

BUILD A BEAR WORKSHOP INC  
 Form 4  
 November 04, 2004

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 CP4 Principals, L.L.C.

2. Issuer Name and Ticker or Trading Symbol  
 BUILD A BEAR WORKSHOP INC  
 [BBW]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/02/2004

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

7 GREENWICH OFFICE PARK

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

GREENWICH, CT 06830

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 11/02/2004                           |  | C                              | 410,557 A <u>(D)</u> 410,557                                      | I   | Catterton Partners IV, L.P.                              |   |
| Common Stock                    | 11/02/2004                           |  | C                              | 475,977 A <u>(D)</u> 886,534                                      | I   | Catterton Partners IV, L.P.                              |   |
| Common Stock                    | 11/02/2004                           |  | C                              | 696,863 A <u>(D)</u> 1,583,397                                    | I   | Catterton Partners IV, L.P.                              |   |
| Common Stock                    | 11/02/2004                           |  | C                              | 29,111 A <u>(D)</u> 1,612,508                                     | I   | Catterton Partners                                       |   |

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|              |            |   |         |   |         |         |   |  |   |
|--------------|------------|---|---------|---|---------|---------|---|--|---|
|              |            |   |         |   |         |         |   |  | IV, L.P.                                    |
| Common Stock | 11/02/2004 | S | 974,098 | D | \$ 18.6 | 638,410 | I |  | Catterton Partners IV, L.P.                 |
| Common Stock | 11/02/2004 | C | 143,938 | A | Ⓣ       | 143,938 | I |  | Catterton Partners IV-A, L.P.               |
| Common Stock | 11/02/2004 | C | 166,873 | A | Ⓣ       | 310,811 | I |  | Catterton Partners IV-A, L.P.               |
| Common Stock | 11/02/2004 | C | 244,314 | A | Ⓣ       | 555,125 | I |  | Catterton Partners IV-A, L.P.               |
| Common Stock | 11/02/2004 | C | 10,205  | A | Ⓣ       | 565,330 | I |  | Catterton Partners IV-A, L.P.               |
| Common Stock | 11/02/2004 | S | 341,510 | D | \$ 18.6 | 223,820 | I |  | Catterton Partners IV-A, L.P.               |
| Common Stock | 11/02/2004 | C | 10,035  | A | Ⓣ       | 10,035  | I |  | Catterton Partners IV-B, L.P.               |
| Common Stock | 11/02/2004 | C | 11,634  | A | Ⓣ       | 21,669  | I |  | Catterton Partners IV-B, L.P.               |
| Common Stock | 11/02/2004 | C | 17,032  | A | Ⓣ       | 38,701  | I |  | Catterton Partners IV-B, L.P.               |
| Common Stock | 11/02/2004 | C | 711     | A | Ⓣ       | 39,412  | I |  | Catterton Partners IV-B, L.P.               |
| Common Stock | 11/02/2004 | S | 23,808  | D | \$ 18.6 | 15,604  | I |  | Catterton Partners IV-B, L.P.               |
| Common Stock | 11/02/2004 | C | 12,111  | A | Ⓣ       | 12,111  | I |  | Catterton Partners IV Special Purpose, L.P. |
| Common Stock | 11/02/2004 | C | 14,041  | A | Ⓣ       | 26,152  | I |  | Catterton Partners IV Special Purpose, L.P. |

