

Edgar Filing: BUILD A BEAR WORKSHOP INC - Form 8-K

BUILD A BEAR WORKSHOP INC  
Form 8-K  
April 04, 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): April 4, 2006 (April 2, 2006)

Build-A-Bear Workshop, Inc.

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(Exact Name of Registrant as Specified in Its Charter)

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

1954 Innerbelt Business Center Drive St. Louis, Missouri	63114
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(Address of Principal Executive Offices)	(Zip Code)

(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))

Item 2.01. Completion of Acquisition or Disposition of Assets.  
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On April 2, 2006, Build-A-Bear Workshop, Inc. (the "Company"), through its wholly-owned U.K. subsidiary Build-A-Bear Workshop UK Holdings Limited ("Holdings"), completed its previously announced acquisitions of The Bear Factory Limited, an English corporation and stuffed animal retailer ("The Bear Factory"), and Amsbra, Ltd., an English corporation and current franchisee of the Company ("Amsbra"). The consummation of the Bear Factory Transaction had previously received competition clearance from the U.K. Office of Fair Trade.

The Company acquired The Bear Factory pursuant to a Share Purchase Agreement (the "Bear Factory Purchase Agreement") entered into on March 3, 2006 with The Hamleys Group Limited, an English corporation ("Hamleys"), and The Bear Factory, pursuant to which Holdings purchased all of the issued and outstanding share capital of The Bear Factory from Hamleys (the "Bear Factory Transaction"). The purchase price for the shares of Bear Factory was (pound)15,000,000 (approximately \$26.4 million based on the exchange rate on the date of the Bear Factory Purchase Agreement), subject to adjustment based upon a closing net current asset valuation of The Bear Factory. A copy of the Bear Factory Purchase Agreement was filed as Exhibit 10.38 to the Company's Annual Report on Form 10-K, filed with the SEC on March 16, 2006, which is incorporated by reference herein.

The Company acquired Amsbra pursuant to a Sale and Purchase Agreement (the "Amsbra Purchase Agreement") with the selling shareholders of Amsbra, the Company, and Andrew Mackay pursuant to which Holdings purchased all the issued and outstanding share capital of Amsbra (the "Amsbra Transaction"). The purchase price for the Amsbra shares was (pound)5,500,000 (approximately \$9.7 million based on the exchange rate on the date of the Amsbra Purchase Agreement). The Amsbra Transaction included the assumption by Holdings of a \$4,425,000 (USD) loan made by Build-A-Bear Workshop Franchise Holdings, Inc., a Delaware corporation and wholly-owned subsidiary of the Company ("Franchise Holdings"). At the closing of the Amsbra Transaction, Holdings advanced Amsbra (pound)500,000 to enable Amsbra to repay an additional loan obligation. A copy of the Amsbra Purchase Agreement was filed as Exhibit 10.39 to the Company's Annual Report on Form 10-K, filed with the SEC on March 16, 2006, which is incorporated by reference herein

### Relationship to Amsbra

Amsbra became a franchisee of the Company in May 2003 pursuant to a franchise agreement with Franchise Holdings. Amsbra holds franchise rights in England, Scotland, Wales, Northern Ireland and the Irish Republic, and as of the closing operated 11 Build-A-Bear Workshop stores in the U.K. Amsbra owns a partial interest in Faber France S.A.S., the Company's franchisee in France.

### Item 7.01. Regulation FD Disclosure.

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On April 3, 2006, the Company issued a press release announcing that it had completed the acquisitions of The Bear Factory and Amsbra. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated by reference herein. This description of the press release contained herein is qualified in its entirety by the full text of such exhibit.

The information contained in this Item 7.01 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act") or the Exchange Act, except as shall be expressly set forth by specific reference

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in such a filing. The information set forth in this Item 7.01 shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 9.01 Financial Statements and Exhibits.  
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(d) Exhibits

Exhibit Number Description of Exhibit  
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99.1 Press Release dated April 3, 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: April 3, 2006

By: /s/ Tina Klocke  
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Name: Tina Klocke

Title: Chief Financial Bear, Secretary and  
Treasurer

### EXHIBIT INDEX

Exhibit Number Description of Exhibit  
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99.1 Press Release dated April 3, 2006