1 800 FLOWERS COM INC
Form 10-Q
May 11, 2007

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

FORM 10-Q

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended April 1, 2007

or

___ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the transition period from ___ to ___

Commission File No. 0-26841

1-800-FLOWERS.COM, Inc.
(Exact name of registrant as specified in its charter)

DELAWARE	11-3117311
(State of incorporation)	(I.R.S. Employer Identification No.)

One Old Country Road, Carle Place, New York 11514
(Address of principal executive offices)(Zip code)

(516) 237-6000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes (X) No ( )

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ( ) Accelerated filer(X) Non-accelerated filer ( )

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ( ) No (X)

The number of shares outstanding of each of the Registrant's classes of common stock:

25,626,396
(Number of shares of Class A common stock outstanding as of May 3, 2007)

36,858,465

(Number of shares of Class B common stock outstanding as of May 3, 2007)

1-800-FLOWERS.COM, Inc.

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1-800-FLOWERS.COM, Inc. and Subsidiaries
Consolidated Balance Sheets
(in thousands, except share data)

	April 1, 2007 (unaudited)
Assets	
Current assets:	
Cash and equivalents	$10,158
Receivables, net	21,750
Inventories	66,343
Deferred income taxes	25,562
Prepaid and other	11,534
Total current assets	135,347
Property, plant and equipment, net	62,575
Goodwill	105,571
Other intangibles, net	53,414
Deferred income taxes	-
Other assets	1,474
Total assets	$358,381
Liabilities and stockholders' equity	
Current liabilities:	
Accounts payable and accrued expenses	$63,341
Current maturities of long-term debt and obligations under capital leases	20,013
Total current liabilities	83,354
Long-term debt and obligations under capital leases	70,606
Deferred income taxes	9,735
Other liabilities	2,014
Total liabilities	165,709
Commitments and contingencies	
Stockholders' equity:	
Preferred stock, $.01 par value, 10,000,000 shares authorized, none issued	
Class A common stock, $.01 par value, 200,000,000 shares authorized, 30,159,019 and 29,872,183 shares issued at April 1, 2007 and July 2, 2006, respectively	302
Class B common stock, $.01 par value, 200,000,000 shares authorized, 42,138,465 shares issued at April 1, 2007 and July 2, 2006, respectively	421
Additional paid-in capital	267,319
Retained deficit	(45,455
Treasury stock, at cost 4,577,492 and 1,555,350 Class A shares at April 1, 2007 and July 2,2006, respectively and 5,280,000 Class B shares	(29,915
Total stockholders' equity	192,672
Total liabilities and stockholders' equity	$358,381

See accompanying Notes to Consolidated Financial Statements.

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1-800-FLOWERS.COM, Inc. and Subsidiaries
Consolidated Statements of Income
(in thousands, except per share data)
(unaudited)

	Three Months Ended	
	April 1, 2007	April 2, 2006
Net revenues	$213,779	$180,017
Cost of revenues	127,092	109,743
Gross profit	86,687	70,274
Operating expenses:		
Marketing and sales	59,023	53,188
Technology and development	5,469	5,170
General and administrative	14,198	11,181
Depreciation and amortization	4,447	3,877
Total operating expenses	83,137	73,416
Operating income (loss)	3,550	(3,142)
Other income (expense):		
Interest income	203	474
Interest expense	(1,551)	(96)
Other	1	137
Total other income (expense), net	(1,347)	515
Income (loss) before income taxes	2,203	(2,627)
Income tax expense (benefit)	1,150	(1,087)
Net income (loss)	$1,053	($1,540)
Basic and diluted net income (loss) per common share:	$0.02	($0.02)
Weighted average shares used in the calculation of net income (loss) per common share:		
Basic	62,358	65,092
Diluted	64,284	65,092

See accompanying Notes to Consolidated Financial Statements.

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1-800-FLOWERS.COM, Inc. and Subsidiaries

Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Nine Mo
	April 1, 2007
Operating activities:	
Net income	$10,556
Reconciliation of net income to net cash provided by (used in) operations:	
Depreciation and amortization	13,025
Deferred income taxes	7,824
Bad debt expense	1,111
Stock-based compensation	3,386
Other non-cash items	72
Changes in operating items:	
Receivables	(9,708)
Inventories	(13,881)
Prepaid and other	(1,187)
Accounts payable and accrued expenses	(529)
Other assets	(867)
Other liabilities	856
Net cash provided by (used in) operating activities	10,658
Investing activities:	
Acquisitions, net of cash acquired	(347)
Dispositions	1,112
Capital expenditures	(13,565)
Proceeds from sale of investments	-
Other	(36)
Net cash used in investing activities	(12,836)
Financing activities:	
Acquisition of treasury stock	(15,722)
Proceeds from employee stock options	1,269
Proceeds from bank borrowings	95,000
Repayment of notes payable and bank borrowings	(92,433)
Repayment of capital lease obligations	(377)
Net cash used in financing activities	(12,263)
Net change in cash and equivalents	(14,441)
Cash and equivalents:	
Beginning of period	24,599
End of period	$10,158

See accompanying Notes to Consolidated Financial Statements.

1-800-FLOWERS.COM, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

Note 1 - Accounting Policies

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared by 1-800-FLOWERS.COM, Inc. and subsidiaries (the "Company") in accordance with accounting principles generally accepted in the United States for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended April 1, 2007 are not necessarily indicative of the results that may be expected for the fiscal year ending July 1, 2007.

The balance sheet information at July 2, 2006 has been derived from the audited financial statements at that date.

The information in this Quarterly Report on Form 10-Q should be read in conjunction with the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended July 2, 2006.

Use of Estimates

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Comprehensive Income

For the three and nine months ended April 1, 2007 and April 2, 2006, the Company's comprehensive net income (loss) was equal to the respective net income (loss) for each of the periods presented.

Recent Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"). FIN 48 applies to all tax positions accounted for under SFAS No. 109, "Accounting for Income Taxes" and defines the confidence level that a tax position must meet in order to be recognized in the financial statements. The interpretation requires that the tax effects of a position be recognized only if it is "more-likely-than-not" to be sustained by the taxing authority as of the reporting date. If a tax position is not considered "more-likely-than-not" to be sustained then no benefits of the position are to be recognized. FIN 48 requires additional disclosures and is effective as of the beginning of the first fiscal year beginning after December 15, 2006. The Company is currently evaluating the effect that the adoption of FIN 48 will have on its consolidated results of operations and financial condition.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements". This Statement defines fair value, establishes a framework for measuring fair value and expands disclosure about fair value measurements, and is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company is currently evaluating the effect that the adoption of this Statement will have on its consolidated results of operations and financial condition.

Reclassifications

Certain balances in the prior fiscal periods have been reclassified to conform with the presentation in the current fiscal year.

