

Seay Scott  
Form 4  
January 05, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Seay Scott

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)  
01/03/2006

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

C/O BUILD-A-BEAR  
WORKSHOP, INC., 1954  
INNERBELT BUSINESS CENTRE  
DRIVE

(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

ST. LOUIS, MO 63114

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/03/2006		M	8,125 A \$ 9.1	12,837 <sup>(1)</sup>	D	
Common Stock	01/03/2006		S <sup>(2)</sup>	8,125 D \$ 28.25	4,712 <sup>(1)</sup> <sup>(3)</sup>	D	

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

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SEC 1474  
(9-02)

number.

**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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9.1	01/03/2006		M	8,125	<u>(4)</u> 04/24/2013 <sup>(4)</sup>	Common Stock	8,125

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seay Scott C/O BUILD-A-BEAR WORKSHOP, INC. 1954 INNERBELT BUSINESS CENTRE DRIVE ST. LOUIS, MO 63114			Chief Workshop Bear	

## Signatures

/s/ Scott Seay                      01/05/2006  
 \*\*Signature of                      Date  
 Reporting Person

## 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) Includes 132 shares acquired pursuant to the issuer's 2004 Associate Stock Purchase Plan on December 30, 2005.
- (2) This sale was effected pursuant to a pre-existing Rule 10b5-1 plan adopted by the reporting person.  
 After giving effect to the transactions reported in this Form 4, Mr. Seay directly owns 962 shares of common stock and 3,750 shares of restricted stock of Build-A-Bear Workshop, Inc. In addition, Mr. Seay holds vested options to purchase 51,375 shares of Build-A-Bear Workshop, Inc.'s common stock after giving effect to the exercise of options reported in this Form 4.
- (4) Under terms of the grant, the options vest in 25% increments over four years beginning one year after the date of grant. All remaining unexercisable options vested and became immediately exercisable in connection with the issuer's initial public on October 27, 2004.

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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**Item 1.01 Entry Into a Material Definitive Agreement.**

On September 16, 2014, Yuma Hospitality Properties Limited Partnership (“Yuma”), a subsidiary of InnSuites Hospitality Trust (the “Trust”) entered into a \$392,000 credit card advance financing business loan with American Express Bank, FSB (the “Agreement”) with a maturity date of 365 days after the disbursement of the initial loan. The agreement includes acceleration provisions upon default. The funds may be used for Yuma working capital. The Trust and/or one or more of its subsidiaries may enter into similar arrangements to add additional working capital to select subsidiaries in the year ahead.

The foregoing description is not intended to be complete and is qualified in its entirety by reference to the full text of the Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth above under Item 1.01 is hereby incorporated by reference into this Item 2.03.

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

On June 27, 2014, the Trust received another letter from the NYSE MKT LLC (f/k/a AMEX) (the “NYSE MKT”) informing the Trust that the Trust is not in compliance with continued listing standards of the NYSE MKT, Section 1003(a)(ii) and Section 1003(a) (iii) of the NYSE MKT Company Guide, due to the Trust having stockholders’ equity of less than \$4.0 million and \$6.0 million, respectively, as of April 30, 2014, and net losses in five consecutive fiscal years as of January 31, 2014. The Trust was informed by the NYSE MKT that a significant portion of the Trust’s non-controlling interest may not be used in its compliance calculation.

The Trust was afforded the opportunity to submit a plan to the NYSE MKT by July 29, 2014 on how it intends to regain compliance with Section 1003(a)(ii) and 1003(a)(iii) by June 27, 2015. On July 24, 2014, the Trust submitted a plan to the NYSE MKT for its review and approval and subsequently provided additional information to the NYSE MKT.

On September 19, 2014, the NYSE MKT notified the Trust that it is not in compliance with Section 1003(a)(i) of the NYSE MKT Company Guide since it reported Stockholders' Equity of less than \$2.0 million at July 31, 2014 and has incurred losses in two of its three fiscal years ended January 31, 2014. The NYSE has accepted Trusts' equity expansion compliance plan and has granted the Trust until December 29, 2015 to comply with Sections 1003(a)(i), 1003(a)(ii) and 1003(a)(iii) of the NYSE MKT Company Guide.

The Trust will be subject to periodic review by the NYSE MKT's staff during this extension period. Failure to make progress consistent with the plan or to regain compliance with continued listing standards by the end of the extension period could result in the Trust being delisted from the NYSE MKT.

**Item 9.01 Financial Statements and Exhibits.**

(d)Exhibits.

10.1 Business Loan and Security Agreement, dated September 16, 2014, executed by Yuma Hospitality Properties Limited Partnership as borrower, in favor of American Express Bank, FSB, as Lender.

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**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.

