

BUILD A BEAR WORKSHOP INC  
Form 8-K  
May 15, 2015  
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) May 14, 2015

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

(Commission (IRS Employer

Jurisdiction of

File Number) Identification No.)

Incorporation)

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 5.07 Submission of Matters to a Vote of Security Holders.

Build-A-Bear Workshop, Inc. (the “Company”) held its annual meeting of stockholders on May 14, 2015. The following proposals were submitted by the Company’s Board of Directors to a vote of the Company’s stockholders and the final results of the voting on each proposal are noted below.

Proposal 1. Election of Directors

The following three directors were nominated to serve for three-year terms expiring at the 2018 annual meeting of stockholders or until their successors are duly elected and qualified. The three directors, as indicated below, were elected as directors of the Company.

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Braden Leonard	13,529,174	56,370	2,287,345
Coleman Peterson	13,329,474	256,070	2,287,345
Michael Shaffer	13,506,521	79,023	2,287,345

Proposal 2. Ratification of Appointment of Independent Accountants

The stockholders were asked to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending January 2, 2016. The appointment was approved by the requisite vote of a majority of the shares represented in person or by proxy and entitled to vote, as indicated below.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
15,401,778	111,196	359,915	—

Proposal 3. Advisory Vote Approving Executive Compensation

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The stockholders were asked to approve the executive compensation as disclosed in the Compensation Discussion and Analysis included in the Company's Proxy Statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission. The proposal was approved by the requisite vote of a majority of the shares represented in person or by proxy and entitled to vote, as indicated below.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
12,920,366	183,957	481,221	2,287,345

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: May 15, 2015

By: /s/ Eric R. Fencil  
Name: Eric R. Fencil  
Title: Chief Administrative Officer,  
General Counsel & Secretary