

BAB, Inc.
500 Lake Cook Road, Suite 475
Deerfield, Illinois 60015
(847) 948-7520

April 08, 2014

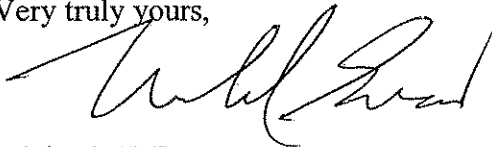
Dear Shareholder:

You are cordially invited to attend the Company's Annual Meeting ("Meeting") of Shareholders to be held at 11:00 a.m. on Tuesday, May 20, 2014, in the Conference Center, located at 540 Lake Cook Road (within The Corporate 500 Centre complex), Deerfield, IL 60015.

You are being asked to elect the four members to the Board of Directors and to ratify the appointment of the independent registered public accounting firm for the year ending November 30, 2014. We hope that these proposals will be adopted at the Meeting.

We look forward to greeting personally those of you who are able to be present at the Meeting. However, whether or not you plan to attend, it is important that your shares be represented; accordingly, you are requested to vote by internet, e-mail, fax or mail. Please review the section on the Proxy card on voting and follow the directions for the method you choose to vote.

Very truly yours,



Michael W. Evans
President and Chief Executive Officer

BAB, Inc.
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Deerfield, Illinois 60015
(847) 948-7520

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 20, 2014

To the Shareholders of BAB, Inc.:

The Annual Meeting of shareholders of BAB, Inc. (the "Company") will be held at 11:00 a.m. on Tuesday May 20, 2014, in the Conference Center located at 540 Lake Cook Road (within the Corporate 500 Centre complex), Deerfield, IL 60015, for the following purposes:

1. To elect four directors to serve for a one-year term expiring when their successors are elected and qualified at the next Meeting.
2. To act upon a proposal to ratify the appointment of Sassetti LLC as independent registered public accounting firm of the Company for the fiscal year ending November 30, 2014.
3. To transact such other business as may properly come before the Meeting or any adjournments thereof.

The Board of Directors has fixed the close of business on March 12, 2014, as the record date for the determination of shareholders entitled to vote at the Meeting and to receive notice thereof. The transfer books of the Company will not be closed.

A PROXY STATEMENT AND FORM OF PROXY ARE ENCLOSED. SHAREHOLDERS ARE REQUESTED TO VOTE EITHER BY INTERNET, E-MAIL, FAX OR MAIL. PLEASE FOLLOW DIRECTIONS LISTED ON THE PROXY CARD FOR THE METHOD OF VOTING THAT YOU CHOOSE. IT IS IMPORTANT THAT YOU VOTE YOUR SHARES PROMPTLY WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING IN PERSON. SHAREHOLDERS WHO ATTEND THE MEETING MAY REVOKE THEIR PROXIES AND VOTE IN PERSON IF THEY DESIRE.

By Order of the Board of Directors



Michael K. Murtaugh
Vice President and General Counsel
April 08, 2014

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD MAY 20, 2014

GENERAL INFORMATION

This proxy statement is furnished to shareholders by the Board of Directors of BAB, Inc. (the "Company") for solicitation of proxies for use at the Meeting of Shareholders at 11:00 a.m. on Tuesday, May 20, 2014, in the Conference Center located at 540 Lake Cook Road (within the Corporate 500 Centre complex), Deerfield, IL 60015, and all adjournments thereof for the purposes set forth. The Board of Directors is not currently aware of any other matters that may or could properly come before the Meeting.

Shareholders may revoke proxies before exercise by submitting a later dated proxy or by voting in person at the Meeting. Unless a shareholder gives contrary instructions on the proxy card, proxies will be voted at the Meeting (i) for the election of the nominees named herein and on the proxy card to the Board of Directors; (ii) for the appointment of Sassetti LLC as independent registered public accounting firm of the Company; and (iii) in the discretion of the proxy holder as to other matters which may properly come before the Meeting. This proxy statement and the enclosed proxy are being mailed to the shareholders of the Company on or about April 08, 2014.

