

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G/A

1 800 FLOWERS COM INC  
Form SC 13G/A  
February 14, 2005

-----  
OMB APPROVAL  
-----  
OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response.....11  
-----

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Rule 13d-102)

Information to be Included in Statements Filed  
Pursuant to Rule 13d-1(b)(c), and (d) and Amendments thereto  
Filed Pursuant to Rule 13d-2(b)

(Amendment No. 4)\*

1-800 Flowers.com, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

68243Q106

-----  
(CUSIP Number)

December 31, 2004

-----  
(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)

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 the disclosures provided in a prior cover page.

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

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G/A

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).

SCHEDULE 13G

Issuer: 1-800 Flowers

CUSIP No.: 68243Q106

-----

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

J.P. Morgan Partners (SBIC), LLC  
13-337-6808

-----

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)    
(b)

-----

3. SEC Use Only

-----

4. Citizenship or Place of Organization Delaware

-----

Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power	3,253,240 (includes options to purchase 45,000 Shares)
	6. Shared Voting Power	
	7. Sole Dispositive Power	3,253,240 (includes options to purchase 45,000 Shares)
	8. Shared Dispositive Power	

-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,253,240 (includes options to purchase 45,000 Shares)

-----

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

-----

11. Percent of Class Represented by Amount in Row (9) 11.1%

-----

12. Type of Reporting Person (See Instructions) 00

-----

SCHEDULE 13G

Issuer: 1-800 Flowers

CUSIP No.: 68243Q106

Preliminary Note: The information contained in this Schedule 13G has been amended to reflect the sale of 688,349 shares of the Issuer's Common Stock and a change in the executive officers of the controlling persons of the Reporting Person.

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G/A

Item 1.

- (a) Name of Issuer:  
1-800 Flowers.com, Inc.
- (b) Address of Issuer's Principal Executive Offices:  
1600 Stewart Avenue  
Westbury, NY 15590

Item 2.

- (a) Name of Person Filing:  
J.P. Morgan Partners (SBIC), LLC  
  
Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.
- (b) Address of Principal Business Office or, if none, Residence:  
1221 Avenue of the Americas  
New York, New York 10020
- (c) Citizenship:  
Delaware
- (d) Title of Class of Securities (of Issuer):  
Common Stock
- (e) CUSIP Number:  
68243Q106

Item 3. If this statement is filed pursuant to ss. ss. 240. 13d-1(b) or 240. 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

- (a) Amount Beneficially Owned:  
3,253,240 (includes options to purchase 45,000 shares)

Page 3 of 12

SCHEDULE 13G  
-----

Issuer: 1-800 Flowers

CUSIP No.: 68243Q106

- (b) Percent of Class:  
11.1% (as of December 31, 2004)

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G/A

- (c) Number of shares as to which such person has:
- (i) 3,253,240 (includes options to purchase 45,000 shares)
  - (ii) Not applicable.
  - (iii) 3,253,240 (includes options to purchase 45,000 shares)
  - (iv) Not applicable.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable

Page 4 of 12

SCHEDULE 13G

-----

Issuer: 1-800 Flowers

CUSIP No.: 68243Q106

SIGNATURE

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 14, 2005

J.P. MORGAN PARTNERS (SBIC), LLC

By: /s/ Jeffrey C. Walker

-----  
Name: Jeffrey C. Walker  
Title: President

Page 5 of 12

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G/A

SCHEDULE 13G

-----

Issuer: 1-800 Flowers

CUSIP No.: 68243Q106

EXHIBIT 2(a)

Item 2. Identity and Background.

This statement is being filed by J.P. Morgan Partners (SBIC), LLC, a Delaware limited liability company (hereinafter referred to as "JPMP (SBIC)"), whose principal business office is located at 1221 Avenue of the Americas, New York, New York 10020. JPMP (SBIC) is engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, occupations and employments of each executive officer and director of JPMP (SBIC).

