

BUILD A BEAR WORKSHOP INC

Form 3

October 27, 2004

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â CP4 Principals, L.L.C.

(Last) (First) (Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

10/27/2004

3. Issuer Name **and** Ticker or Trading Symbol

BUILD A BEAR WORKSHOP INC [BBW]

4. Relationship of Reporting  
Person(s) to Issuer

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

7 GREENWICH OFFICE PARK

(Street)

(Check all applicable)

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

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

GREENWICH,Â CTÂ 06830

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

Date Expiration  
Exercisable Date

Title Amount or  
Number of  
Shares

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Series A-5 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	410,557	\$ $\underline{(2)}$	I	Catterton Partners IV, L.P. $\underline{(6)}$
Series B-4 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	475,977	\$ $\underline{(3)}$	I	Catterton Partners IV, L.P. $\underline{(6)}$
Series D-1 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	696,863	\$ $\underline{(4)}$	I	Catterton Partners IV, L.P. $\underline{(6)}$
Series D-3 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	29,111	\$ $\underline{(5)}$	I	Catterton Partners IV, L.P. $\underline{(6)}$
Series A-5 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	143,938	\$ $\underline{(2)}$	I	Catterton Partners IV-A, L.P. $\underline{(6)}$
Series B-4 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	166,873	\$ $\underline{(3)}$	I	Catterton Partners IV-A, L.P. $\underline{(6)}$
Series D-1 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	244,314	\$ $\underline{(4)}$	I	Catterton Partners IV-A, L.P. $\underline{(6)}$
Series D-3 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	10,205	\$ $\underline{(5)}$	I	Catterton Partners IV-A, L.P. $\underline{(6)}$
Series A-5 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	10,035	\$ $\underline{(2)}$	I	Catterton Partners IV-B, L.P. $\underline{(6)}$
Series B-4 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	11,634	\$ $\underline{(3)}$	I	Catterton Partners IV-B, L.P. $\underline{(6)}$
Series D-1 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	17,032	\$ $\underline{(4)}$	I	Catterton Partners IV-B, L.P. $\underline{(6)}$
Series D-3 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	711	\$ $\underline{(5)}$	I	Catterton Partners IV-B, L.P. $\underline{(6)}$
Series A-5 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	12,111	\$ $\underline{(2)}$	I	Catterton Partners IV Special Purpose, L.P. $\underline{(6)}$
Series B-4 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	14,041	\$ $\underline{(3)}$	I	Catterton Partners IV Special Purpose, L.P. $\underline{(6)}$
Series D-1 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	21,311	\$ $\underline{(4)}$	I	Catterton Partners IV Special Purpose, L.P. $\underline{(6)}$
Series D-3 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	889	\$ $\underline{(5)}$	I	Catterton Partners IV Special Purpose, L.P. $\underline{(6)}$
Series A-5 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	346,109	\$ $\underline{(2)}$	I	Catterton Partners IV Offshore, L.P. $\underline{(6)}$
Series B-4 Convertible Preferred Stock	$\hat{A}^{(1)}$	$\hat{A}^{(1)}$	Common Stock	401,261	\$ $\underline{(3)}$	I	Catterton Partners IV Offshore, L.P. $\underline{(6)}$

Series D-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	587,473	\$ (4)	I	Catterton Partners IV Offshore, L.P. (6)
Series D-3 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	24,541	\$ (5)	I	Catterton Partners IV Offshore, L.P. (6)

## Reporting Owners

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

## Signatures

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

10/27/2004

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Convertible upon demand. All shares of preferred stock will convert automatically upon consummation of the Company's initial public offering.
- (2) 1.303334-to-1.
- (3) 1-to-1.
- (4) 1.200083-to-1.
- (5) 1.183108-to-1.

- (6) CP4 Principals, L.L.C. is the Managing Member of Catterton Managing Partner IV, L.L.C. which is the general partner of Catterton Partners IV, L.P., Catterton Partners IV-A, L.P. and Catterton Partners IV-B, L.P. and the managing general partner of Catterton Partners IV Special Purpose, L.P. and Catterton Partners IV Offshore, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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