BENCHMARK CAPITAL PARTNERS II L P

Form SC 13G/A February 14, 2003

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13G/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b) (Amendment No. 3) *

1-800-FLOWERS.COM, Inc.

_____ (Name of Issuer)

Class A Common Stock

._____

(Title of Class of Securities)

68243Q 10 6

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- |_| Rule 13d-1(b)
- |_| Rule 13d-1(c)
- |X| Rule 13d-1(d)

*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).

(Continued on following pages)

Page 1 of 25 Pages Exhibit Index Contained on Page 24

CUSIP	No. 68243	Q 10 6		Page	2 of	25	Pages	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)							
	Benchmark Capital Partners II, L.P.							
2	CHECK THE	APPROPF	ZIATE BOX IF A MEMBER OF A GROUP*				_ X	
3	SEC USE OI	NLY						
4	CITIZENSH	IP OR PI	ACE OF ORGANIZATION					
	Delaware							
		5	SOLE VOTING POWER					
			0 shares.					
	IBER OF	6	SHARED VOTING POWER					
BENEF	'ICIALLY		0 shares.					
E	ED BY	7	SOLE DISPOSITIVE POWER					
PE	ORTING ERSON UITH		0 shares.					
VV	1111	8	SHARED DISPOSITIVE POWER					
			0 shares.					
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING P	ERSON				
	0							
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES C	ERTAIN	SHAF	RES*		
	_							
11	11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	0.0%							
12	TYPE OF R	EPORTING	PERSON*					
	PN							
		+	SEE INSTRUCTION BEFORE FILLING OUT!					

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)							
	Benchmark	Founder	s' Fund II, L.P.					
2	CHECK THE	APPROPF	RIATE BOX IF A MEMBER OF A GROUP*			_ X		
3	SEC USE ON	NLY						
4	CITIZENSH	IP OR PI	ACE OF ORGANIZATION					
	Delaware							
		5	SOLE VOTING POWER					
			0 shares.					
		6	SHARED VOTING POWER					
BENEF	ARES ICIALLY		0 shares.					
E.	ED BY ACH	7	SOLE DISPOSITIVE POWER					
PE	ORTING RSON		0 shares.					
VV	ITH	8	SHARED DISPOSITIVE POWER					
			0 shares.					
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	PERSON				
10		 IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES	CERTAIN SH	 ARES*			
	1_1							
11	PERCENT OF	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)					
	0.0%							
12	TYPE OF REPORTING PERSON*							
	PN							
			SEE INSTRUCTION BEFORE FILLING OUT!					
CUSIP	No. 68243Ç	-		Page 4 c	f 25 P	ages'		
1	NAMES OF F	REPORTIN						
	Benchmark	Founder	rs' Fund II-A, L.P.					
2	CHECK THE	APPROPF	RIATE BOX IF A MEMBER OF A GROUP*		(2)			

				(b)	X
3	SEC USE O	NLY			
4	CITIZENSH	IP OR P	LACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
			0 shares.		
	BER OF	6	SHARED VOTING POWER		
BENEF	ARES ICIALLY		0 shares.		
	ED BY ACH	7	SOLE DISPOSITIVE POWER		
	ORTING RSON		0 shares.		
W	ITH	8	SHARED DISPOSITIVE POWER		
			0 shares.		
 9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	0				
1.0		TE THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN		
10	_	11 11111	AGONDONI AMOUNT IN NOW (3) BACHODES CENTAIN	DIIAILLO	
11		F CLASS	REPRESENTED BY AMOUNT IN ROW (9)		
	0.0% 				
12	TYPE OF R	EPORTIN	G PERSON*		
	PN 				
			*SEE INSTRUCTION BEFORE FILLING OUT!		
CUSIP	No. 68243			of 25 P	?ages
1		REPORTI	NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Benchmark	Member	s' Fund II, L.P.		
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP*		
					_ X
3	SEC USE O				
4	 CITIZENSH	IP OR P	LACE OF ORGANIZATION		

	Delaware		
		5	SOLE VOTING POWER
			0 shares.
	MBER OF	6	SHARED VOTING POWER
BENEF	HARES FICIALLY		0 shares.
E	NED BY EACH	7	SOLE DISPOSITIVE POWER
PE	PORTING ERSON		0 shares.
V	VITH	8	SHARED DISPOSITIVE POWER
			0 shares.
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	0		
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	1_1		
11	PERCENT OF	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)
	0.0%		
12	TYPE OF RE	EPORTING	G PERSON*
	PN		
			*SEE INSTRUCTION BEFORE FILLING OUT!
CUSIF	P No. 68243(2 10 6 	Page 6 of 25 Page
1	NAMES OF F		NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Benchmark	Capital	L Management Co. II, L.L.C.
2	CHECK THE	APPROPF	RIATE BOX IF A MEMBER OF A GROUP*
			(a) _ (b) }
3	SEC USE ON	NLY	
4			LACE OF ORGANIZATION
	Delaware		
		 5	SOLE VOTING POWER
			0 shares.
NUM	MBER OF	6	SHARED VOTING POWER
SF	HARES		