Please read the proxy carefully. You will find additional information about the Company in the most recent 10-K enclosed, which includes the audited consolidated financial statements for the year ended November 30, 2013.

The Company will make arrangements with brokerage houses, other custodians, nominees and fiduciaries to send proxies and proxy material to the beneficial owners of the shares and will reimburse them for their expenses in so doing. To ensure adequate representation of shares at the Meeting, officers, agents and employees of the Company may communicate with shareholders, banks, brokerage houses and others by telephone, facsimile, or in person to request that proxies be furnished. All expenses incurred in connection with this solicitation will be borne by the Company.

PRINCIPAL SHAREHOLDERS AND OWNERSHIP OF MANAGEMENT

The following table sets forth as of March 12, 2014, the record and beneficial ownership of Common Stock held by (i) each person who is known to the Company to be the beneficial owner of more than 5% of the Common Stock of the Company; (ii) each current director; (iii) each "named executive officer" (as defined in Regulation S-K, item 401 under the Securities Act of 1933); and (iv) all executive officers and directors of the Company as a group. Securities reported as "beneficially owned" include those for which the named persons may exercise voting power or investment power, alone or with others. Voting power and investment power are not shared with others unless so stated. The number and percent of shares of Common Stock of the Company beneficially owned by each such person as of March 12, 2014, includes the number of shares which such person has the right to acquire within sixty (60) days after such date.

Name and Address	Shares	Percentage
Michael W. Evans 500 Lake Cook Road, Suite 475 Deerfield, IL 60015	1,584,690 ⁽¹⁾⁽²⁾⁽³⁾	21.04
Michael K. Murtaugh 500 Lake Cook Road, Suite 475 Deerfield, IL 60015	1,058,054 ⁽¹⁾	14.05
Jeffrey M. Gorden 500 Lake Cook Road, Suite 475 Deerfield, IL 60015	41,012 ⁽⁴⁾	.55
Steven G. Feldman 750 Estate Drive, Suite 104 Deerfield, IL 60015	40,000 ⁽⁵⁾	.53
James A. Lentz 1415 College Lane South Wheaton, IL 60189	34,932 ⁽⁶⁾	.46
JCP Investment Management, LLC 1177 West Loop South Houston, TX 77027	802,620	10.66
All beneficial owners, executive officers and directors as a group (6 persons)	3,561,308 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	47.30

(1) Includes 90,000 stock options fully exercisable as of March 12, 2014.

(2) Includes 3,500 shares inherited by spouse.

(3) Includes 62,222 shares held by children.

(4) Includes 36,000 stock options fully exercisable as of March 12, 2014.

(5) Includes 30,000 stock options fully exercisable as of March 12, 2014.

(6) Includes 20,000 stock options fully exercisable as of March 12, 2014.

MANAGEMENT

Directors and Executive Officers

The following tables set forth certain information with respect to each of the Directors and Executive Officers of the Company and certain key management personnel.

Directors and Executive Officers	Age	Position Held with Company
Michael W. Evans	57	Chief Executive Officer, President and Director
Michael K. Murtaugh	69	Vice President, General Counsel, Secretary and Director
Jeffrey M. Gorden	58	Chief Financial Officer and Treasurer
Steven G. Feldman	57	Director
James A. Lentz	66	Director

Michael W. Evans has served as Chief Executive Officer and Director of the Company since January 1993 and is responsible for all aspects of franchise development and marketing, as well as all corporate franchise sales performance and operations programs. In February 1996, he was appointed President. Mr. Evans has over 27 years of experience in the food service industry.

Michael K. Murtaugh joined the Company as a Director in January 1993 and was appointed Vice President and General Counsel in January 1994. Mr. Murtaugh is responsible for dealing directly with state franchise regulatory officials, for the negotiation and enforcement of franchise and area development agreements and for negotiations of acquisition and other business arrangements. Before joining the Company, Mr. Murtaugh was a partner with the law firm of Baker & McKenzie, where he practiced law from 1971 to 1993. He also currently serves as Vice President and Secretary of American Sports Enterprises, Inc., which owns a controlling interest in the Kane County Cougars, a minor league baseball team.

