

BUILD A BEAR WORKSHOP INC
Form 10-K/A
April 02, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

x Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended January 2, 2010

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)

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Delaware
(State or Other Jurisdiction of

Incorporation or Organization)

43-1883836
(I.R.S. Employer

Identification No.)

1954 Innerbelt Business Center Drive

St. Louis, Missouri
(Address of Principal Executive Offices)

(314) 423-8000

(Registrant's Telephone Number, Including Area Code)

63114
(Zip Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class
Common Stock, par value \$0.01 per share

Name of Each Exchange on Which Registered
New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☐ Yes ☒ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ☐ Yes ☒ No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

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 ☐

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

There is no non-voting common equity. The aggregate market value of the common stock held by nonaffiliates (based upon the closing price of \$4.28 for the shares on the New York Stock Exchange on July 2, 2009) was \$73,328,996 as of July 4, 2009.

As of March 15, 2010, there were 20,225,390 issued and outstanding shares of the registrant's common stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for its May 13, 2010 Annual Meeting are incorporated herein by reference.

EXPLANATORY NOTE

This Amendment No. 1 to Form 10-K (this Amendment) amends the Annual Report on Form 10-K for the fiscal year ended January 2, 2010, originally filed on March 18, 2010 (the Original 10-K), of Build-A-Bear Workshop, Inc., a Delaware corporation (the Company). We are filing this Amendment to amend Item 15 to include the separate financial statements of Ridemakerz L.L.C. (Ridemakerz) for its fiscal year ended January 2, 2010 as required by Regulation S-X Rule 3-09.

This Amendment is being filed solely to include the separate financial statements of Ridemakerz as provided in exhibit 99.1 attached hereto. In addition, in connection with the filing of this Amendment and pursuant to Rule 12b-15 of the Securities Exchange Act of 1934, as amended, the currently dated certifications of the principal executive officer and the principal financial officer of the Company are attached as exhibits hereto.

Item 15 is the only portion of the Original 10-K being supplemented or amended by this Form 10-K/A. Except as described above, this Form 10-K/A does not amend, update or change the financial statements or any other items or disclosures contained in the Original 10-K and does not otherwise reflect events occurring after the original filing date. Accordingly, the Form 10-K/A should be read in connection with the Company's filings with the SEC subsequent to the filing of the Original 10-K.

Part IV

Item 15. Exhibits and Financial Schedules

Item 15 of the Original 10-K is amended by the addition of the following schedules:

Exhibit Number	Description
23.2	Consent of KPMG LLP
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 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 Bear)
32.1	Section 1350 Certification (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by the Chief Executive Bear)
32.2	Section 1350 Certification (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by the Chief Financial Bear)
99.1	Financial Statements of Ridemakerz, L.L.C.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

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

Date: April 2, 2010

By: /s/ Maxine Clark
Maxine Clark
Chief Executive Bear

By: /s/ Tina Klocke
Tina Klocke
Chief Operations and Financial Bear, Treasurer and
Secretary

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Amendment has been signed by the following persons on behalf of the Registrant and in the capacities indicated, as of April 2, 2010.

Signatures	Title	Date
* Mary Lou Fiala	Director	April 2, 2010
* James M. Gould	Director	April 2, 2010
* Louis M. Mucci	Director	April 2, 2010
* William Reisler	Director	April 2, 2010
* Coleman Peterson	Director	April 2, 2010
* Joan Ryan	Director	April 2, 2010
Katherine Savitt		
/s/ Maxine Clark	Chief Executive Bear and	April 2, 2010
Maxine Clark	Chairman of the Board (Principal Executive Officer)	

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/s/ Tina Klocke

Chief Operations and Financial Bear, Treasurer

April 2, 2010

Tina Klocke

and Secretary (Principal Financial and Accounting Officer)

*By: /s/ Tina Klocke

Tina Klocke, Attorney-in-Fact

EXHIBITS FILED HEREWITH

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