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	0 shares. SOLE DISPOSITIVE POWER 0 shares. SHARED DISPOSITIVE POWER	
			0 shares.	
9	AGGREGATE A	TNUOMA	BENEFICIALLY OWNED BY EACH REPORTING PI	ERSON
1.0			ACCRECATE AMOUNT IN DOM (0) EVOLUDES OF	
10	_	IF IHE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES C	ERIAIN SHARES^
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)	
	0.0%			
12	TYPE OF REE	PORTING	PERSON*	
	00			
		*	SEE INSTRUCTION BEFORE FILLING OUT!	
CUSIP	No. 68243Q	10 6		Page 7 of 25 Pages
1	NAMES OF RE		G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ON	NLY)
	Benchmark (Capital	Partners III, L.P.	
2	CHECK THE A	APPROPR	IATE BOX IF A MEMBER OF A GROUP*	(a) _ (b) X
3	SEC USE ONI			
4	CITIZENSHIE	OR PL	ACE OF ORGANIZATION	
	Delaware			
		5	SOLE VOTING POWER	
			0 shares.	
	BER OF ARES	6	SHARED VOTING POWER	
	ICIALLY ED BY		0 shares.	
Ε	ACH ORTING	7	SOLE DISPOSITIVE POWER	
	RSON ITH		0 shares.	
MTIU		8	SHARED DISPOSITIVE POWER	

0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

|_|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 68243Q 10 6 Page 8 of 25 Pages 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Benchmark Founders' Fund III, L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_| (b) |X| 3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

12 TYPE OF REPORTING PERSON*

Delaware

SOLE VOTING POWER 0 shares. NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY OWNED BY 0 shares. ______ 7 EACH SOLE DISPOSITIVE POWER REPORTING PERSON 0 shares. _____ WITH SHARED DISPOSITIVE POWER

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

O shares.

...

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

	_			
11	PERCENT OF	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)	
	0.0%			
12	TYPE OF R	EPORTING	G PERSON*	
	PN			
		y	SEE INSTRUCTION BEFORE FILLING OUT!	
CUSIF	No. 682430	2 10 6		Page 9 of 25 Pages
1	NAMES OF I		NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES O	
	Benchmark	Founder	cs' Fund III-A, L.P.	
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP*	
				(a) _ (b) X
3	SEC USE ON			
4	CITIZENSH	IP OR PI	LACE OF ORGANIZATION	
	Delaware			
		5	SOLE VOTING POWER	
			0 shares.	
	IBER OF	6	SHARED VOTING POWER	
BENEF	IARES 'ICIALLY		0 shares.	
E	IED BY CACH	7	SOLE DISPOSITIVE POWER	
	ORTING CRSON		0 shares.	
V	/ITH	8	SHARED DISPOSITIVE POWER	
			0 shares.	
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING P	ERSON
	0			
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES C	 ERTAIN SHARES*
	_			
11	PERCENT OF	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)	
	0.0%			
12	TYPE OF RE	 EPORTINO		

PN ______ *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 68243Q 10 6 Page 10 of 25 Pages NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Benchmark Members' Fund III, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_| (b) |X| 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER 0 shares. _____ NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY 0 shares. OWNED BY 7 SOLE DISPOSITIVE POWER EACH REPORTING 0 shares. PERSON WITH SHARED DISPOSITIVE POWER 0 shares. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% ______ 12 TYPE OF REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 68243Q 10 6 Page 11 of 25 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

	Benchmark	Investo	ors III, L.P.					
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP*		_ X			
3	SEC USE OI	NLY						
4	CITIZENSH	IP OR PI	LACE OF ORGANIZATION					
	Delaware							
		5	SOLE VOTING POWER					
			0 shares.					
	MBER OF	6	SHARED VOTING POWER					
BENE	HARES FICIALLY		0 shares.					
]	NED BY EACH	7	SOLE DISPOSITIVE POWER					
P	PORTING ERSON		0 shares.					
	WITH	8	SHARED DISPOSITIVE POWER					
			0 shares.					
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	0							
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SE	HARES*				
	1_1							
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)					
	0.0%							
12	TYPE OF R	EPORTING	G PERSON*					
	PN							
			SEE INSTRUCTION BEFORE FILLING OUT!					
CUSI:	P No. 682430	Q 10 6 	Page 12 (of 25 P 	ages			
1			NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
	Benchmark	Capital	l Management Co. III, L.L.C.					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*							
				(b)	X			