JPMP (SBIC) is a wholly owned subsidiary of J.P. Morgan Partners (BHCA), L.P., a Delaware limited partnership (hereinafter referred to as "JPMP (BHCA)"), whose principal business office is located at the same address as JPMP (SBIC). JPMP (BHCA) is also engaged in the venture capital and leveraged buyout business. As the sole member of JPMP (SBIC), JPMP (BHCA) may be deemed to beneficially own the shares held by JPMP (SBIC). The general partner of JPMP (BHCA) is JPMP Master Fund Manager, L.P., a Delaware limited partnership (hereinafter referred to as "JPMP Master Fund"), whose principal business office is located at the same address as JPMP (SBIC), and is also directly or indirectly (through affiliates) engaged in the venture capital and leveraged buyout business. As the general partner of JPMP (BHCA), JPMP Master Fund may be deemed to beneficially own the shares held by JPMP (SBIC). The general partner of JPMP Master Fund is JPMP Capital Corp., a New York corporation (hereinafter referred to as "JPMP Capital Corp."), whose principal business office is located at the same address as JPMP (SBIC), and is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP Capital Corp. As the general partner of JPMP Master Fund, JPMP Corp. may be deemed to beneficially own the shares held by JPMP (SBIC).

JPMP Capital Corp. is a wholly owned subsidiary of JPMorgan Chase & Co., a Delaware corporation (hereinafter referred to as "JPMorgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JP Morgan Chase.

Page 6 of 12

SCHEDULE 13G

-----

Issuer: 1-800 Flowers

CUSIP No.: 68243Q106

SCHEDULE A

J.P. MORGAN PARTNERS (SBIC), LLC

Executive Officers(1)

-----

President	Jeffrey C. Walker*
Chief Investment Officer	Arnold L. Chavkin*
Managing Director	Srinivas Akkaraju*
Managing Director	Christopher Albinson*
Managing Director	Dr. Dana Beth Ardi*
Managing Director	Richard Aube*
Managing Director	Christopher C. Behrens*
Managing Director	John Breckenridge*
Managing Director	Julie Casella-Esposito*
Managing Director	Rodney A. Ferguson*
Managing Director	Cornell P. French*
Managing Director	Michael R. Hannon*
Managing Director	Matthew Lori*
Managing Director	Jonathan R. Lynch*
Managing Director	Bryan Martin*
Managing Director	Sunil Mishra*
Managing Director	Stephen P. Murray*
Managing Director	Timothy Purcell*
Managing Director	John Reardon*
Managing Director	Faith Rosenfeld*
Managing Director	Shahan D. Soghikian*
Managing Director	William Stuck*
Managing Director	Patrick J. Sullivan*
Managing Director	Timothy J. Walsh*
Managing Director	Richard D. Waters, Jr. *
Managing Director	Damion E. Wicker, M.D.*

Directors(1)

-----

Jeffrey C. Walker\*

- 
- (1) Each of whom is a United States citizen.
- \* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

Page 7 of 12

SCHEDULE 13G

Issuer: 1-800 Flowers

CUSIP No.: 68243Q106

SCHEDULE B

JPMP CAPITAL CORP.

Executive Officers(1)

-----

Chief Executive Officer	William B. Harrison**
President	Jeffrey C. Walker*
Chief Investment Officer	Arnold L. Chavkin*
Managing Director	Srinivas Akkaraju*
Managing Director	Christopher Albinson*
Managing Director	Dr. Dana Beth Ardi*

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G/A

Managing Director	Richard Aube*
Managing Director	Christopher C. Behrens*
Managing Director	John Breckenridge*
Managing Director	Julie Casella-Esposito*
Managing Director	Rodney A. Ferguson*
Managing Director	Cornell P. French*
Managing Director	Michael R. Hannon*
Managing Director	Matthew Lori*
Managing Director	Jonathan R. Lynch*
Managing Director	Bryan Martin*
Managing Director	Sunil Mishra*
Managing Director	Stephen P. Murray*
Managing Director	Timothy Purcell*
Managing Director	John Reardon*
Managing Director	Faith Rosenfeld*
Managing Director	Shahan D. Soghikian*
Managing Director	William Stuck*
Managing Director	Patrick J. Sullivan*
Managing Director	Timothy J. Walsh*
Managing Director	Richard D. Waters, Jr. *
Managing Director	Damion E. Wicker, M.D.*

Directors(1)

-----  
 William B. Harrison\*\*  
 Jeffrey C. Walker\*

- 
- (1) Each of whom is a United States citizen.
  - \* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.
  - \*\* Principal occupation is employee or officer of JPMorgan Chase & Co. Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

Page 8 of 12

SCHEDULE 13G

Issuer: 1-800 Flowers

CUSIP No.: 68243Q106

SCHEDULE C

JPMORGAN CHASE & CO.

