

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13D/A

1 800 FLOWERS COM INC  
Form SC 13D/A  
January 04, 2008

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

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SCHEDULE 13D  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

1-800-FLOWERS.COM, INC.

-----  
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

68243Q106

-----  
(CUSIP Number)

Mr. Robert L. Rosen  
RLR Capital Partners, LP  
152 West 57th Street, 21st Floor  
New York, NY 10019  
(212) 903-2700

With a copy to:

Marc Weingarten, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 2, 2008

-----  
(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties

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to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 7 Pages)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Page 2 of 7 Pages)

CUSIP NO. 68243Q106 SCHEDULE 13D PAGE 3 OF 7 PAGES

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
RLR Capital Partners, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]  
Not Applicable

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

7 SOLE VOTING POWER

-0-

NUMBER OF 8 SHARED VOTING POWER  
SHARES  
BENEFICIALLY 1,652,659

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OWNED BY  
EACH  
REPORTING  
PERSON WITH

-----  
9 SOLE DISPOSITIVE POWER  
-----  
-0-  
-----  
10 SHARED DISPOSITIVE POWER  
-----  
1,652,659

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----  
1,652,659

-----  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*  
-----  
[ ]

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
-----  
6.3%

-----  
14 TYPE OF REPORTING PERSON\*  
-----  
IA

-----  
\* SEE INSTRUCTIONS BEFORE FILLING OUT!  
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CUSIP NO. 68243Q106 SCHEDULE 13D PAGE 4 OF 7 PAGES  
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-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Robert L. Rosen  
-----

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]  
-----

-----  
3 SEC USE ONLY  
-----

-----  
4 SOURCE OF FUNDS\*  
-----  
AF

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) or 2(e) [ ]  
-----

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
-----  
United States of America

-----  
7 SOLE VOTING POWER  
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-0-  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
		1,652,659	
	9	SOLE DISPOSITIVE POWER	
		-0-	
	10	SHARED DISPOSITIVE POWER	
		1,652,659	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON		
	1,652,659		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
			[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	6.3%		
14	TYPE OF REPORTING PERSON*		
	IN		

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1. SECURITY AND ISSUER

This Amendment No.1 is filed with respect to the shares of the common stock, par value \$0.01 per share (the "Class A Shares"), of 1-800-Flowers.com, Inc. (the "Issuer"), beneficially owned by the Reporting Persons (as defined in the Schedule 13D filed with the Securities and Exchange Commission on June 27, 2007 (the "Schedule 13D")) as of January 3, 2008 and amends and supplements the Schedule 13D. Except as set forth herein, the Schedule 13D is unmodified.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

All of the funds used to purchase the Class A Shares described in this Schedule 13D came from the working capital of the Fund. A total of approximately \$11.4 million was paid to acquire such Class A Shares.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) The Reporting Persons beneficially own 1,652,659 Class A Shares, constituting approximately 6.3% of the Class A Shares outstanding.

The aggregate percentage of Class A Shares beneficially owned by the Reporting Persons is based upon 26,137,840 Class A Shares outstanding, which is the total number of Class A Shares outstanding as of November 2, 2007 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2007.

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(b) RLR and Mr. Rosen share power to vote and direct the disposition of all of the Class A Shares held by the Fund. Thus, as of January 3, 2008, the Reporting Persons may be deemed to beneficially own 1,652,659 Class A Shares, or 6.3% of the Class A Shares deemed issued and outstanding as of that date.

(c) The following transactions in the Class A Shares were effected by the Reporting Persons during the past 60 days, each of which was effected in open market transactions.

RLR Focus Master Fund, LP

Trade Date	Shares Purchased (Sold)	Price per Share (\$)
12/04/2007	10000	9.84
12/07/2007	6000	9.64
12/10/2007	10000	9.57
12/11/2007	3514	9.59
12/14/2007	15000	9.57
12/17/2007	35000	9.24
12/18/2007	10000	9.10
12/19/2007	10000	9.04
12/20/2007	20000	8.94
12/21/2007	20000	8.95
12/24/2007	5000	9.02
12/24/2007	2000	9.01
12/26/2007	4900	8.83
12/27/2007	11945	8.78
12/28/2007	20000	8.72
12/31/2007	3300	8.76
12/31/2007	25000	8.66

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1/2/2008	25000	8.11
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1/2/2008	25000	8.13
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1/2/2008	20000	8.03
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(d) No person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such Class A Shares.

(e) Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 3, 2008

/s/ Robert L. Rosen  
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Robert L. Rosen, in his capacity  
as the managing member of RLR  
Capital Partners GP, LLC, the  
sole general partner of RLR  
Capital Partners, LP

/s/ Robert L. Rosen  
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Robert L. Rosen