**InnSuites Hospitality Trust**

By: /s/ Adam B. Remis

Adam B. Remis

Chief Financial Officer

Date: September 22, 2014

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Business Loan and Security Agreement, dated September 16, 2014, executed by Yuma Hospitality Properties Limited Partnership, as borrowers, in favor of American Express Bank, FSB, as Lender.
99.1	September 22, 2014 IHT Press Release

BANCORP, INC. Consolidated Balance Sheets (Unaudited)

**PART 1 – FINANCIAL INFORMATION****ITEM 1 – FINANCIAL STATEMENTS**

(Dollars in thousands, except share and per share data)	September 30, 2013	December 31, 2012
<b>ASSETS</b>		
Cash and due from banks	\$ 12,052	\$ 11,200
Interest-bearing balances with other financial institutions	1,165	1,273
Federal funds sold	-	3,000
Total cash and cash equivalents	13,217	15,473
Interest-bearing time deposits with other financial institutions	7,861	23,563
Available for sale investment securities	119,770	154,295
Loans and leases, net of unearned interest	528,546	484,220
Less: Allowance for loan and lease losses	(5,793)	(5,509)
Net loans and leases	522,753	478,711
Bank premises and equipment, net	12,759	13,123
Restricted investment in bank stocks	1,895	2,503
Foreclosed assets held for sale	2,047	843
Accrued interest receivable	2,684	2,893
Deferred income taxes	3,326	1,789
Goodwill	1,016	1,016
Core deposit and other intangibles, net	191	288
Cash surrender value of life insurance	8,317	8,143
Other assets	2,152	2,560
Total Assets	\$ 697,988	\$ 705,200
<b>LIABILITIES &amp; SHAREHOLDERS' EQUITY</b>		

Explanation of Responses:

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Deposits:		
Noninterest bearing demand	\$ 48,495	\$ 57,977
Interest bearing demand	202,285	164,837
Money Market	197,837	210,588
Savings	29,666	28,406
Time	142,571	163,653
Total Deposits	620,854	625,461
Short-term borrowings	9,245	-
Long-term debt	8,190	22,510
Accrued interest payable	803	620
Other liabilities	6,343	4,389
Total Liabilities	645,435	652,980
Shareholders' Equity:		
Series B Preferred stock, par value \$1.00; liquidation value \$1,000; authorized 5,000 shares; 7% non-cumulative dividend; 5,000 shares issued and outstanding at September 30, 2013 and 4,880 shares issued and outstanding at December 31, 2012	5,000	4,880
Common stock, par value \$1.00; authorized 10,000,000 shares; 3,493,529 shares issued and outstanding at September 30, 2013 and 3,489,684 shares issued and outstanding at December 31, 2012	3,494	3,490
Additional paid-in capital	29,841	29,816
Retained earnings	14,651	11,741
Accumulated other comprehensive (loss) income	(433)	2,293
Total Shareholders' Equity	52,553	52,220
Total Liabilities and Shareholders' Equity	\$ 697,988	\$ 705,200

The accompanying notes are an integral part of these consolidated financial statements.

## MID PENN BANCORP, INC. Consolidated Statements of Income (Unaudited)

(Dollars in thousands, except per share data)	Three Months			
	Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
<b>INTEREST INCOME</b>				
Interest & fees on loans and leases	\$ 6,962	\$ 6,742	\$ 19,717	\$ 20,619
Interest on interest-bearing balances	21	55	97	180
Interest and dividends on investment securities:				
U.S. Treasury and government agencies	170	232	393	997
State and political subdivision obligations, tax-exempt	466	419	1,442	1,232
Other securities	14	5	28	15
Interest on federal funds sold and securities purchased under agreements to resell	-	5	11	10
Total Interest Income	7,633	7,458	21,688	23,053
<b>INTEREST EXPENSE</b>				
Interest on deposits	1,068	1,443	3,403	4,850
Interest on short-term borrowings	12	-	19	1
Interest on long-term debt	112	245	519	732
Total Interest Expense	1,192	1,688	3,941	5,583
Net Interest Income	6,441	5,770	17,747	17,470
<b>PROVISION FOR LOAN AND LEASE LOSSES</b>				
Net Interest Income After Provision for Loan and Lease Losses	5,866	5,620	16,262	16,795
<b>NONINTEREST INCOME</b>				
Income from fiduciary activities	111	128	360	429
Service charges on deposits	150	153	430	418
Net gain on sales of investment securities	108	241	220	267
Earnings from cash surrender value of life insurance	58	61	174	186
Mortgage banking income	75	184	300	443
ATM debit card interchange income	130	114	376	354
Other income	176	176	636	629
Total Noninterest Income	808	1,057	2,496	2,726
<b>NONINTEREST EXPENSE</b>				
Salaries and employee benefits	2,657	2,671	8,199	7,886
Occupancy expense, net	256	263	835	799
Equipment expense	323	343	984	923
Pennsylvania Bank Shares tax expense	104	92	365	351
FDIC Assessment	6	301	339	904
Legal and professional fees	191	186	511	431
Director fees and benefits expense	81	97	238	232
Marketing and advertising expense	87	91	192	288
Computer expense	239	166	666	489
Telephone expense	116	107	318	317
(Gain) loss on sale/write-down of foreclosed assets	(54)	43	(376)	102