Jeffrey M. Gorden joined the Company as its Chief Financial Officer and Treasurer in April 2001 and is responsible for accounting, financial reporting, risk management and human resource administration. From 1977 to 1979, Mr. Gorden was with Ernst & Young. From 1979 to 1994 he held internal auditing leadership roles at several Fortune 500 companies. From 1995 to 2001, he held senior financial management roles, the last being at Arrow Financial Services, LLC in Lincolnwood, Illinois.

EXECUTIVE COMPENSATION

The following table sets forth the cash compensation by executive officers that received annual salary and bonus compensation of more than \$100,000 during years 2013 and 2012 (the "Named Executive Officers"). The Company has no employment agreements with any of its executive officers.

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Options Awards (\$)	Nonequity Incentive Plan Compensation (\$)	Non-qualified deferred Compensation earnings (\$)	All other compensation (\$)	Total (\$)
Michael W. Evans President and CEO	2013	230,517	-	-	-	-	-	-	230,517
	2012	249,831	50,916	-	-	-	-	-	300,747
Michael K. Murtaugh Vice President and General Counsel	2013	172,894	-	-	-	-	-	-	172,894
	2012	187,380	38,188	-	-	-	-	-	225,568
Jeffrey M Gorden Chief Financial Officer	2013	130,241	7,500	-	-	-	-	-	137,741
	2012	133,686	7,500	-	-	-	-	-	141,186

The following tables set forth any stock or stock options awarded to executive officers that are exercisable and not yet exercised or unexercisable as of November 30, 2013:

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Name	Number of securities underlying unexercised options (#)	Number of securities underlying unexercised options (#)	Equity incentive plan awards: number of securities underlying unexercised unearned options (#)	Option exercise price (\$)	Option expiration date
	Exercisable	Unexercisable			
Michael W. Evans President and CEO	20,000	-	-	.97	2015
	20,000	-	-	1.27	2016
	50,000	-	-	1.38	2016
Michael K. Murtaugh Vice President and General Counsel	20,000	-	-	.97	2015
	20,000	-	-	1.27	2016
	50,000	-	-	1.38	2016
Jeffrey M Gorden Chief Financial Officer	1,833	-	-	.46	2014
	6,000	-	-	.88	2015
	5,000	-	-	1.15	2015
	25,000	-	-	1.25	2016

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Company's Certificate of Incorporation limits personal liability for breach of fiduciary duty by its directors to the fullest extent permitted by the Delaware General Corporation Law ("Delaware Law"). Such Certificate eliminates the personal liability of directors to the Company and its shareholders for damages occasioned by breach of fiduciary duty, except for liability based on breach of the director's duty of loyalty to the Company, liability for acts or omissions not made in good faith, liability for acts or omissions involving intentional misconduct, liability based on payments of improper dividends, liability based on violation of state securities laws and liability for acts occurring prior to the date such provision was added. Any amendment to or repeal of such provisions in the Company's Certificate of Incorporation shall not adversely affect any right or protection of a director of the Company with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

In addition to Delaware Law, the Company's Bylaws provide that officers and directors of the Company have the right to indemnification from the Company for liability arising out of certain actions to the fullest extent permissible by law. Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to directors, officers or persons controlling the Company pursuant to such indemnification provisions, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

AUDIT COMMITTEE

The following is a report of the Audit Committee. The Audit Committee consists of two members, who are both independent directors. The two independent directors comply with the definition of "independent directors" as required by current law and regulations. The Audit Committee has adopted a written Audit Charter. See Appendix I in this document for the Charter in its entirety.

Report of Audit Committee

To the Board of Directors of BAB, Inc.:

We have reviewed and discussed with management the Company's audited financial statements as of and for the fiscal year ended November 30, 2013. We ascertain that we meet the criteria as required by the SEC for independent directors.

