

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