

BUILD A BEAR WORKSHOP INC  
Form 8-K  
June 23, 2006  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event  
reported) June 23, 2006

**Build-A-Bear Workshop, Inc.**

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(Exact Name of Registrant as Specified in Its Charter)

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

|                                      |       |
|--------------------------------------|-------|
| 1954 Innerbelt Business Center Drive | 63114 |
| St. Louis, Missouri                  | ----- |

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(Zip Code)

(Address of Principal Executive Offices)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

On June 23, 2006, Build-A-Bear Workshop, Inc. (the Company) issued a press release discussing the Company's guidance for fiscal 2006 and expected North America comparable stores sales and earnings per diluted share for the second quarter of fiscal 2006. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated by reference herein. The description of the press release contained herein is qualified in its entirety by the full text of such exhibit.

As reported in the press release, the Company expects to report earnings for the fiscal 2006 second quarter of approximately \$.07 per diluted share, which is close to its plan of approximately \$0.22 per diluted share, excluding the approximate \$0.15 per share dilutive impact of the U.K. acquisition. See Forward-Looking Statements in the press release. In the release, the Company provides estimated second quarter earnings per diluted share excluding the impact of the U.K. acquisition, which is a non-GAAP financial measure. These results are included as a complement to results provided in accordance with GAAP because management believes these non-GAAP financial measures help indicate underlying trends in the Company's business and provide useful information to both management and investors by excluding certain items that are not indicative of the Company's core operating results. These measures should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for or superior to GAAP results.

This information furnished in Items 2.02 and 9.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities and Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing. In addition, this report (including Exhibits 99.1) shall not be deemed an admission as to the materiality of any information contained herein that is required to be disclosed solely as a requirement of this Item.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description of Exhibit</u>     |
|-----------------------|-----------------------------------|
| 99.1                  | Press Release dated June 23, 2006 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BUILD-A-BEAR WORKSHOP, INC.

Date: June 23, 2006

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

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description of Exhibit</u>     |
|-----------------------|-----------------------------------|
| 99.1                  | Press Release dated June 23, 2006 |