Executive Officers(1)

-----  
 Chairman of the Board and Chief Executive Officer  
 President and Chief Operating Officer  
 Chief Information Officer  
 Co-Chairman, Investment Bank  
 Chief Executive Officer, Card Services  
 Chief Financial Officer

Wil  
 Jam  
 Aus  
 Ste  
 Wil  
 Mic

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G/A

Chairman, West Coast Region  
 Director of Human Resources, Head of Real Estate/Facilities, General Services, Security  
 Co-General Counsel  
 Director of Corporate Marketing and Communications  
 Head, Commercial Banking  
 Head, Strategy and Business Development  
 Co-General Counsel  
 Chief Executive Officer, Treasury & Securities Services  
 Head, Retail Financial Services  
 Executive Vice President, Card Services  
 Head, Asset & Wealth Management  
 Chief Risk Officer  
 Co-Chairman, Investment Bank

Dav  
 Joh  
 Joa  
 Fre  
 Sam  
 Jay  
 Wil  
 Hei  
 Cha  
 Ric  
 Jam  
 Don  
 Wil

-----  
 (1) Each of whom is a United States citizen.  
 \* Principal occupation is employee or officer of JPMorgan Chase & Co.  
 Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York,  
 New York 10017.

Page 9 of 12

SCHEDULE 13G  
 -----

Issuer: 1-800 Flowers

CUSIP No.: 68243Q106

Directors(1)  
 -----

Name -----	Principal Occupation or Employment; Business or Residence Address
Hans W. Becherer	Retired Chairman of the Board and Chief Executive Officer Deere & Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
John H. Biggs	Former Chairman and CEO TIAA - CREF c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
Lawrence A. Bossidy	Retired Chairman of the Board Honeywell International Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
Stephen B. Burke	President Comcast Cable Communications, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
James S. Crown	President



Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G/A

Henry Crown and Company  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

-----  
James Dimon                      President and Chief Operating Officer  
JPMorgan Chase & Co.  
270 Park Avenue, 8th Floor  
New York, New York 10017-2070

-----  
Ellen V. Futter                      President and Trustee  
American Museum of Natural History  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

-----  
(1) Each of whom is a United States citizen.

Page 10 of 12

SCHEDULE 13G  
-----

Issuer: 1-800 Flowers

CUSIP No.: 68243Q106

Name                                      Principal Occupation or Employment;  
-----                                      Business or Residence Address

-----  
William H. Gray, III                      Retired President and Chief Executive Officer  
The College Fund/UNCF  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

-----  
William B. Harrison, Jr.                      Chairman of the Board and Chief Executive Officer  
JPMorgan Chase & Co.  
270 Park Avenue, 8th Floor  
New York, New York 10017-2070

-----  
Laban P. Jackson, Jr.                      Chairman and Chief Executive Officer  
Clear Creek Properties, Inc.  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

-----  
Lee R. Raymond                              Chairman of the Board and Chief Executive Officer  
Exxon Mobil Corporation  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

-----  
John W. Kessler                              Owner  
John W. Kessler Company  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

-----  
Robert I. Lipp                              Chairman

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G/A

The St. Paul Travelers Companies, Inc.  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

-----  
Richard A. Monoogian

Chairman and Chief Executive Officer  
Masco Corporation  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

-----  
David C. Novak

Chairman and Chief Executive Officer  
Yum! Brands, Inc.  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

-----  
Page 11 of 12

SCHEDULE 13G  
-----

Issuer: 1-800 Flowers

CUSIP No.: 68243Q106

Name  
-----

Principal Occupation or Employment;  
Business or Residence Address

-----  
John R. Stafford

Retired Chairman of the Board  
Wyeth  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

-----  
Page 12 of 12