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1-800-FLOWERS.COM, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(unaudited)

Note 2 - Net Income (Loss) Per Common Share

The following table sets forth the computation of basic and diluted net income (loss) per common share:

	Three Months Ended	
	April 1, 2007	April 2, 2006
		(in thousands, exce
Numerator:		
Net income (loss)	$1,053	($1,540)
Denominator:		
Weighted average shares outstanding (*)	62,358	65,092
Effect of dilutive securities:		
Employee stock options	1,495	-
Employee restricted stock awards	431	-
	1,926	-
Adjusted weighted-average shares and assumed conversions	64,284	65,092
Basic and diluted net income (loss) per common share:	$0.02	($0.02)

(*) On December 28, 2006, the Company completed its repurchase of 3,010,740 shares of Class A Common Stock in a privately negotiated transaction. The purchase price was $15,689,000, or $5.21 per share. The repurchase was approved by the disinterested members of the Company's Board of Directors and is in addition to the Company's existing stock repurchase authorization of $20.0 million, of which $8.8 million remains authorized but unused.

Note 3 - Stock-Based Compensation

The Company has a Long Term Incentive and Share Award Plan, which is more fully described in Note 11 of the Company's 2006 Annual Report on Form 10-K, that provides for the grant to eligible employees, consultants and directors of stock options, share appreciation rights (SARs), restricted shares, restricted share units, performance shares, performance units, dividend equivalents, and other share-based awards.

The amounts of stock-based compensation expense recognized in the periods presented are as follows:

	Three Months Ended	
	April 1, 2007	April 2, 2006
	(in thousands, exce	
Stock options	$749	$857
Restricted stock awards	628	204
Total	1,377	1,061
Deferred income tax benefit	412	342
Stock-based compensation expense, net	$965	$719
Impact on basic and diluted net income per common share	$.01	$.01

1-800-FLOWERS.COM, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(unaudited)

Stock-based compensation is recorded within the following line items of operating expenses:

	Three Months Ended		Nine Months End	
	April 1, 2007	April 2, 2006	April 1, 2007	April 2006
	(in thousands, except per share data)			

Marketing and sales	$484	$370	$1,189	$1,
Technology and development	206	159	507	
General and administrative	687	532	1,690	1,
Total	$1,377	$1,061	$3,386	$3,

The weighted average fair value of stock options on the date of grant, and the assumptions used to estimate the fair value of the stock options using the Black-Scholes option valuation model granted during the respective periods were as follows:

	Three Months Ended		Nine Months End	
	April 1, 2007	April 2, 2006	April 1, 2007	April 2006
Weighted average fair value of options granted	$3.51	$3.05	$3.05	$3.
Expected volatility	46%	46%	46%	
Expected life	5.3 years	5.3 years	5.3 years	5.3 ye
Risk-free interest rate	4.7%	4.5%	4.6%	4
Expected dividend yield	0.0%	0.0%	0.0%	0

The expected volatility of the option is determined using historical volatilities based on historical stock prices. The Company estimated the expected life of options granted to be the average of the Company's historical expected term from vest date and the midpoint between the average vesting term and the contractual term. The risk-free interest rate is determined using the yield available for zero-coupon U.S. government issues with a remaining term equal to the expected life of the option. The Company has never paid a dividend, and as such the dividend yield is 0.0%.

The following table summarizes stock option activity during the nine months ended April 1, 2007:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term
Outstanding at July 2, 2006	10,103,491	$8.09	
Granted	120,000	$6.07	
Exercised	(256,419)	$4.92	
Forfeited	(679,883)	$9.22	
Outstanding at April 1, 2007	9,287,189	$8.05	5.0 years
Options vested or expected to vest at April 1, 2007	9,024,764	$8.07	4.9 years
Exercisable at April 1, 2007	7,483,698	$8.29	4.3 years

1-800-FLOWERS.COM, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(unaudited)

As of April 1, 2007, the total future compensation cost related to nonvested options, not yet recognized in the statement of income, was $5.3 million and the weighted average period over which these awards are expected to be recognized was 3.2 years.

The Company grants shares of common stock to its employees that are subject to restrictions on transfer and risk of forfeiture until fulfillment of applicable service conditions and, in certain cases, holding periods (Restricted Stock Awards). The following table summarizes the activity of non-vested restricted stock during the nine months ended April 1, 2007:

	Shares	Weighted Average Grant Date Fair Value
Non-vested at July 2, 2006	293,681	$7.44
Granted	904,442	$5.24
Vested	(39,913)	$6.48
Forfeited	(52,983)	$6.49
Non-vested at April 1, 2007	1,105,227	$5.73

The fair value of nonvested shares is determined based on the closing stock price on the grant date. As of April 1, 2007, there was $4.3million of total unrecognized compensation cost related to non-vested restricted stock-based compensation to be recognized over the weighted-average remaining period of 2.4 years.

Note 4 - Acquisitions

The Company accounts for its business combinations in accordance with SFAS No. 141, "Business Combinations," which addresses financial accounting and reporting for business combinations and requires that all such transactions be accounted for using the purchase method. Under the purchase method of accounting for business combinations, the aggregate purchase price for the acquired business is allocated to the assets acquired and liabilities assumed based on their estimated fair values at the acquisition date. Operating results of the acquired entities are reflected in the Company's consolidated financial statements from date of acquisition.

Acquisition of Fannie May Confections Brands, Inc.

On May 1, 2006, the Company acquired all of the outstanding common stock of Fannie May Confections Brands, Inc. ("Fannie May Confections"), a manufacturer and multi-channel retailer and wholesaler of premium chocolate and other confections under the Fannie May, Harry London and Fanny Farmer brands. The acquisition, for a purchase price of approximately $92.1 million in cash, including estimated working capital adjustments and transaction costs, includes a 200,000-square foot manufacturing facility in North Canton, Ohio and 52 Fannie

May retail stores in the Chicago area, where the chocolate brand has been a tradition since 1920. The purchase price is subject to "earn-out" incentives which amount to a maximum of $4.5 million during the year ending July 1, 2007 and $1.5 million during the year ending June 29, 2008, upon achievement of specified earnings targets. Fannie May Confections generated revenues of approximately $75.0 million in its most recent fiscal year ended April 30, 2006.

As described further under "Long-Term Debt," in order to finance the acquisition, on May 1, 2006, the Company entered into a secured credit facility with JPMorgan Chase Bank, N.A., as administrative agent, and a group of lenders (the "2006 Credit Facility"). The 2006 Credit Facility includes an $85.0 million term loan and a $60.0 million revolving facility, which bear interest at LIBOR plus 0.625% to 1.125%, with pricing based upon the Company's leverage ratio. At closing, the Company borrowed $85.0 million of the term facility to acquire all of the outstanding capital stock of Fannie May Confections.

During fiscal 2007, the Company completed the allocation of the purchase price to individual assets acquired and liabilities assumed, resulting in adjustments to the carrying value of Fannie May Confections' recorded assets and liabilities, including revisions to the value and expected lives of certain intangible assets, subject to amortization, and the residual amount that was allocated to goodwill.

Acquisition of Wind & Weather

On October 31, 2005, the Company acquired all of the outstanding common stock of Wind & Weather, a Fort Bragg, California based direct marketer of weather-themed gifts, with annual revenues of approximately $14.4 million during its then most recently completed fiscal year ended March 31, 2005. The purchase price of approximately $5.3 million, including acquisition costs, was funded utilizing the Company's line of credit which was repaid during the Company's second quarter utilizing cash generated from operations, and excludes the assumption of Wind & Weather's $1.2 million balance on its seasonal working capital line. The Company has since relocated the operations of Wind & Weather to its Madison, Virginia facility, and terminated operations in California.