We have discussed with Sassetti LLC, the Company's independent registered public accounting firm, the matters required to be discussed by AU 380, *Communications with Audit Committees*.

We have received and reviewed the written disclosures and the letter from Sassetti LLC required by PCAOB Rule 3526, *Communication with Audit Committees Concerning Independence*, and have discussed with Sassetti LLC its independence.

Based on the reviews and discussions referred to above, we recommend to the Board of Directors that the financial statements referred to above be included in the Company's Annual Report on Form 10-K for the fiscal year ended November 30, 2013.

Fees for audit services provided by Sassetti LLC for fiscal year 2013 amounted to \$63,400. The tax compliance services were provided by Sassetti LLC during fiscal year 2012 totaled \$12,600. We believe that the payments made to Sassetti LLC are reasonable.

We recommend to the Board of Directors that the firm of Sassetti LLC be retained for fiscal 2014 as the firm's independent registered public accounting firm.

/s/ Steven G. Feldman

/s/ James A. Lentz

Appendix I

BAB, INC. AUDIT COMMITTEE CHARTER MAY 23, 2008

I. PURPOSE

The primary function of the Audit Committee (**Committee**) is to assist the Board of Directors (**Board**) in fulfilling its oversight responsibilities by reviewing the financial reports and other financial information to be provided by the Company to any governmental body or the public, reviewing the Company's systems of accounting internal control and reviewing the Company's accounting and financial reporting processes. The Committee's primary duties and responsibilities are to:

- Be directly responsible for the appointment, compensation, retention and oversight of the work of the independent registered public accounting firm (**independent auditors**) engaged for the purpose of preparing or issuing an audit report on financial statements and on internal control over financial reporting (as required), or performing other audit, review or attest services for the Company. The independent auditors report directly to the Committee.
- Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Engage independent counsel and other advisors as it deems necessary to carry out its duties.
- Monitor the Company's financial reporting process and internal control system and recommend changes to the Board.

While the Committee shall have the responsibilities and powers set forth in this Charter, it shall not be the duty of the Committee to plan or conduct audits, or to determine whether the Company's financial statements are complete, accurate or in accordance with generally accepted accounting principles (**GAAP**). These are the responsibilities of the Company's management.

The Committee will primarily fulfill these responsibilities by carrying out the specific activities enumerated in Section IV of this Charter.

7. Review the Company's annual and quarterly financial statements as well as the reports, opinions or reviews rendered by the independent auditors in connection with such financial statements and discuss them as necessary with the Company's management and independent auditors prior to public filing.
8. Consult quarterly with the Company's management and the independent auditors as to the quality, not just the acceptability, of Company's accounting principles as applied to its financial reporting.
9. Consult annually with the independent auditors relative to the Company's internal controls.
10. Based on review of the annual financial statements, the accompanying Report of Independent Auditors and discussions with the independent auditors, recommend (or do not recommend) the inclusion of the annual financial statements in the Company's Annual Report on Form 10-K. As part of this review, examine the independent auditors' audit adjustments as well as the schedule of adjustments passed.
11. On an annual basis, obtain and review a formal written statement from the independent auditors disclosing relationships with and services provided to the Company which may affect their objectivity and independence.
12. Discuss with the independent auditors and management, the integrity of the Company's financial reporting processes, both internal and external, and oversee management's development of and adherence to a sound system of internal accounting controls over financial reporting.
13. Consider, and if appropriate, recommend to the Board changes to the Company's accounting principles and practices as suggested by the independent auditors or management.
14. Inquire of management and the independent auditors about the significant risks or exposures facing the Company and assess management's actions and proposals to minimize such risks and periodically review compliance with such steps.
15. Review with management and the independent auditor the critical accounting policies and procedures used by the Company and any alternative treatments within GAAP that have been discussed with management and the ramifications of each alternative.
16. Review with management and the independent auditor the basis for and reasonableness of the critical accounting estimates used by the Company.

