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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 2.02. Results of Operations and Financial Condition**

On January 28, 2010, 1-800-FLOWERS.COM, Inc. issued a press release announcing its financial results for its Fiscal 2010 Second Quarter ended December 27, 2009. A copy of the press release is included as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

The following exhibits are furnished with this Form 8-K:

99.1 Press Release dated January 28, 2010.

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**SIGNATURE**

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.

**1-800-FLOWERS.COM, Inc.**

By: */s/ William E. Shea*

*William E. Shea*

*Chief Financial Officer, Senior*

*Vice-President*

*Finance and Administration*

Date: January 28, 2010