The following table summarizes the allocation of purchase price to the estimated fair values of assets acquired and liabilities assumed at the date of acquisitions of Fannie May Confections Brands and Wind & Weather:

	Fannie May Confections Purchase Price Allocation	Wind & Weather Purchase Price Allocation
	(in thousands)	
Current assets	$21,979	$4,014
Property, plant and equipment	4,643	67
Intangible assets	37,879	2,560
Goodwill	37,266	2,703

Other	156	20
Total assets acquired	101,923	9,364
Current liabilities	4,929	3,810
Deferred tax liabilities	4,485	265
Other	399	39
Total liabilities assumed	$9,813	4,114
Net assets acquired	$92,110	$5,250

Of the $40.4 million of acquired intangible assets related to the Fannie May Confections and Wind & Weather acquisitions, $30.1 million was assigned to trademarks that are not subject to amortization, while the remaining acquired intangibles of $10.3 million were allocated primarily to customer related intangibles which are being amortized over the assets' determinable useful life of 3 - 10 years.

1-800-FLOWERS.COM, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(unaudited)

Pro forma Results of Operation

The following unaudited pro forma consolidated financial information has been prepared as if the acquisitions of Fannie May Confections and Wind & Weather had taken place at the beginning of each fiscal year presented. The following unaudited pro forma information is not necessarily indicative of the results of operations in future periods or results that would have been achieved had the acquisitions taken place at the beginning of the periods presented.

	Three Months Ended		Nine Months En	
	April 1, 2007	April 2, 2006	April 1, 2007	Apr 20
	(in thousands, except per share data)			
Net revenues	$213,779	$196,164	$680,777	$
Operating income (loss)	$3,550	($1,175)	$22,720	
Net income (loss)	$1,053	($1,286)	$10,556	
Basic and diluted net income (loss) per common share	$0.02	($0.02)	$0.16	

Note 5 - Inventory

The Company's inventory, stated at cost, which is not in excess of market, includes purchased and manufactured finished goods for resale, packaging supplies, raw material ingredients for manufactured products and associated manufacturing labor, and is classified as follows:

	April 1, 2007
	(in th
Finished goods	$46,682
Work-in-Process	3,736
Raw materials	15,925
	$66,343

Note 6 - Goodwill and Intangible Assets

The change in the net carrying amount of goodwill is as follows:

	April 1 2007
	(in thous
Goodwill - beginning of year	$131,14
Acquisition of Fannie May Confections-reclassification of indefinite lived, non-amortizable tradenames	(25,36
Other	(20
Goodwill - end of period	$105,57

1-800-FLOWERS.COM, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(unaudited)

The Company's other intangible assets consist of the following:

		April 1, 2007			
	Amortization Period	Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount
			(in thousands)		
Intangible assets with determinable lives					

Investment in licenses	14 - 16 years	$4,927	$4,004	$923	$4,927
Customer lists	3 - 10 years	14,260	3,436	10,824	18,500
Other	5 - 8 years	2,567	576	1,991	1,754
		21,754	8,016	13,738	25,181
Trademarks with indefinite lives		39,676	-	39,676	10,886
Total identifiable intangible assets		$61,430	$8,016	$53,414	$36,067

Estimated future amortization expense is as follows: remainder of fiscal 2007 - $0.6 million, fiscal 2008 - $2.7 million, fiscal 2009 - $2.6 million, fiscal 2010 - $2.5 million, fiscal 2011 - $1.9 million, and thereafter - $3.4 million.

Note 7 - Long-Term Debt

The Company's long-term debt and obligations under capital leases consist of the following:

	April 2007
	(i
Term loan	$78,6
Revolving line of credit	10,0
Commercial note	1,9
Seller financed acquisition obligations	
Obligations under capital leases	
	90,6
Less current maturities of long-term debt and obligations under capital leases	20,0
	70,6

In order to finance the acquisition of Fannie May Confections, on May 1, 2006, the Company entered into a secured credit facility with JPMorgan Chase Bank, N.A., as administrative agent, and a group of lenders (the "2006 Credit Facility"). The 2006 Credit Facility includes an $85.0 million term loan and a $60.0 million revolving facility, which bear interest at LIBOR plus 0.625% to 1.125%, with pricing based upon the Company's leverage ratio. At closing, the Company borrowed $85.0 million of the term facility to acquire all of the outstanding capital stock of Fannie May Confections. The Company is required to pay the outstanding term loan in escalating quarterly installments, with the final installment payment due on May 1, 2012. As of April 1, 2007, the Company had $10.0 million outstanding under its revolving credit facility, bearing interest at a rate of 6.4%.

Note 8 - Income Taxes

At the end of each interim reporting period, the Company estimates its effective income tax rate expected to be applicable for the full year. This estimate is used in providing for income taxes on a year-to-date basis and may

1-800-FLOWERS.COM, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(unaudited)

change in subsequent interim periods. The Company's effective tax rate for the three and nine months ended April 1, 2007 was 52.2% and 40.4%, respectively, compared to 41.4% and 50.9% during the comparative three and nine months ended April 2, 2006. The effective tax rate includes the impact of stock-based compensation recognized in accordance with SFAS No. 123(R) due to the associated book/tax differences in accounting for incentive stock options.

Note 9 - Business Segments

During the first quarter of fiscal 2007, the Company segmented its organization to improve execution and customer focus and to align its resources to meet the demands of the markets it serves. The Company's management reviews the results of the Company's operations by the following four business categories:

- 1-800-Flowers.com Consumer Floral;
- BloomNet Wire Service;
- Gourmet Food and Gift Baskets; and
- Home and Children's Gifts.

Category performance is measured based on contribution margin, which includes only the direct controllable revenue and operating expenses of the categories. As such, management's measure of profitability for these categories does not include the effect of corporate overhead such as Information Technology, Human Resources and Finance, which are operated under a centralized management platform, providing services throughout the organization, nor does it include stock-based compensation, depreciation and amortization , other income (net), and income taxes. Assets and liabilities are reviewed at the consolidated level by management and not accounted for by category.

Net revenues	Three Months Ended April 1, 2007	Three Months Ended April 2, 2006	Nine [...] April 1 [...] 2007
	(in thousands)		
Net revenues:			
1-800-Flowers.com Consumer Floral	$139,943	$128,562	$337,0
BloomNet Wire Service	12,743	9,177	29,5
Gourmet Food & Gift Baskets	35,617	14,188	166,6
Home & Children's Gifts	26,338	28,354	148,9
Corporate (*)	439	658	2,2
Intercompany eliminations	(1,301)	(922)	(3,6
Total net revenues	$213,779	$180,017	$680,7

Operating Income	Three Months Ended April 1, 2007	Three Months Ended April 2, 2006	Nine [...] April 1 [...] 2007

		(in thousands)	
Category Contribution Margin:			
1-800-Flowers.com Consumer Floral	$19,093	$14,250	$40,1
BloomNet Wire Service	3,835	2,253	8,7
Gourmet Food & Gift Baskets	1,827	(1,614)	25,5
Home & Children's Gifts	(3,218)	(2,667)	(1,4
Category Contribution Margin Subtotal	21,537	12,222	73,0
Corporate (*)	(13,540)	(11,487)	(37,3
Depreciation and amortization	(4,447)	(3,877)	(13,0
Operating income (loss)	$3,550	($3,142)	$22,7

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1-800-FLOWERS.COM, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(unaudited)

(*) Corporate expenses consist of the Company's enterprise shared service cost centers, and include, among others, Information Technology, Human Resources, Accounting and Finance, Legal, Executive and Customer Service Center functions, as well as Stock-Based Compensation. In order to leverage the Company's infrastructure, these functions are operated under a centralized management platform, providing support services throughout the organization. The costs of these functions, other than those of the Customer Service Center which are allocated directly to the above categories based upon usage, are included within corporate expenses, as they are not directly allocable to a specific category.