3 SEC USE ONLY ______ CITIZENSHIP OR PLACE OF ORGANIZATION Delaware ______ SOLE VOTING POWER 0 shares. NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY 0 shares. OWNED BY 7 SOLE DISPOSITIVE POWER REPORTING PERSON 0 shares. WITH 8 SHARED DISPOSITIVE POWER 0 shares. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Ω ______ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% TYPE OF REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 68243Q 10 6 Page 13 of 25 Pages NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Alexandre Balkanski CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_| ._____ 3 SEC USE ONLY ______ CITIZENSHIP OR PLACE OF ORGANIZATION French Citizen

	_						
		5	SOLE VOTING POWER				
			21,194 shares, all of which are directly owned by trust, and Balkanski, as trustee of the trust, may deemed to have sole power to vote these shares.	-			
NUM	BER OF	6	SHARED VOTING POWER				
_	ARES ICIALLY		0 shares.				
	ED BY ACH	7	SOLE DISPOSITIVE POWER				
PE	ORTING RSON ITH		21,194 shares, all of which are directly owned by trust, and Balkanski, as trustee of the trust, may deemed to have sole power to dispose of these shares.	be			
		8	SHARED DISPOSITIVE POWER				
			0 shares.				
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	21,194						
10	CHECK BOX	IF THE	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
	1_1						
11	PERCENT OF	CLASS	S REPRESENTED BY AMOUNT IN ROW (9)				
	0.1%						
12	TYPE OF RE	EPORTING PERSON*					
	IN						
			*SEE INSTRUCTION BEFORE FILLING OUT!				
CUSIP	No. 68243Q	10 6	Page 14 of 25 Pa	ges			
1			ING PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	David M. B	eirne					
2	CHECK THE	APPROP	PRIATE BOX IF A MEMBER OF A GROUP*				
			(a) (b)				
3	SEC USE ON	LY					
4	CITIZENSHI	P OR P	PLACE OF ORGANIZATION				
	U.S. Citiz	en					
		5	SOLE VOTING POWER				
			45,124 shares, all of which are directly owned by	y a			
			trust, and Beirne, as trustee of the trust, may	be			

			deemed to have sole power to vote these shares						
NUMBER OF		6	SHARED VOTING POWER						
_	HARES FICIALLY		0 shares.						
	NED BY EACH	7	SOLE DISPOSITIVE POWER						
PI	PORTING ERSON WITH		45,124 shares, all of which are directly trust, and Beirne, as trustee of the trust deemed to have sole power to dispose of these	t, ma	y be				
		8	SHARED DISPOSITIVE POWER						
			0 shares.						
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	45,124								
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SH.	ARES*					
	1_1								
11	PERCENT O	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	0.1%								
12	TYPE OF R	TYPE OF REPORTING PERSON*							
	IN								
			*SEE INSTRUCTION BEFORE FILLING OUT!						
CUSIE	P No. 68243	2 10 6	Page 15 o	f 25 P	ages				
1			NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	Bruce W. 1	Dunlevi	е						
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP*	(a) (b)	_ X				
3	SEC USE O								
4	CITIZENSH	 IP OR P	LACE OF ORGANIZATION						
	U.S. Citi	zen							
		 5	SOLE VOTING POWER						
			59,567 shares, all of which are directly trust, and Dunlevie, as trustee of the trust deemed to have sole power to vote these shares	t, ma					
	MBER OF HARES	6	SHARED VOTING POWER						

BENEFICIALLY OWNED BY EACH			0 shares.				
		7	SOLE DISPOSITIVE POWER				
P	PORTING ERSON WITH		59,567 shares, all of which are directly owned trust, and Dunlevie, as trustee of the trust, madeemed to have sole power to dispose of these shares				
		8	SHARED DISPOSITIVE POWER				
			0 shares.				
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PE	RSON			
	0						
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CE	RTAIN SHARES*			
	1_1						
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)				
	0.2%						
12	TYPE OF RI	EPORTIN	G PERSON*				
	IN						
			*SEE INSTRUCTION BEFORE FILLING OUT!				
OI I O T	D. N	2 10 6		16 .6 05 0			
	P No. 682439			age 16 of 25 Pages			
1			NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ON	LY)			
	J. William	m Gurle	У				
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP*				
				(a) _ (b) X			
3	SEC USE O	NLY					
4	CITIZENSH	IP OR P	LACE OF ORGANIZATION				
	U.S. Citi:	zen					
		 5	SOLE VOTING POWER				
			18,526 shares.				
NUI	MBER OF	6	SHARED VOTING POWER				
	HARES FICIALLY		0 shares.				
	NED BY EACH	7	SOLE DISPOSITIVE POWER				
	PORTING ERSON		18,526 shares.				
1	WITH						