Explanation of Responses:



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Intangible amortization	8	7	22	38
Loan collection costs	32	92	178	239
Other expenses	700	623	1,924	1,768
Total Noninterest Expense	4,746	5,082	14,395	14,767
INCOME BEFORE PROVISION FOR INCOME TAXES	1,928	1,595	4,363	4,754
Provision for income taxes	440	329	824	994
NET INCOME	1,488	1,266	3,539	3,760
Series A preferred stock dividends and discount accretion	-	128	14	385
Series B preferred stock dividends	88	-	222	-
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	\$ 1,400	\$ 1,138	\$ 3,303	\$ 3,375
PER COMMON SHARE DATA:				
Basic Earnings Per Common Share	\$ 0.40	\$ 0.33	\$ 0.95	\$ 0.97
Diluted Earnings Per Common Share	\$ 0.40	\$ 0.33	\$ 0.95	\$ 0.97
Cash Dividends	\$ 0.05	\$ 0.05	\$ 0.10	\$ 0.15

The accompanying notes are an integral part of these consolidated financial statements.

MID PENN BANCORP, INC.

Consolidated Statements of Comprehensive Income (Unaudited)

(Dollars in thousands)	Three Months Ended September 30,	
	2013	2012
Net income	\$ 1,488	\$ 1,266
Other comprehensive income:		
Unrealized gains arising during the period on available for sale securities, net of income taxes of \$147 and \$216, respectively	286	418
Reclassification adjustment for net gain on sales of available for sale securities included in net income, net of income taxes of \$(37) and \$(82), respectively (1) (3)	(71)	(159)
Change in defined benefit plans, net of income taxes of \$2 and \$(7), respectively (2) (3)	4	(13)
Total other comprehensive income	219	246
Total comprehensive income	\$ 1,707	\$ 1,512

(Dollars in thousands)	Nine Months Ended September 30,	
	2013	2012
Net income	\$ 3,539	\$ 3,760
Other comprehensive (loss) income:		
Unrealized (losses) gains arising during the period on available for sale securities, net of income taxes of \$(1,334) and \$412, respectively	(2,591)	799
Reclassification adjustment for net gain on sales of available for sale securities included in net income, net of income taxes of \$(75) and \$(91), respectively (1) (3)	(145)	(176)
Change in defined benefit plans, net of income taxes of \$5 and \$(8), respectively (2) (3)	10	(15)

Explanation of Responses:

Total other comprehensive (loss) income	(2,726)	608
Total comprehensive income	\$ 813	\$ 4,368

- (1) Amounts are included in net gain on sales of investment securities on the Consolidated Statements of Income as a separate element within total noninterest income
- (2) Amounts are included in the computation of net periodic benefit cost and are included in salaries and employee benefits on the Consolidated Statements of Income as a separate element within total noninterest expense
- (3) Income tax amounts are included in the provision for income taxes in the Consolidated Statements of Income

The accompanying notes are an integral part of these consolidated financial statements.

## MID PENN BANCORP, INC. Consolidated Statements of Changes in Shareholders' Equity (Unaudited)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012

(Dollars in thousands)

	Preferred Stock	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Total Shareholders' Equity
Balance, December 31, 2012	\$ 4,880	\$ 3,490	\$ 29,816	\$ 11,741	\$ 2,293	\$ 52,220
Net income	-	-	-	3,539	-	3,539
Total other comprehensive loss, net of taxes	-	-	-	-	(2,726)	(2,726)
Common stock dividends	-	-	-	(349)	-	(349)
Employee Stock Purchase Plan	-	4	39	-	-	43
Series B Preferred stock issuance	120	-	-	-	-	120
Series B Preferred stock dividends	-	-	-	(222)	-	(222)
Amortization of warrant cost	-	-	(14)	-	-	(14)
Warrant repurchase	-	-	-	(58)	-	(58)
Balance, September 30, 2013	\$ 5,000	\$ 3,494	\$ 29,841	\$ 14,651	\$ (433)	\$ 52,553
Balance, December 31, 2011	\$ 10,000	\$ 3,484	\$ 29,830	\$ 8,222	\$ 1,916	\$ 53,452
Net income	-	-	-	3,760	-	3,760
Total other comprehensive income, net of taxes	-	-	-	-	608	608
Common stock dividends	-	-	-	(522)	-	(522)
Employee Stock Purchase Plan	-	5	38	-	-	43
Series A Preferred stock dividends	-	-	-	(375)	-	(375)
Amortization of warrant cost	-	-	(10)	-	-	(10)
Balance, September 30, 2012	\$ 10,000	\$ 3,489	\$ 29,858	\$ 11,085	\$ 2,524	\$ 56,956

The accompanying notes are an integral part of these consolidated financial statements.

MID PENN BANCORP, INC. Consolidated Statements of Cash Flows (Unaudited)

(Dollars in thousands)	Nine Months Ended September 30,	
	2013	2012
Operating Activities:		
Net Income	\$ 3,539	\$ 3,760
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan and lease losses		