Note 10 - Commitments and Contingencies

Legal Proceedings

From time to time, the Company is subject to legal proceedings and claims arising in the ordinary course of business. The Company is not aware of any such legal proceedings or claims that it believes will have, individually or in the aggregate, a material adverse effect on its consolidated financial position, results of operations or liquidity.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Forward Looking Statements

The section entitled "Forward Looking Information and Factors that May Affect Future Results," provides a description of the risks and uncertainties that could cause actual results to differ materially from those discussed in forward-looking statements set forth in this report relating to the financial results, operations and business prospects of the Company. Such forward-looking statements are based on management's current expectations about future events, which are inherently susceptible to uncertainty and changes in circumstances.

Overview

For more than 30 years, 1-800-FLOWERS.COM Inc. - "Your Florist of Choice" - has been providing customers around the world with the freshest flowers and finest selection of plants, gift baskets, gourmet foods, confections and plush stuffed animals perfect for every occasion. 1-800-FLOWERS.COM offers the best of both worlds: exquisite, florist-designed arrangements individually created by some of the nation's top floral artists and hand-delivered the same day, and spectacular flowers shipped overnight "Fresh From Our Growers(sm)."

Customers can "call, click or come in" to shop 1-800-FLOWERS.COM twenty four hours a day, 7 days a week at 1-800-356-9377 or www.1800flowers.com. Sales and Service Specialists are available 24/7, and fast and reliable delivery is offered same day, any day. As always, 100 percent satisfaction and freshness are guaranteed. The 1-800-FLOWERS.COM collection of brands also includes home decor and children's gifts from Plow & Hearth (1-800-627-1712 or www.plowandhearth.com), Problem Solvers (www.problemsolvers.com), Wind & Weather (www.windandweather.com), Madison Place (www.madisonplace.com), HearthSong (www.hearthsong.com) and Magic Cabin (www.magiccabin.com); gourmet gifts including popcorn and specialty treats from The Popcorn Factory(R) (1-800-541-2676 or www.thepopcornfactory.com); exceptional cookies and baked gifts from Cheryl&Co. (1-800-443-8124 or www.cherylandco.com); premium chocolates and confections from Fannie May Confections Brands (www.fanniemay.com and www.harrylondon.com); gourmet foods from GreatFood.com (www.greatfood.com); wine gifts from Ambrosia.com (www.ambrosia.com); gift baskets from 1-800-BASKETS.COM (www.1800baskets.com) and the BloomNet international floral wire service, which provides quality products and diverse services to a select network of florists.

1-800-FLOWERS.COM, Inc. stock is traded on the NASDAQ market under ticker symbol FLWS.

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Category Information

During the first quarter of fiscal 2007, the Company segmented its organization to improve execution and customer focus and to align its resources to meet the demands of the markets it serves. The following table presents the contribution of net revenues, gross profit and "EBITDA" (earnings before interest, taxes, depreciation and amortization) from each of the Company's business categories. Prior year information has been restated for comparative purposes.

Net Revenues	Three Months Ended April 1, 2007	Three Months Ended April 2, 2006	% Change	April 2007
			(in thousands)	
Net revenues:				
1-800-Flowers.com Consumer Floral	$139,943	$128,562	8.9%	$337,077
BloomNet Wire Service	12,743	9,177	38.9%	29,549
Gourmet Food & Gift Baskets	35,617	14,188	151.0%	166,691
Home & Children's Gifts	26,338	28,354	(7.1%)	148,908
Corporate (*)	439	658	(33.3%)	2,235
Intercompany eliminations	(1,301)	(922)	41.1%	(3,683)
Total net revenues	$213,779	$180,017	18.8%	$680,777

Gross Profit	Three Months Ended April 1, 2007	Three Months Ended April 2, 2006	% Change	April 2007
			(in thousands)	
Gross profit:				
1-800-Flowers.com Consumer Floral	$53,931	$47,982	12.4%	$130,808
	38.5%	37.3%		38.8%
BloomNet Wire Service	6,612	4,589	44.1%	16,489
	51.9%	50.0%		55.8%
Gourmet Food & Gift Baskets	15,392	6,028	155.3%	76,585
	43.2%	42.5%		45.9%
Home & Children's Gifts	10,520	11,350	(7.3%)	68,527
	39.9%	40.0%		46.0%
Corporate (*)	268	395	(32.2%)	1,208
	61.0%	60.0%		54.0%
Intercompany eliminations	(36)	(70)		(139)

Total gross profit	$86,687	$70,274	23.4%	$293,478
	40.5%	39.0%		43.1%

EBITDA(**)	Three Months Ended April 1, 2007	April 2, 2006	% Change	April 2007
			(in thousands)	
Category Contribution Margin:				
1-800-Flowers.com Consumer Floral	$19,093	$14,250	34.0%	$40,194
BloomNet Wire Service	3,835	2,253	70.2%	8,793
Gourmet Food & Gift Baskets	1,827	(1,614)	213.2%	25,547
Home & Children's Gifts	(3,218)	(2,667)	(20.7%)	(1,435)
Category Contribution Margin Subtotal	21,537	12,222	76.2%	73,099
Corporate (*)	(13,540)	(11,487)	(17.9%)	(37,354)
EBITDA	$7,997	$735	988.0%	$35,745

(*) Corporate expenses consist of the Company's enterprise shared service cost centers, and include, among other items, Information Technology, Human Resources, Accounting and Finance, Legal, Executive and Customer Service Center functions, as well as Stock-Based Compensation. In order to leverage the Company's infrastructure, these functions are operated under a centralized management platform, providing support services throughout the organization. The costs of these functions, other than those of the Customer Service Center, which are allocated directly to the above categories based upon usage, are included within corporate expenses as they are not directly allocable to a specific category.

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(**) Performance is measured based on category contribution margin or category EBITDA, reflecting only the direct controllable revenue and operating expenses of the categories. As such, management's measure of profitability for these categories does not include the effect of corporate overhead, described above, nor does it include depreciation and amortization, other income (net), and income taxes. Management utilizes EBITDA as a performance measurement tool because it considers such information a meaningful supplemental measure of its performance and believes it is frequently used by the investment community in the evaluation of companies with comparable market capitalization. The Company also uses EBITDA as one of the factors used to determine the total amount of bonuses available to be awarded to executive officers and other employees. The Company's credit agreement uses EBITDA (with additional adjustments) to measure compliance with covenants such as interest coverage and debt incurrence. EBITDA is also used by the Company to evaluate and price potential acquisition candidates. EBITDA has limitations as an analytical tool, and should not be considered in isolation or as a substitute for analysis of the Company's results as reported under GAAP. Some of these limitations are: (a) EBITDA does not reflect changes in, or cash requirements for, the Company's working capital needs; (b) EBITDA does not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on the Company's debts; and (c) although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and EBITDA does not reflect any cash requirements for such capital expenditures. Because of these limitations, EBITDA should only be used on a supplemental basis combined with GAAP results when evaluating the Company's performance.

