

BUILD A BEAR WORKSHOP INC  
Form SC 13D  
March 26, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. )<sup>1</sup>

Build-A-Bear Workshop, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

120076104

(CUSIP Number)

Mr. David L. Kanen

Kanen Wealth Management, LLC

5850 Coral Ridge Drive, Suite 309

Coral Springs, FL 33076

(631) 863-3100

ANDREW M. FREEDMAN, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

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New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 14, 2019

(Date of Event Which Requires Filing of This Statement)

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

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

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

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

CUSIP NO. 120076104

|   |  |                          |
|---|--|--------------------------|
| 1   | NAME OF REPORTING PERSON   |                          |
|   | PHILOTIMO FUND, LP   |                          |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       | (a)                      |
|   |  | (b)                      |
| 3   | SEC USE ONLY   |                          |
| 4   | SOURCE OF FUNDS  |                          |
|   | WC   |                          |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|   | DELAWARE   |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |  | - 0 -                    |
| OWNED BY EACH REPORTING PERSON WITH                               | 8  | SHARED VOTING POWER      |
|   |  | 535,007                  |
| PERSON WITH   | 9  | SOLE DISPOSITIVE POWER   |
|   |  | - 0 -                    |
|   | 10   | SHARED DISPOSITIVE POWER |
|   |  | 535,007                  |

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

535,007

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

3.6%

14 TYPE OF REPORTING  
PERSON

IA, PN

CUSIP NO. 120076104

1 NAME OF REPORTING PERSON

KANEN WEALTH MANAGEMENT, LLC

2 CHECK THE APPROPRIATE BOX (a) IF A MEMBER OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO; AF  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

FLORIDA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

- 0 -

8 SHARED VOTING POWER

1,405,008

9 SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

1,405,008

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,405,008

12 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)

9.4%

14 TYPE OF REPORTING  
PERSON

IA, OO

CUSIP NO. 120076104

|    |  |                          |
|----|--|--------------------------|
| 1  | NAME OF REPORTING PERSON   |                          |
|    | DAVID L. KANEN   |                          |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |                          |
| 3  | SEC USE ONLY   |                          |
| 4  | SOURCE OF FUNDS  |                          |
|    | PF; OO   |                          |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|    | USA  |                          |
| 7  | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                      | SOLE VOTING POWER        |
|    |  | 51,727                   |
| 8  |  | SHARED VOTING POWER      |
|    |  | 1,405,008                |
| 9  |  | SOLE DISPOSITIVE POWER   |
|    |  | 51,727                   |
| 10 |  | SHARED DISPOSITIVE POWER |

11 1,405,008  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 1,456,735  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 9.7%  
TYPE OF REPORTING  
PERSON

IN



CUSIP NO. 120076104

The following constitutes the Schedule 13D filed by the undersigned (the "Schedule 13D").

Item 1. Security and Issuer.

This statement relates to the common stock, \$0.01 par value per share (the "Shares"), of Build-A-Bear Workshop, Inc., a Delaware corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 1954 Innerbelt Business Center Drive, St. Louis, Missouri 63114.

Item 2. Identity and Background.

(a) This statement is filed by:

- (i) Philotimo Fund, LP, a Delaware limited partnership ("Philotimo"), with respect to the Shares directly and beneficially owned by it;
- (ii) Kanen Wealth Management, LLC, a Florida limited liability company ("KWM"), as the general partner of Philotimo and with respect to the Shares directly and beneficially owned by it; and
- (iii) David L. Kanen, as the managing member of KWM and with respect to the Shares directly and beneficially owned by him.

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons." Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of Philotimo, KWM and Mr. Kanen is 5850 Coral Ridge Drive, Suite 309, Coral Springs, Florida 33076.

(c) The principal business of each of KWM and Philotimo is investing in securities. The principal occupation of Mr. Kanen is serving as the managing member of KWM.

(d) No Reporting Person, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Kanen is a citizen of the United States of America.

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

The Shares purchased by Philotimo were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market transactions. The Shares purchased by KWM were purchased with the funds for the accounts of its customers (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market transactions. The Shares purchased by Mr. Kanen were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market transactions. The aggregate purchase price of the 870,001 Shares beneficially owned by KWM is approximately \$4,511,093, including brokerage commissions. The aggregate purchase price of the 535,007 Shares beneficially owned by Philotimo is approximately \$2,804,606, including brokerage commissions. The aggregate purchase price of the 51,727 Shares beneficially owned

by Mr. Kanen is approximately \$271,449, including brokerage commissions.

5

CUSIP NO. 120076104

Item 4.

Purpose of Transaction.

The Reporting Persons purchased the Shares based on the Reporting Persons' belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

The Reporting Persons intend to discuss numerous initiatives notwithstanding strategic partnerships that the Reporting Persons believe will drive growth in revenue and profitability. Additionally, the Reporting Persons intend on discussing board representation that is inclusive of stockholders and value creation.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, engaging in communications with management and the Board of Directors of the Issuer, engaging in discussions with stockholders of the Issuer or other third parties about the Issuer and the Reporting Persons' investment, including potential business combinations or dispositions involving the Issuer or certain of its businesses, making recommendations or proposals to the Issuer concerning changes to the capitalization, ownership structure, board structure (including board composition), potential business combinations or dispositions involving the Issuer or certain of its businesses, or suggestions for improving the Issuer's financial and/or operational performance, purchasing additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, including swaps and other derivative instruments, or changing their intention with respect to any and all matters referred to in Item 4.

Item 5.

Interest in Securities of the Issuer.

The aggregate percentage of Shares reported owned by each person named herein is based upon 14,956,224 Shares outstanding, as of December 7, 2018, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on December 13, 2018.

