rates for the locations we lease. Rents are charged quarterly and paid in advance.

In fiscal 2015, we expect to spend a total of \$20 million to \$25 million on capital expenditures. Capital spending through the thirty-nine weeks ended October 3, 2015 totaled \$12.9 million, on track with our full year plans. Capital spending in fiscal 2015 is primarily to support the remodeling and opening of stores and investment in infrastructure.

We believe that cash generated from operations and borrowings under our credit agreement will be sufficient to fund our working capital and other cash flow requirements for the near future.

On February 20, 2007, we announced that our board of directors had authorized a \$25 million share repurchase program of our outstanding common stock. On March 10, 2008, we announced an expansion of our share repurchase program to \$50 million (the "2008 Share Repurchase Program"). Following a series of annual extensions, as of February 25, 2015, under the 2008 Share Repurchase Program, we had repurchased approximately 6,245,000 shares at an average price of \$7.40 per share for an aggregate amount of \$46.2 million, leaving \$3.8 million of availability under the program. On February 25, 2015, we announced the termination of the 2008 Share Repurchase Program and the adoption of a new repurchase program (the "February 2015 Share Repurchase Program") which authorizes us to repurchase up to \$10 million of our common stock until March 31, 2016, subject to further extension by our board of directors. On July 7, 2015, we announced that the board had left the February 2015 Share Repurchase Program in place and adopted a new repurchase program (the "July 2015 Share Repurchase Program") (together, the "2015 Share Repurchase Programs") which authorizes us to repurchase up to an additional \$10 million of our common stock until March 31, 2016, subject to further extension by the board. Under the 2015 Share Repurchase Programs, we currently intend to purchase up to \$20 million of our common stock in the open market (including through 10b5-1 trading plans), through privately negotiated transactions, or through an accelerated repurchase transaction. The primary source of funding has been, and is expected to be, cash on hand. The timing and amount of share repurchases, if any, will depend on price, market conditions, applicable regulatory requirements, and other factors. The 2015 Share Repurchase Programs do not require us to repurchase any specific number of shares, and may be modified, suspended or terminated at any time without prior notice. Shares repurchased under the 2015 Share Repurchase Programs will be subsequently retired. As of November 10, 2015, we had repurchased approximately 1,171,000 shares at an average price of \$16.73 per share for an aggregate amount of \$19.6 million, leaving \$1.5 million of availability under the 2015 Share Repurchase Programs.

Off-Balance Sheet Arrangements

None

Critical Accounting Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the appropriate application of certain accounting policies, which require us to make estimates and assumptions about future events and their impact on amounts reported in our financial statements and related notes. Since future events and their impact cannot be determined with certainty, the actual results will inevitably differ from our estimates. Such differences could be material to the financial statements.

We believe the application of accounting policies, and the estimates inherently required therein, are reasonable. These accounting policies and estimates, including those related to long-lived assets, revenue recognition and income taxes, are reevaluated on an ongoing basis, and adjustments are made when facts and circumstances dictate a change. Historically, we have found our application of accounting policies to be appropriate, and actual results have not differed materially from those determined using necessary estimates.

Our critical accounting policies and estimates are discussed in and should be read in conjunction with our annual report on Form 10-K, as filed with the Securities and Exchange Commission (SEC) on March 19, 2015, which includes audited consolidated financial statements for our 2014, 2013 and 2012 fiscal years. There have been no material changes to the critical accounting estimates disclosed in the 2014 Form 10-K.

Recent Accounting Pronouncements

None

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes to our Quantitative and Qualitative Disclosures About Market Risk as disclosed in our Annual Report on Form 10-K for the year ended January 3, 2015 as filed with the SEC on March 19, 2015.

Item 4. Controls and Procedures.

Our management, with the participation of our Chief Executive Officer and Chief President Bear and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), as of the end of the period covered by this report. Our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to management, including our certifying officers, as appropriate to allow timely decisions regarding required disclosure. Based on the foregoing evaluation, our management, including the Chief Executive Officer and Chief President Bear and Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of October 3, 2015, the end of the period covered by this Quarterly Report.

It should be noted that our management, including the Chief Executive Officer and Chief President Bear and the Chief Financial Officer, does not expect that our disclosure controls and procedures or internal controls will prevent all error and all fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in Internal Control Over Financial Reporting. The Company's management, with the participation of the Company's Chief Executive Officer and Chief President Bear and Chief Financial Officer, also conducted an evaluation of the Company's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) to determine whether any changes occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Based on that evaluation, there has been no such change during the period covered by this report.