Results of Operations

Net Revenues

	Three Months Ended			
	April 1, 2007	April 2, 2006	% Change	April 1, 2007
			(in thousands)	
Net revenues:				
E-Commerce	$175,592	$161,820	8.5%	$555,010
Other	38,187	18,197	109.9%	125,767
Total net revenues	$213,779	$180,017	18.8%	$680,777

The Company's revenue growth of 18.8% and 19.3% during the three and nine months ended April 1, 2007, respectively, was due to a combination of organic growth, as well as the acquisitions of Wind & Weather, a direct marketer of weather-themed gifts, acquired on October 31, 2005, and Fannie May Confections Brands, Inc. ("Fannie May Confections"), a manufacturer and retailer of premium chocolates and other confections, acquired on May 1, 2006. Excluding the impact of acquisitions, total revenue growth during the three and nine months ended April 1, 2007 was 9.1% and 6.4%, respectively, reflecting: (i) the Company's strong brand name recognition, (ii) continued leveraging of its existing customer base, and (iii) cost effective spending on its marketing and selling programs, designed to improve customer acquisition and accelerate top-line growth. The Company fulfilled approximately 2,684,000 and 8,696,000 orders through its E-commerce sales channels (online and telephonic sales) during the three and nine months ended April 1, 2007, respectively, an increase of 5.3% and 3.1% over the respective prior year periods. The Company's E-commerce average order value of $65.41 and $63.78 during the three and nine months ended April 1, 2007, respectively, increased 3.0% and 3.2%, over the respective prior year periods, primarily from a combination of product mix and pricing initiatives. Other revenues, for the three and nine months ended April 1, 2007, increased in comparison to the same periods of the prior year, primarily as a result of the retail/wholesale contributions of Fannie May Confections Brands, Inc., as well as the continued membership growth and wholesale floral product and service offerings from the Company's BloomNet Wire Service category.

The 1-800-Flowers.com Consumer Floral category includes the 1-800-Flowers brand operations which derives revenue from the sale of consumer floral products through its E-Commerce sales channels (telephonic and online sales) and company-owned and operated retail floral stores, as well as royalties from its franchise operations. Net revenues during the three and nine months ended April 1, 2007 increased by 8.9% and 9.4% over the respective prior year periods, primarily from a combination of increased average order value and order volumes from its E-commerce sales channel, offset in part by lower retail sales from its company-owned floral stores due to the planned transition of Company stores to franchise ownership.

The BloomNet Wire Service category includes revenues from membership fees as well as other service offerings to florists. Net revenues during the three and nine months ended April 1, 2007 increased by 38.9% and 45.4% over the respective prior year periods, primarily as a result of increased florist membership, expanded product and service offerings, pricing initiatives and an increase in wholesale floral product sales.

The Gourmet Food & Gift Basket category includes the operations of the Cheryl & Co., Fannie May Confections, The Popcorn Factory and The Winetasting Network brands. Revenue is derived from the sale of cookies, baked gifts, premium chocolates and confections, gourmet popcorn and wine gifts through its E-commerce sales channels (telephonic and online sales) and company-owned and operated retail stores under the Cheryl & Co. and Fannie May brands, as well as wholesale operations. Net revenue during the three and nine months ended April 1, 2007 increased by 151.0% and 95.8% over the respective prior year periods, as a result of the contribution of Fannie May Confections ($17.3 million and $71.0 million during three and nine months ended April 1, 2007, respectively) and strong organic growth within the Cheryl & Co. and The Popcorn Factory brands.

The Home & Children's Gifts category includes revenues from Plow & Hearth, Wind & Weather, Problem Solvers, Madison Place, HearthSong and Magic Cabin brands. Revenue is derived from the sale of home decor and children's gifts through its E-commerce sales channels (telephonic and online sales) or company-owned and operated retail stores under the Plow & Hearth brand. Net revenue during the three and nine months ended April 1, 2007 decreased by 7.1% and 5.3% over the respective prior year periods due to a lack of new "hit" products and an overall macro decline in customer demand within this category. During the second quarter of fiscal 2007, efforts to expand titles outside of the core Plow & Hearth brand did not attract the level of customer demand to justify the increase in marketing costs. In response to the previous quarter's results, during the three months ended April 1, 2007, management implemented several changes to improve the performance within this category: (i) strengthened the management team, (ii) improved the creative look and feel of the catalogs and (iii) revised the circulation plans for all titles to place more focus on the category's existing customer base. To augment these efforts and help in the Company's analysis and planning, the Company has hired a consulting firm with specific expertise in the direct-to-consumer/catalog space. In addition, through their investment banking capabilities, they will provide assistance in evaluating all strategic options for this business.

Over the past several years, through a combination of organic efforts and strategic acquisitions, the Company has rapidly grown its revenues, achieving a solid base of business which is approaching $1 billion. The Company anticipates that its revenue growth for fiscal 2007 will be at the low end of its previous guidance range of 17-20 percent, as strong revenue growth in the Company's key business categories of 1-800-Flowers Consumer Floral, BloomNet Wire Service and Gourmet Food & Gift Baskets (which includes the Fannie May Confections brand, acquired May 1, 2006), is expected to more than offset the lower revenue contribution expected from its Home and Children's Gifts category.

Gross Profit

	Three Months Ended			Ni
	April 1, 2007	April 2, 2006	% Change	April 1, 2007
			(in thousands)	
Gross profit	$86,687	$70,274	23.4%	$293,478
Gross margin %	40.5%	39.0%		43.1%

Gross profit increased during the three and nine months ended April 1, 2007, in comparison to the same period of the prior year, primarily as a result of the revenue growth described above and an increase in gross margin percentage. Gross margin percentage increased 150 basis points and 80 basis points, to 40.5% and 43.1% during the three and nine months ended April 1, 2007, respectively, as a result of product mix and pricing initiatives as well as continued improvements in customer service, fulfillment, including improved outbound shipping rates, and merchandising programs.

The 1-800-Flowers.com Consumer Floral category gross profit for the three and nine months ended April 1, 2007 increased by 12.4% and 12.3% over the respective prior year periods as a result of the aforementioned increase in net revenues, as well as improvements in sourcing, fulfillment logistics, including reduced outbound shipping rates, and pricing initiatives, which resulted in an increase in gross margin percentage of 120 basis points and 100 basis points, to 38.5% and 38.8%, during the three and nine months ended April 1, 2007, respectively. These improvements more than offset increases in carrier fuel charges experienced during the periods.

The BloomNet Wire Service category gross profit for the three and nine months ended April 1, 2007 increased by 44.1% and 54.1% over the respective prior year periods as a result of increases in florist membership, product and service offerings, pricing initiatives and floral wholesale product sales. Gross margin percentage increased 190 basis points and 310 basis points, to 51.9% and 55.8% during the three and nine months ended April 1, 2007, respectively, primarily as a result of sales mix.

