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

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

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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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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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

-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 |
| ----- | ----- | ----- |
| 1/2/2008 | 20000 | 8.03 |
| ----- | ----- | ----- |

(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

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

Robert L. Rosen