PART II – OTHER INFORMATION

Item 1A. Risk Factors

There have been no material changes to our Risk Factors as disclosed in our Annual Report on Form 10-K for the year ended January 3, 2015 as filed with the SEC on March 19, 2015.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

ISSUER PURCHASES OF EQUITY SECURITIES

Period	(a) Total Number of Shares (or Units) Purchased (1)	(b) Average Price Paid Per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs (2)	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Jul. 5, 2015 – Aug. 1, 2015	5,972	\$ 15.67	5,831	\$ 10,744,794
Aug. 2, 2015 – Aug. 29, 2015	5,867	\$ 19.03	4,900	\$ 10,652,447
Aug. 30, 2015 – Oct. 3, 2015	95,386	\$ 18.28	95,002	\$ 8,915,764
Total	<u>107,225</u>	<u>\$ 18.18</u>	<u>105,733</u>	

(1) Includes shares of our common stock delivered to us in satisfaction of the tax withholding obligation of holders of restricted shares which vested during the applicable period. Our equity incentive plans provide that the value of shares delivered to us to pay the withheld to cover tax obligations is calculated at the closing trading price of our common stock on the date the relevant transaction occurs.

(2) On February 25, 2015, we announced the termination of the share repurchase program that was adopted in 2008 and the adoption of the February 2015 Share Repurchase Program which authorizes us to repurchase up to \$10 million of our common stock through March 31, 2016, subject to further extension by the Board. On July 7, 2015, we announced the adoption of the July 2015 Share Repurchase Program which authorizes us to repurchase up to an additional \$10 million of our common stock through March 31, 2016 subject to further extension by the Board, giving us authorization to repurchase an aggregate of \$20 million of our common stock. Shares repurchased under these programs will be subsequently retired.

Item 6. Exhibits

The following is a list of exhibits filed as a part of the quarterly report on Form 10-Q:

Exhibit No.	Description
2.1	Agreement and Plan of Merger dated April 3, 2000 between Build-A-Bear Workshop, L.L.C. and the Registrant (incorporated by reference from Exhibit 2.1 to our Registration Statement on Form S-1, filed on August 12, 2004, Registration No. 333-118142)
3.1	Third Amended and Restated Certificate of Incorporation (incorporated by reference from Exhibit 3.1 of our Current Report on Form 8-K, filed on November 11, 2004)
3.2	Amended and Restated Bylaws (incorporated by reference from Exhibit 3.4 to our Registration Statement on Form S-1, filed on August 12, 2004, Registration No. 333-118142)
4.1	Specimen Stock Certificate (incorporated by reference from Exhibit 4.1 to Amendment No. 3 to our Registration Statement on Form S-1, filed on October 1, 2004, Registration No. 333-118142)
31.1	Rule 13a-14(a)/15d-14(a) certification (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by the Chief Executive Officer and Chief President Bear)
31.2	Rule 13a-14(a)/15d-14(a) certification (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by the Chief Financial Officer)
32.1	Section 1350 Certification (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by the Chief Executive Officer and Chief President Bear)
32.2	Section 1350 Certification (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by the Chief Financial Officer)
101.INS	XBRL Instance
101.SCH	XBRL Extension Schema
101.CAL	XBRL Extension Calculation
101.DEF	XBRL Extension Definition
101.LAB	XBRL Extension Label
101.PRE	XBRL Extension Presentation

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 thereunto duly authorized.

Date: November 12, 2015

BUILD-A-BEAR WORKSHOP, INC.
(Registrant)

By: /s/ Sharon John
Sharon John
Chief Executive Officer and Chief President Bear
(on behalf of the registrant and as principal executive officer)

By: /s/ Voin Todorovic
Voin Todorovic
Chief Financial Officer
(on behalf of the registrant and as principal financial officer)

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002
AND RULE 13a-14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934**

I, Sharon John, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Build-A-Bear Workshop, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Sharon John

Sharon John.

Chief Executive Officer and Chief President Bear
Build-A-Bear Workshop, Inc.
(Principal Executive Officer)

Date: November 12, 2015

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002
AND RULE 13a-14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934**

I, Voin Todorovic, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Build-A-Bear Workshop, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Voin Todorovic

Voin Todorovic
Chief Financial Officer
Build-A-Bear Workshop, Inc.
(Principal Financial Officer)

Date: November 12, 2015

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Build-A-Bear Workshop, Inc. (the "Company") on Form 10-Q for the period ended October 3, 2015 filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Sharon John, Chief Executive Officer and Chief President Bear of the Company, certify, to the best of my knowledge, pursuant to Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Sharon John

Sharon John

Chief Executive Officer and Chief President Bear
Build-A-Bear Workshop, Inc.

Date: November 12, 2015

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Build-A-Bear Workshop, Inc. (the "Company") on Form 10-Q for the period ended October 3, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Voin Todorovic, Chief Financial Officer of the Company, certify, to the best of my knowledge, pursuant to Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Voin Todorovic

Voin Todorovic
Chief Financial Officer
Build-A-Bear Workshop, Inc.

Date: November 12, 2015