The Gourmet Food & Gift Basket category gross profit for the three and nine months ended April 1, 2007 increased by 155.3% and 94.3% over the respective prior year periods as a result of the incremental revenue generated by Fannie May Confections Brands and strong organic growth within the Cheryl & Co. and The Popcorn Factory brands. Gross margin percentage increased by 70 basis points to 43.2% during the three months ended April 1, 2007, as a result of product mix driven by the Fannie May Confections Brands, but decreased by 40 basis points to 45.9% during the nine months ended April 1, 2007, primarily as a result of the seasonally lower margins of Fannie May Confections in first quarter of fiscal 2007.

The Home & Children's Gift category gross profit for the three and nine months ended April 1, 2007 decreased by 7.3% and 6.6% over the respective prior year periods as a result of the aforementioned decline in sales. Gross margin percentage declined 10 basis points and 70 basis points, to 39.9% and 46.0% during the three and nine months ended April 1, 2007, respectively, due to sales mix and markdowns to move inventory.

During the remainder of fiscal 2007, the Company expects that its gross margin percentage will improve in relation to its comparable prior year quarter, primarily through: (i) growth of its higher margin business categories including Gourmet Food and Gift Baskets and BloomNet Wire Service, (ii) improved product sourcing, new product development and process improvement initiatives implemented during the first quarter, and (iii) the continued improved performance of the Consumer Floral segment.

Marketing and Sales Expense

	Three Months Ended			
	April 1, 2007	April 2, 2006	% Change	April 1, 2007
			(in thousands)	
Marketing and sales	$59,023	$53,188	11.0%	$200,430
Percentage of net revenues	27.6%	29.5%		29.4%

During the three and nine months ended April 1, 2007, marketing and sales expenses decreased from 29.5% and 31.4% of net revenue to 27.6% and 29.4% of net revenues, reflecting improved operating leverage from a number of cost-saving initiatives and the completion of the investment phase of the Company's BloomNet Wire Service business, including the absorption of incremental personnel to expand membership, increase product and service offerings, and increase BloomNet Technologies penetration. This leverage was achieved through significant improvement within the Company's 1-800-Flowers Consumer Floral, BloomNet Wire Service and Gourmet Food & Gift Baskets categories, as efforts to grow the Home and Children's Gifts businesses through the introduction of titles outside of the core Plow & Hearth brand did not attract the necessary level of customer demand to justify the costs.

Marketing and sales expense increased over the prior year period by 11.0% and 11.8% during the three and nine months ended April 1, 2007 as a result of several factors, including: (i) incremental expenses associated with the recent acquisition of Fannie May Confections, (ii) incremental variable costs to accommodate higher sales volumes, and (iii) personnel associated with the expansion of the BloomNet Wire Service business. During the three and nine months ended April 1, 2007, the Company added approximately 834,000 and 2,610,000 new e-commerce customers, representing increases of 1.2% and 1.8% over the same periods of the prior year. As a result of the Company's effective customer retention efforts, 1,183,000 and 2,584,000 existing customers placed e-commerce orders during the three and nine months ended April 1, 2007, respectively, representing increases of 6.0% and 2.1% over the same periods of the prior year. Of the 2,017,000 and 5,194,000 total customers who placed e-commerce orders during the three and nine months ended April 1, 2007, respectively, approximately 58.7% and 49.7% were repeat customers, compared to 57.5% and 49.2% during respective periods of the prior year, reflecting the Company's ongoing focus on deepening the relationship with its existing customers as their trusted source for gifts and services for all of their celebratory occasions.

During fiscal 2007, the Company is focused on improving its operating expense ratio through a number of cost saving initiatives, including catalog printing and e-mail pricing improvements, as well as a review of the type, quantity and effectiveness of its marketing programs. In addition to the improved operating results expected now that the Company has completed the investment phase of its BloomNet florist business, the Company expects that marketing and sales expense, as a percentage of revenue, will continue to decrease in comparison to the prior year.

Technology and Development Expense

	Three Months Ended			
	April 1, 2007	April 2, 2006	% Change	April 1, 2007
			(in thousands)	
Technology and development	$5,469	$5,170	5.8%	$15,831
Percentage of net revenues	2.6%	2.9%		2.3%

During the three and nine months ended April 1, 2007, technology and development expense decreased to 2.6% and 2.3% of net revenue, respectively, reflecting improved operating leverage, but increased over the respective prior year periods by 5.8% and 7.4%, as a result of the incremental expenses associated with the acquisition of Fannie May Confections, as well as for increases in the cost of maintenance and license agreements required to support the Company's technology platform. During the three and nine months ended April 1, 2007, the Company expended $6.7 million and $22.3 million on technology and development, of which $1.2 million and $6.5 million has been capitalized.

The Company believes that continued investment in technology and development is critical to attaining its strategic objectives. While many of its acquisition-related integration projects are complete, as a result of incremental expenses associated with Fannie May Confections Brands, the Company expects that its spending for the remainder of fiscal 2007 will remain consistent or decrease slightly as a percentage of net revenues in comparison to the prior year.

General and Administrative Expense

	Three Months Ended			
	April 1, 2007	April 2, 2006	% Change	April 1, 2007
			(in thousands)	
General and administrative	$14,198	$11,181	27.0%	$41,472
Percentage of net revenues	6.6%	6.2%		6.1%

General and administrative expense increased 27.0% and 28.9% during the three and nine months ended April 1, 2007, respectively, and by 40 basis points and 50 basis points of net revenues in comparison to the respective prior year periods, primarily as a result of: (i) incremental expenses associated with Fannie May Confections Brands, (ii) increased legal and professional fees, and (iii) the achievement of certain performance related bonus targets which were not earned in the prior year.

Although the Company believes that its current general and administrative infrastructure is sufficient to support existing requirements and drive operating leverage, as a result of the incremental expenses associated with Fannie May Confections, including costs associated with Sarbanes-Oxley compliance, the Company expects that its general and administrative expenses as a percentage of net revenue during the remainder of fiscal 2007 will remain consistent or increase slightly over the prior year period.

Depreciation and Amortization Expense

	Three Months Ended			
	April 1, 2007	April 2, 2006	% Change	April 1, 2007
			(in thousands)	
Depreciation and amortization	$4,447	$3,877	14.7%	$13,025
Percentage of net revenues	2.1%	2.2%		1.9%

Depreciation and amortization expense increased by 14.7% and 16.2% during the three and nine months ended April 1, 2007, respectively, in comparison to the prior year period as a result of the incremental amortization expense related to the intangibles established as a result of the acquisitions of Wind & Weather

and Fannie May Confections, as well as depreciation associated with recently completed technology projects designed to provide improved order/warehouse management functionality across the enterprise.

The Company believes that continued investment in its infrastructure, primarily in the areas of technology and development, including the improvement of the technology platforms are critical to attaining its strategic objectives. As a result of these improvements, and the increase in amortization expense associated with intangibles established as a result of recent acquisitions, the Company expects that depreciation and amortization for the remainder of fiscal 2007 will remain consistent as a percentage of net revenues in comparison to the prior year.

