

1 800 FLOWERS COM INC  
Form 8-K  
April 16, 2009  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) April 16, 2009**

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

(Exact name of registrant as specified in its charter)

Delaware	0-26841	11-3117311
(State of incorporation)	(Commission File Number)	(IRS Employer
		Identification No.)

One Old Country Road, Suite 500

Carle Place, New York 11514

(Address of principal executive offices) (Zip Code)

(516) 237-6000

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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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 8.01 Other Events**

On April 16, 2009, 1-800-FLOWERS.COM, Inc. issued a press release announcing that it had entered into an amendment to its credit agreement with a syndicate of banks and other financial institutions led by JPMorgan Chase Bank, N.A. A copy of the press release and a copy of the amendment to the agreement are included as Exhibit 99.A and 99.B and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

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

99.A Press Release dated April 16, 2009.

99.B First Amendment, dated April 14, 2009

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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: April 16, 2009