8 SHARED DISPOSITIVE POWER

0 shares. ______ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON ______ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1% 12 TYPE OF REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 68243Q 10 6 Page 17 of 25 Pages ______ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Kevin R. Harvey ______ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_| (b) |X| ______ SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen SOLE VOTING POWER 79,420 shares, all of which are directly owned by a trust, and Harvey, as trustee of the trust, may be deemed to have sole power to vote these shares. NUMBER OF SHARED VOTING POWER SHARES BENEFICIALLY 0 shares. _____ OWNED BY SOLE DISPOSITIVE POWER REPORTING 79,420 shares, all of which are directly owned by a PERSON WITH trust, and Harvey, as trustee of the trust, may be deemed to have sole power to dispose of these shares. SHARED DISPOSITIVE POWER 0 shares.

I_	9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON					
I_		79,420							
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2% 12 TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 68243Q 10 6 Page 18 of 25 Pages 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Robert C. Kagle 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen 5 SOLE VOTING POWER 79,691 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to vote these shares. NUMBER OF 6 SHARED VOTING POWER SHARES BENNEFICIALLY 0 shares. ONNED BY EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON 79,691 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to vote these shares. 8 SHARED DISPOSITIVE POWER 8 SHARED DISPOSITIVE POWER 0 shares.	10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
0.2% 12 TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 68243Q 10 6 Page 18 of 25 Pages 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Robert C. Kagle 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) IX 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen 5 SOLE VOTING POWER 79,691 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to vote these shares. NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY Oshares. NUMBER OF 7 SOLE DISPOSITIVE POWER PERSON 79,691 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to dispose of these shares. 8 SHARED DISPOSITIVE POWER 0 shares.		1_1							
TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 682430 10 6 Page 18 of 25 Pages 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ROBERT C. Kagle 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen 5 SOLE VOTING POWER 79,691 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to vote these shares. NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY 0 shares. OWNED BY EACH 7 SOLE DISPOSITIVE FOWER REPORTING PERSON 79,691 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to dispose of these shares. 8 SHARED DISPOSITIVE FOWER 0 shares.	11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)					
*SEE INSTRUCTION BEFORE FILLING OUT! CUSIP NO. 68243Q 10 6 Page 18 of 25 Pages 1 NAMES OF REFORTING PERSONS		0.2%							
SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 68243Q 10 6 Page 18 of 25 Pages 1 NAMES OF REPORTING PERSONS	12	TYPE OF R	EPORTING	; PERSON					
CUSIP No. 68243Q 10 6 Page 18 of 25 Pages 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Robert C. Kagle 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen 5 SOLE VOTING POWER 79,691 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to vote these shares. NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY 0 shares. OWNED BY EACH 7 SOLE DISPOSITIVE POWER PERSON 79,691 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to dispose of these shares. 8 SHARED DISPOSITIVE POWER 0 shares.		IN							
1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Robert C. Kagle 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen 5 SOLE VOTING POWER 79,691 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to vote these shares. NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY ONNED BY EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON 79,691 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to dispose of these shares. 8 SHARED DISPOSITIVE POWER 0 shares.			ר	SEE INSTRUCTION BEFORE FILLING OUT!					
1 NAMES OF REPORTING PERSONS 1.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Robert C. Kagle 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen 5 SOLE VOTING POWER 79,691 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to vote these shares. NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY 0 shares. OWNED BY EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON 79,691 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to dispose of these shares. 8 SHARED DISPOSITIVE POWER 0 shares.	CUSIP	No. 68243	Q 10 6						
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5 SOLE VOTING POWER 79,691 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to vote these shares. NUMBER OF SHARES BENEFICIALLY O shares. OWNED BY EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON 79,691 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to dispose of these shares. 8 SHARED DISPOSITIVE POWER 0 shares.	4	CITIZENSH	IP OR PI						
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EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON 79,691 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to dispose of these shares. 8 SHARED DISPOSITIVE POWER 0 shares.	BENEF	ICIALLY		0 shares.					
PERSON 79,691 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to dispose of these shares. 8 SHARED DISPOSITIVE POWER 0 shares.	E	ACH	7	SOLE DISPOSITIVE POWER					
0 shares.	PE	ERSON		several trusts, and Kagle, as trustee of the trusts, may					
			8	SHARED DISPOSITIVE POWER					
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				0 shares.					
	9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON					
79,691		79 , 691							