Other Income (Expense)

	Three Months Ended		Nine Months Ended	
	April 1, 2007	April 2, 2006	April 1, 2007	April 2, 2006
	(in thousands)			
Interest income	$203	$474	$794	$830
Interest expense	(1,551)	(96)	(5,804)	(293)
Other	1	137	5	-
	($1,347)	$515	($5,005)	$537

The decrease in other income (expense) during the three and nine months ended April 1, 2007, in comparison to prior year periods was primarily the result of higher interest expense on the Company's 2006 Credit Facility. The Company utilized an $85.0 million term loan to finance its acquisition of Fannie May Confections in May 2006, and during the quarter, had borrowed under its line of credit to fund working capital needs. As of April 1, 2007, the outstanding balance on the Company's credit line was $10.0 million.

Income Taxes

During the three and nine months ended April 1, 2007, the Company recorded income tax expense of $1.2 million and $7.2 million, respectively. The Company's effective tax rate for the three and nine months ended April 1, 2007 was 52.2% and 40.4%, respectively, compared to 41.4% and 50.9% during the comparative three and nine months ended April 2, 2006. The effective tax rate includes the impact of stock-based compensation recognized in accordance with SFAS No. 123(R) due to the associated book/tax differences in accounting for incentive stock options.

Liquidity and Capital Resources

At April 1, 2007, the Company had working capital of $52.0 million, including cash and equivalents of $10.2 million, compared to working capital of $44.3 million, including cash and equivalents of $24.6 million, at July 2, 2006.

Net cash provided by operating activities of $10.7 million for the nine months ended April 1, 2007 was primarily attributable to net income, non-cash charges for depreciation and amortization, deferred income taxes and stock-based compensation, offset in part by increases in inventory and receivables related primarily to the Fannie May Confections wholesale business.

Net cash used in investing activities of $12.8 million for the nine months ended April 1, 2007 was primarily attributable to capital expenditures related to the Company's technology and distribution infrastructure, offset in part by the sale of certain Company owned floral retail stores to franchise operators.

Net cash used in financing activities of $12.3 million for the nine months ended April 1, 2007, was primarily due to the scheduled repayment of the Company's debt and capital lease obligations of $7.8 million, and the repurchase of 3,010,740 shares of treasury stock in the amount of $15.7 million, offset in part by $10.0 million of borrowings under the Company's line of credit to fund working capital requirements as the Company approaches its Mother's Day holiday selling season, and net proceeds received upon the exercise of employee stock options.

On May 1, 2006, the Company entered into a secured credit facility with JPMorgan Chase Bank, N.A., as administrative agent, and a group of lenders (the "2006 Credit Facility"). The 2006 Credit Facility includes an $85.0 million term loan and a $60.0 million revolving credit facility, which bear interest at LIBOR plus 0.625% to 1.125%, with pricing based upon the Company's leverage ratio. At closing, the Company borrowed $85.0 million of the term facility to acquire all of the outstanding capital stock of Fannie May Confections Brands, Inc. The

Company is required to pay the outstanding term loan in quarterly installments, with the final installment payment due on May 1, 2012. The 2006 Credit Facility contains various conditions to borrowing, and affirmative and negative financial covenants.

The Company has historically utilized cash generated from operations to meet its cash requirements, including all operating, investing and debt repayment activities. However, due to the Company's continued expansion into non-floral products, including the acquisition of Fannie May Confections Brands, as well as its recent acquisition of $15.7 million of treasury stock, during the second half of fiscal 2007, the Company expects to borrow against its line of credit to fund working capital requirements. The Company expects that all such amounts will be repaid prior to the end of its fiscal year. At April 1, 2007, the Company had $10.0 million outstanding under its revolving credit facility.

On May 12, 2005, the Company's Board of Directors increased the Company's authorization to repurchase the Company's Class A common stock up to $20 million, from the previous authorized limit of $10 million. Any such purchases could be made from time to time in the open market and through privately negotiated transactions, subject to general market conditions. The repurchase program will be financed utilizing available cash. As of April 1, 2007, the Company had repurchased 1,521,452 shares of common stock for $11.1 million. As noted above, on December 28, 2006, the Company completed its repurchase of 3,010,740 shares of Class A Common Stock in a privately negotiated transaction. The purchase price was $15,689,000, or $5.21 per share. The repurchase was approved by the disinterested members of the Company's Board of Directors and is in addition to the Company's existing stock repurchase authorization of $20.0 million, of which $8.8 million remains authorized but unused.

At April 1, 2007, the Company's contractual obligations consist of:

	Payments due by period (in thousands)			
	Total	Less than 1 year	1 - 3 years	3 - 5 y
Long-term debt, including interest	$106,390	$24,490	$32,482	$42
Capital lease obligations	116	46	32	
Operating lease obligations	63,346	9,933	16,573	10
Sublease obligations	5,709	1,763	2,545	1
Purchase commitments (*)	18,464	18,464	-	
Total	$194,025	$54,696	$51,632	$54

(*) Purchase commitments consist primarily of inventory, equipment purchase orders and online marketing agreements made in the ordinary course of business.

Critical Accounting Policies and Estimates

The Company's discussion and analysis of its financial position and results of operations are based upon the consolidated financial statements of 1-800-FLOWERS.COM, Inc., which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, management evaluates its estimates, including those related to revenue recognition, inventory and long-lived assets, including goodwill and other intangible assets related to acquisitions. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions. Management believes the following critical accounting policies, among others, affect its more significant judgments and estimates used in preparation of its consolidated financial statements.

Revenue Recognition

Net revenues are generated by E-commerce operations from the Company's online and telephonic sales channels as well as other operations (retail/fulfillment) and primarily consist of the selling price of merchandise, service or outbound shipping charges, less discounts, returns and credits. Net revenues are recognized upon product shipment. Shipping terms are FOB shipping point.

Accounts Receivable

The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers or franchisees to make required payments. If the financial condition of the Company's customers or franchisees were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Inventory

The Company states inventory at the lower of cost or market. In assessing the realization of inventories, we are required to make judgments as to future demand requirements and compare that with inventory levels. It is possible that changes in consumer demand could cause a reduction in the net realizable value of inventory.

Goodwill and Other Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of the net assets acquired and is evaluated annually for impairment. The cost of intangible assets with determinable lives is amortized to reflect the pattern of economic benefits consumed, on a straight-line basis, over the estimated periods benefited, ranging from 3 to 16 years.

The Company performs an annual impairment test as of the first day of its fiscal fourth quarter, or earlier if indicators of potential impairment exist, to evaluate goodwill. Goodwill is considered impaired if the carrying amount of the reporting unit exceeds its estimated fair value. In assessing the recoverability of goodwill, the Company reviews both quantitative as well as qualitative factors to support its assumptions with regard to fair value. Judgment regarding the existence of impairment indicators is based on market conditions and operational performance of the Company. Future events could cause the Company to conclude that impairment indicators exist and that goodwill and other intangible assets associated with our acquired businesses is impaired.

Capitalized Software

The carrying value of capitalized software, both purchased and internally developed, is periodically reviewed for potential impairment indicators. Future events could cause the Company to conclude that impairment indicators exist and that capitalized software is impaired.

