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1 800 FLOWERS COM INC
Form SC 13D/A
May 06, 2010

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

SCHEDULE 13D
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 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)

Mr. Robert L. Rosen
RLR Capital Partners, LP
152 West 57th Street, 21st Floor
New York, NY 10019
(212) 903-2700

With a copy to:

Marc Weingarten, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 30, 2010

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties

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to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 6 Pages)

* 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 disclosures provided in a prior cover page. The information required on 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).

(Page 2 of 6 Pages)

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
RLR Capital Partners, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []
Not Applicable

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF SHARES 8 SHARED VOTING POWER

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

9	SOLE DISPOSITIVE POWER	

-0-		

10	SHARED DISPOSITIVE POWER	

-0-		

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	

-0-		

12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]

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

0%		

14	TYPE OF REPORTING PERSON*	

IA		

CUSIP NO.	68243Q106	SCHEDULE 13D	PAGE 4 OF 6 PAGES
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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Robert L. Rosen	

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) []

3	SEC USE ONLY	

4	SOURCE OF FUNDS*	

AF		

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	[]

6	CITIZENSHIP OR PLACE OF ORGANIZATION	

United States of America		

7	SOLE VOTING POWER	

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-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0%

14 TYPE OF REPORTING PERSON*

IN

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ITEM 1. SECURITY AND ISSUER

This Amendment No.2 is filed with respect to the shares of the common stock, par value \$0.01 per share (the "Class A Shares"), of 1-800-Flowers.com, Inc. (the "Issuer"), beneficially owned by the Reporting Persons (as defined in the Schedule 13D filed with the Securities and Exchange Commission on June 27, 2007, as heretofore amended (the "Schedule 13D")) and amends and supplements the Schedule 13D. Except as set forth herein, the Schedule 13D is unmodified. This is the final amendment to the Schedule 13D and constitutes an "exit filing" for the Reporting Persons.

ITEM 4: PURPOSE OF THE TRANSACTION

Item 4 of the Schedule 13D is hereby amended by the addition of the following penultimate paragraph:

On April 30, 2010, the Reporting Persons distributed all of the Class A Shares held by the Fund to the partners in the Fund, who in turn distributed the Class A Shares to their outside investors.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) The Reporting Persons beneficially own 0 Class A Shares, constituting 0% of the Class A Shares outstanding.

The aggregate percentage of Class A Shares beneficially owned by the Reporting Persons is based upon 26,616,835 Class A Shares outstanding, which is the total number of Class A Shares outstanding as of October 30, 2009 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 15, 2010.

(b) As of the date hereof, the Reporting Persons may be deemed to beneficially own 0 Class A Shares, or 0% of the Class A Shares deemed issued and outstanding as of that date.

(c) No transactions in the Class A Shares have been effected by the Reporting Persons in the past sixty (60) days.

(d) Not applicable.

(e) April 30, 2010.

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SIGNATURES

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

Dated: May 6, 2010

/s/ Robert L. Rosen

Robert L. Rosen, in his capacity as the managing member of RLR Capital Partners GP, LLC, the sole general partner of RLR Capital Partners, LP

/s/ Robert L. Rosen

Robert L. Rosen