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|              |            |   |         |   |         |           |   |   |
|--------------|------------|---|---------|---|---------|-----------|---|---|
| Common Stock | 11/02/2004 | C | 21,311  | A | Ⓐ       | 47,463    | I | Catterton Partners IV Special Purpose, L.P. |
| Common Stock | 11/02/2004 | C | 889     | A | Ⓐ       | 48,352    | I | Catterton Partners IV Special Purpose, L.P. |
| Common Stock | 11/02/2004 | S | 29,210  | D | \$ 18.6 | 19,142    | I | Catterton Partners IV Special Purpose, L.P. |
| Common Stock | 11/02/2004 | C | 346,109 | A | Ⓐ       | 346,109   | I | Catterton Partners IV Offshore, L.P.        |
| Common Stock | 11/02/2004 | C | 401,261 | A | Ⓐ       | 747,370   | I | Catterton Partners IV Offshore, L.P.        |
| Common Stock | 11/02/2004 | C | 587,473 | A | Ⓐ       | 1,334,843 | I | Catterton Partners IV Offshore, L.P.        |
| Common Stock | 11/02/2004 | C | 24,541  | A | Ⓐ       | 1,359,384 | I | Catterton Partners IV Offshore, L.P.        |
| Common Stock | 11/02/2004 | S | 821,189 | D | \$ 18.6 | 538,195   | I | Catterton Partners IV Offshore, L.P.        |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount of Number of Shares                              |
| Series A-5 Convertible Preferred Stock     | (3)  | 11/02/2004                           |  | C                              | 315,005   | (2) (2)  | Common Stock 410,557  |
| Series B-4 Convertible Preferred Stock     | (4)  | 11/02/2004                           |  | C                              | 475,977   | (2) (2)  | Common Stock 475,977  |
| Series D-1 Convertible Preferred Stock     | (5)  | 11/02/2004                           |  | C                              | 580,679   | (2) (2)  | Common Stock 696,863  |
| Series D-3 Convertible Preferred Stock     | (6)  | 11/02/2004                           |  | C                              | 24,606  | (2) (2)  | Common Stock 29,111   |
| Series A-5 Convertible Preferred Stock     | (3)  | 11/02/2004                           |  | C                              | 110,438   | (2) (2)  | Common Stock 143,938  |
| Series B-4 Convertible Preferred Stock     | (4)  | 11/02/2004                           |  | C                              | 166,873   | (2) (2)  | Common Stock 166,873  |
| Series D-1 Convertible Preferred Stock     | (5)  | 11/02/2004                           |  | C                              | 203,581   | (2) (2)  | Common Stock 244,314  |
| Series D-3 Convertible Preferred Stock     | (6)  | 11/02/2004                           |  | C                              | 8,626   | (2) (2)  | Common Stock 10,205   |
| Series A-5 Convertible Preferred           | (3)  | 11/02/2004                           |  | C                              | 7,694   | (2) (2)  | Common Stock 10,035   |

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Stock

Series B-4  
Convertible  
Preferred  
Stock(4)

11/02/2004

C

11,634

(2)(2)Common  
Stock

11,634

Series D-1  
Convertible  
Preferred  
Stock(5)

11/02/2004

C

14,193

(2)(2)Common  
Stock

17,032

Series D-3  
Convertible  
Preferred  
Stock(6)

11/02/2004

C

601

(2)(2)Common  
Stock

711

Series A-5  
Convertible  
Preferred  
Stock(3)

11/02/2004

C

9,292

(2)(2)Common  
Stock

12,111

Series B-4  
Convertible  
Preferred  
Stock(4)

11/02/2004

C

14,041

(2)(2)Common  
Stock

14,041

Series D-1  
Convertible  
Preferred  
Stock(5)

11/02/2004

C

17,758

(2)(2)Common  
Stock

21,311

Series D-3  
Convertible  
Preferred  
Stock(6)

11/02/2004

C

752

(2)(2)Common  
Stock

889

Series A-5  
Convertible  
Preferred  
Stock(3)

11/02/2004

C

265,557

(2)(2)Common  
Stock

346,109

Series B-4  
Convertible  
Preferred  
Stock(4)

11/02/2004

C

401,261

(2)(2)Common  
Stock

401,261

|   |     |            |   |         |     |     |                 |         |
|---|-----|------------|---|---------|-----|-----|-----------------|---------|
| Series D-1<br>Convertible<br>Preferred<br>Stock | (5) | 11/02/2004 | C | 489,527 | (2) | (2) | Common<br>Stock | 587,473 |
| Series D-3<br>Convertible<br>Preferred<br>Stock | (6) | 11/02/2004 | C | 20,743  | (2) | (2) | Common<br>Stock | 24,541  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CP4 Principals, L.L.C.<br>7 GREENWICH OFFICE PARK<br>GREENWICH, CT 06830 |               |           | X       |       |

## Signatures

/s/ John Burtelow, Attorney-in-fact for John R. Scerbo,  
CFO

11/04/2004

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Price is not applicable to conversion of preferred stock to common stock.
- (2) Convertible upon demand. All shares of preferred stock will convert automatically upon consummation of the Company's initial public offering.
- (3) 1.303334-to-1.
- (4) 1-to-1.
- (5) 1.200083-to-1.
- (6) 1.183108-to-1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.