Stock-based Compensation

SFAS No. 123R requires the measurement of stock-based compensation expense based on the fair value of the award on the date of grant. The Company determines the fair value of stock options issued by using the Black-Scholes option-pricing model. The Black-Scholes option-pricing model considers a range of assumptions related to volatility, dividend yield, risk-free interest rate and employee exercise behavior. Expected volatilities are based on historical volatility of the Company's stock price. The dividend yield is based on historical experience and future expectations. The risk-free interest rate is derived from the US Treasury yield curve in effect at the time of grant. The Black-Scholes model also incorporates expected forfeiture rates, based on historical behavior. Determining these assumptions are subjective and complex, and therefore, a change in the assumptions utilized could impact the calculation of the fair value of the Company's stock options.

Income Taxes

The Company has established deferred income tax assets and liabilities for temporary differences between the financial reporting bases and the income tax bases of its assets and liabilities at enacted tax rates expected to be in effect when such assets or liabilities are realized or settled. The Company has recognized as a deferred tax asset the tax benefits associated with losses related to operations, which are expected to result in a future tax benefit. Realization of this deferred tax asset assumes that we will be able to generate sufficient future taxable income so that these assets will be realized. The factors that we consider in assessing the likelihood of realization include the forecast of future taxable income and available tax planning strategies that could be implemented to realize the deferred tax assets.

Recent Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"). FIN 48 applies to all tax positions accounted for under SFAS No. 109, "Accounting for Income Taxes" and defines the confidence level that a tax position must meet in order to be recognized in the financial statements. The interpretation requires that the tax effects of a position be recognized only if

it is "more-likely-than-not" to be sustained by the taxing authority as of the reporting date. If a tax position is not considered "more-likely-than-not" to be sustained then no benefits of the position are to be recognized. FIN 48 requires additional disclosures and is effective as of the beginning of the first fiscal year beginning after December 15, 2006. The Company is currently evaluating the effect that the adoption of FIN 48 will have on its consolidated results of operations and financial condition.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements". This Statement defines fair value, establishes a framework for measuring fair value and expands disclosure about fair value measurements, and is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company is currently evaluating the effect that the adoption of this Statement will have on its consolidated results of operations and financial condition.

Forward Looking Information and Factors that May Affect Future Results

Our disclosure and analysis in this report contain forward-looking information about the Company's financial results and estimates, business prospects that involve substantial risks and uncertainties. From time to time, we also may provide oral or written forward-looking statements in other materials we release to the public. Forward-looking statements give our current expectations or forecasts of future events. You can identify these statements by the fact that they do not relate strictly to historic or current facts. They use words such as "will," "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "target," "forecast" and other words and terms of similar meaning in connection with any discussion of future operating or financial performance. In particular, these include statements relating to future actions, future performance, new products and product categories, the outcome of contingencies, such as legal proceedings, and financial results. Among the factors that could cause actual results to differ materially are the following:

- the Company's ability:
  - to achieve solid, sustainable revenue growth;
  - to maintain and enhance its online shopping web sites to attract customers;
  - to successfully introduce new products and product categories;
  - to successfully integrate acquisitions, including the acquisition of Fannie May Confections Brands, Inc.;
  - to cost effectively acquire and retain customers;
  - to compete against existing and new competitors;
  - to manage expenses associated with necessary general and administrative and technology investments;
  - to cost efficiently manage inventories; and
  - to grow its revenues and leverage its operating infrastructure to enhance profitability;
- general consumer sentiment and economic conditions that may affect levels of discretionary customer purchases of the Company's products; and
- competition from existing and potential new competitors.

We cannot guarantee that any forward-looking statement will be realized, although we believe we have been prudent in our plans and assumptions. Achievement of future results is subject to risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from past results and those anticipated, estimated or projected. Investors should bear this in mind as they consider forward-looking statements.

We undertake no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any further disclosures we make on related subjects in our Forms 10-Q, 8-K and 10-K reports to the Securities and Exchange Commission. Our Annual Report on Form 10-K filing for the fiscal year ended July 2, 2006 listed various important factors that could cause actual results to differ materially from expected and historic results. We note these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995. Readers can find them in Part I, Item 1, of that filing under the heading "Risk Factors that May Affect Future Results". We incorporate that section of that Form 10-K in this filing and investors should refer to it. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider any such list to be a complete set of all potential risks or uncertainties.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's earnings and cash flows are subject to fluctuations due to changes in interest rates primarily from its investment of available cash balances in money market funds. While the Company currently does not use interest rate derivative instruments to manage exposure to interest rate changes, in order to finance the acquisition of Fannie May Confections, on May 1, 2006, the Company entered into a secured credit facility. The credit facility includes an $85.0 million term loan and a $60.0 million revolving facility, which bear interest at LIBOR plus 0.625% to 1.125%, with pricing based upon the Company's leverage ratio.

ITEM 4. CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rules 13a-15(e) and 15d-15(e) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, these disclosure controls and procedures are effective in alerting them in a timely manner to material information required to be disclosed in the Company's periodic reports filed with the SEC.

There were no changes in our internal control over financial reporting (as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) during the nine months ended April 1, 2007 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II. - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, the Company is subject to legal proceedings and claims arising in the ordinary course of business. The Company is not aware of any such legal proceedings or claims that it believes will have, individually or in the aggregate, a material adverse effect on its business, consolidated financial position, results of operations or liquidity.

ITEM 1A. RISK FACTORS.

There have been no material changes from the risk factors disclosed in Part 1, Item 1, of the Company's Annual Report on Form 10-K for the fiscal year ended July 2, 2006.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table sets forth, for the months indicated, the Company's purchase of common stock during the nine months of fiscal 2007 which includes the period July 3, 2006 through April 1, 2007.

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs
	(in thousands, except average price paid per share)		
7/3/06 - 7/30/06	-	$-	-
7/31/06 - 8/27/06	-	$-	-
8/28/06 - 10/1/06	-	$-	-
10/2/06 - 10/29/06	-	$-	-
10/30/06 - 11/26/06	-	$-	-
11/27/06 - 12/31/06	3,010.7	$5.21	-
1/1/07 - 1/28/07	11.4	$2.89	11.4
1/29/07 - 2/25/07	-	$-	-
2/26/07 - 4/1/07	-	$-	-
Total	3,022.1	$5.20	-

On May 12, 2005, the Company's Board of Directors increased the Company's authorization to repurchase the Company's Class A common stock up to $20 million, from the previous authorized limit of $10 million. All share purchases were made in open-market transactions. The average price paid per share is calculated on a settlement basis and excludes commission.

On December 28, 2006, the Company completed its repurchase of 3,010,740 shares of Class A Common Stock in a privately negotiated transaction. The purchase price was $15,689,000, or $5.21 per share. The repurchase was approved by the disinterested members of the Company's Board of Directors and is in addition to the Company's existing stock repurchase authorization of $20.0 million, of which $8.8 million remains authorized but unused.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

31.1 Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

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 thereunto duly authorized.

1-800-FLOWERS.COM, Inc.
(Registrant)

Date: May 11, 2007

/s/ James F. McCann

James F. McCann
Chief Executive Officer
Chairman of the Board of Directors
(Principal Executive Officer)

Date: May 11, 2007

/s/ William E. Shea

William E. Shea
Senior Vice President of Finance
and Administration (Principal
Financial and Accounting Officer)