

1 800 FLOWERS COM INC
Form SC 13G/A
February 14, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)

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)

12/31/13

(Date of Event Which Requires Filing of this Statement)

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

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

The information required in 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).

CUSIP No. 68243Q106

1 NAME OF REPORTING PERSONS

James F. McCann

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

28,447,661 (1)(3)

NUMBER 6 SHARED VOTING POWER

OF

SHARES 66,871 (3)(4)

BENEFI-

CIALY

OWNED 7 SOLE DISPOSITIVE POWER

BY

EACH 28,260,083 (2)(3)

REPOR-

TING

PERSON 8 SHARED DISPOSITIVE POWER

WITH

66,871 (3)(4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,514,532 (3)

10 CHECK IF THE AGGREGATE AMOUNT IN

ROW (9) EXCLUDES CERTAIN SHARES

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

48.6% (5)

12 TYPE OF REPORTING PERSON

IN

(1) This amount includes: (a) 7,216,217 shares of Class B Common Stock held by two Grantor Retained Annuity Trusts of which Mr. McCann is the Trustee; (b) 324,109 shares of Class A Common Stock subject to options; and (c) 187,578 shares of Class A Common Stock and 20,719,757 shares of Class B Common Stock owned directly by Mr. McCann. The Class B Common Stock has ten votes per share on all matters subject to the vote of the stockholders. The Class B Common Stock is convertible at any time into an equal number of shares of Class A Common Stock at the option of the holder thereof.

(2) This amount includes all amounts included in footnote (1) except for the 187,578 shares of Class A Common Stock owned directly by Mr. McCann which are unvested.

(3) Excludes 5,875,000 shares of Class B Common Stock for which Mr. McCann disclaims beneficial ownership that are held by limited partnerships, of which Mr. McCann is a limited partner and does not exercise control.

(4) 66,871 shares of Class B Common Stock are held by The McCann Charitable Foundation, Inc., of which Mr. McCann is a Director and the President.

(5) The percentage of beneficial ownership is based on 30,312,401 shares of Class A Common Stock outstanding as of February 10, 2014, which number includes 2,871,052 unvested restricted shares, plus the 28,002,845 shares of Class B Common Stock and the 324,109 shares of Class A Common Stock subject to options disclosed in footnotes (1) and (4).

Item 1.

(a) Name of Issuer: 1-800-FLOWERS.COM, Inc.

(b) Address of Issuer's Principal Executive Offices:

One Old Country Road, Suite 500
Carle Place, NY 11514

Item 2.

(a) Name, Address of Principal Business Offices, and Citizenship of Persons

-

(c)

Filing:

James F. McCann
One Old Country Road, Suite 500
Carle Place, NY 11514

Citizenship: USA

(d) Title of Class of Securities: Class A Common Stock

(e) CUSIP Number: 68243Q106

Item 3.

N/A

Item Ownership

4.

The information in items 1 and 5 through 11 on the cover page (p. 2) of this Schedule 13G (regarding the holdings of James F. McCann) is hereby incorporated by reference.

Item Ownership of Five Percent or Less of a Class

5.

N/A

ItemOwnership of More than Five Percent on Behalf of Another Person

6.

N/A

ItemIdentification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent

7. Holding Company

N/A

ItemIdentification and Classification of Members of the Group

8.

N/A

ItemNotice of Dissolution of Group

9.

N/A

ItemCertifications

10.

N/A

SIGNATURE

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

2/14/2014

Date

/s/James F. McCann

Signature

James F. McCann

Name