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
	_				
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)		
	0.2%				
12	TYPE OF RE	PORTING	PERSON*		
	IN				
		y	*SEE INSTRUCTION BEFORE FILLING OUT!		
CUSIP	No. 68243Ç	2 10 6	Page 19 of 25 Pages		
1	NAMES OF F				
	Andrew S.	Rachlef	f		
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP*		
			(a) _ (b) X		
3	SEC USE ON	ILY			
4	CITIZENSHI	P OR PI	LACE OF ORGANIZATION		
	U.S. Citiz	en			
		5	SOLE VOTING POWER		
			79,695 shares, 66,968 of which are directly owned by a trust and 12,727 of which are held by a limited liability company, and Rachleff, as trustee of the trust and manager of the limited liability company, may be deemed to have sole power to vote these shares.		
	BER OF	6	SHARED VOTING POWER		
BENEF	ARES ICIALLY		0 shares.		
Ε	ED BY ACH	7	SOLE DISPOSITIVE POWER		
PE	ORTING PRSON ITH		79,695 shares, 66,968 of which are directly owned by a trust and 12,727 of which are held by a limited liability company, and Rachleff, as trustee of the trust and manager of the limited liability company, may be deemed to have sole power to dispose of these shares.		
		8	SHARED DISPOSITIVE POWER		
			0 shares.		
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	79 , 695				

10	СНЕСК ВОХ	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	1_1		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	0.2%		
12	TYPE OF REPORTING PERSON*		
	IN		
			SEE INSTRUCTION BEFORE FILLING OUT!
CUSIP No. 68243Q 10 6			Page 20 of 25 Pages
1			NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Steven M.	Spurlo	sk
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
			(b) X
3	SEC USE ONLY		
4	CITIZENSH		LACE OF ORGANIZATION
		5	SOLE VOTING POWER
			154 shares, all of which are directly owned by a trust, and Spurlock, as trustee of the trust, may be deemed to have sole power to vote these shares.
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	SHARED VOTING POWER
			0 shares.
		7	SOLE DISPOSITIVE POWER
			154 shares, all of which are directly owned by a trust, and Spurlock, as trustee of the trust, may be deemed to have sole power to dispose of these shares.
		8	SHARED DISPOSITIVE POWER
			0 shares.
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	154		
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	_		

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON*

ΤN

*SEE INSTRUCTION BEFORE FILLING OUT!

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This statement amends the Statement on 13G filed by Benchmark Capital Partners II, L.P., Benchmark Founders' Fund II, L.P., Benchmark Founders' Fund II-A, L.P., Benchmark Members' Fund II, L.P., Benchmark Capital Management Co. II, L.L.C., Benchmark Capital Partners III, L.P., Benchmark Founders' Fund III, L.P., Benchmark Founders' Fund III-A, L.P., Benchmark Members' Fund III, L.P., Benchmark Investors III, L.P., Benchmark Capital Management Co. III, L.L.C., Alexandre Balkanski, David M. Beirne, Bruce W. Dunlevie, J. William Gurley,

Kevin R. Harvey, Robert C. Kagle, Andrew S. Rachleff and Steven M. Spurlock. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date

hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X] Yes

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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.

Date: February 11, 2003

BENCHMARK CAPITAL PARTNERS II, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND II, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND II-A, L.P., a Delaware Limited Partnership

BENCHMARK MEMBERS' FUND II, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. II, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock

Steven M. Spurlock Managing Member

BENCHMARK CAPITAL PARTNERS III, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND III, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND III-A, L.P., a Delaware Limited Partnership

BENCHMARK MEMBERS' FUND III, L.P., a Delaware Limited Partnership

BENCHMARK INVESTORS III, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. III, L.L.C., a Delaware Limited Liability Company

By: /s/Steven M. Spurlock

Steven M. Spurlock Managing Member

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ALEXANDRE BALKANSKI

DAVID M. BEIRNE

BRUCE W. DUNLEVIE

J. WILLIAM GURLEY

KEVIN R. HARVEY

ROBERT C. KAGLE

ANDREW S. RACHLEFF

STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock

Steven M. Spurlock Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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EXHIBIT INDEX

Found on Sequentially Numbered Page

Exhibit

Exhibit A: Agreement of Joint Filing

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EXHIBIT A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of 1-800-Flowers.com, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.