A.

Philotimo

(a) As of the close of business on March 25, 2019, Philotimo beneficially owned 535,007 Shares.  
Percentage: Approximately 3.6%

CUSIP NO. 120076104

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 535,007
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 535,007

(c) The transactions in the Shares by Philotimo during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

B. KWM

(a) As of the close of business on March 25, 2019, KWM beneficially owned 870,001 Shares. KWM, as the general partner of Philotimo, may be deemed the beneficial owner of the 535,007 Shares owned by Philotimo.

Percentage: Approximately 9.4%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,405,008
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,405,008

(c) The transactions in the Shares by KWM during the past sixty days are set forth in Schedule A and are incorporated herein by reference. The transactions in the Shares on behalf of Philotimo during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

C. Mr. Kanen

(a) As of the close of business on March 25, 2019, Mr. Kanen directly beneficially owned 51,727 Shares. Mr. Kanen, as the managing member of KWM, may be deemed the beneficial owner of the (i) 870,001 Shares owned by KWM and (ii) 535,007 Shares owned by Philotimo.

Percentage: Approximately 9.7%

- (b)
1. Sole power to vote or direct vote: 51,727
  2. Shared power to vote or direct vote: 1,405,008
  3. Sole power to dispose or direct the disposition: 51,727
  4. Shared power to dispose or direct the disposition: 1,405,008

(c) The transactions in the Shares by Mr. Kanen during the past sixty days are set forth in Schedule A and are incorporated herein by reference. The transactions in the Shares on behalf of each of KWM and Philotimo during the past sixty days are set forth in Schedule A and are incorporated herein by reference. KWM, in its role as investment manager to several customer accounts (collectively, the "Accounts") to which it furnishes investment advice, and Mr. Kanen, as the managing member of KWM, may each be deemed to beneficially own shares of the Issuer's Shares held in the Accounts.

CUSIP NO. 120076104

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

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e)

Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On March 25, 2019, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7.

Material to be Filed as Exhibits.

99.1 Joint Filing Agreement by and between Kanen Wealth Management, LLC, Philotimo Fund, LP and David L. Kanen, dated March 25, 2019.

CUSIP NO. 120076104

SIGNATURES

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

Dated: March 25, 2019

KANEN WEALTH  
MANAGEMENT, LLC

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

PHILOTIMO FUND, LP

By: Kanen Wealth  
Management, LLC  
its general partner

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

/s/ David L. Kanen  
DAVID L. KANEN

CUSIP NO. 120076104

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

| <u>Nature of the Transaction</u> | <u>Amount of Shares</u><br><u>Purchased/(Sold)</u> | <u>Price (\$)</u> | <u>Date of</u><br><u>Purchase/Sale</u> |
|----------------------------------|--|-------------------|--|
|----------------------------------|--|-------------------|--|

**PHILOTIMO FUND, LP**

|                          |         |        |            |
|--------------------------|---------|--------|------------|
| Purchase of Common Stock | 6,500   | 5.0000 | 02/15/2019 |
| Purchase of Common Stock | 78,636  | 5.1207 | 02/19/2019 |
| Purchase of Common Stock | 62,615  | 5.1470 | 02/20/2019 |
| Purchase of Common Stock | 49,758  | 5.1444 | 02/21/2019 |
| Purchase of Common Stock | 8,991   | 5.1427 | 02/22/2019 |
| Purchase of Common Stock | 12,908  | 5.0766 | 02/25/2019 |
| Purchase of Common Stock | 25,599  | 5.0892 | 02/26/2019 |
| Purchase of Common Stock | 250,000 | 5.2500 | 03/14/2019 |
| Purchase of Common Stock | 40,000  | 5.5000 | 03/21/2019 |

**KANEN WEALTH MANAGEMENT, IIC**

|                          |         |        |            |
|--------------------------|---------|--------|------------|
| Purchase of Common Stock | 44,222  | 5.1477 | 02/27/2019 |
| Purchase of Common Stock | 42,916  | 5.1496 | 02/28/2019 |
| Purchase of Common Stock | 5,951   | 5.1500 | 03/01/2019 |
| Purchase of Common Stock | 1,523   | 5.1500 | 03/05/2019 |
| Purchase of Common Stock | 98,616  | 5.1500 | 03/07/2019 |
| Purchase of Common Stock | 907     | 5.1500 | 03/08/2019 |
| Purchase of Common Stock | 11,878  | 5.7873 | 03/13/2019 |
| Purchase of Common Stock | 250,011 | 5.2500 | 03/14/2019 |
| Purchase of Common Stock | 234,275 | 5.1866 | 03/14/2019 |
| Purchase of Common Stock | 48,841  | 5.2989 | 03/15/2019 |
| Purchase of Common Stock | 58,801  | 5.4942 | 03/19/2019 |
| Purchase of Common Stock | 706     | 5.4942 | 03/19/2019 |
| Purchase of Common Stock | 53,155  | 5.5000 | 03/21/2019 |
| Purchase of Common Stock | 13,900  | 5.5350 | 03/22/2019 |

**DAvid L. Kanen**

|                          |        |        |            |
|--------------------------|--------|--------|------------|
| Purchase of Common Stock | 9,790  | 5.1500 | 03/07/2019 |
| Purchase of Common Stock | 325    | 5.7873 | 03/13/2019 |
| Purchase of Common Stock | 28,283 | 5.2500 | 03/14/2019 |
| Purchase of Common Stock | 10,325 | 5.1866 | 03/14/2019 |
| Purchase of Common Stock | 1,159  | 5.2989 | 03/15/2019 |
| Purchase of Common Stock | 1,845  | 5.5000 | 03/21/2019 |