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1 800 FLOWERS COM INC
Form SC 13G/A
February 17, 2004

OMB APPROVAL

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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. 3) *

1-800 Flowers.com, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

68243Q106

(CUSIP Number)

December 31, 2003

(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(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 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

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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 | 3,936,589 (includes options to purchase 40,000 Shares) |
| | 6. Shared Voting Power | |
| | 7. Sole Dispositive Power | 3,936,589 (includes options to purchase 40,000 Shares) |
| | 8. Shared Dispositive Power | |

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,936,589 (includes options to purchase 40,000 Shares)

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

- 11. Percent of Class Represented by Amount in Row 13.6%

- 12. Type of Reporting Person (See Instructions)

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PRELIMINARY NOTE: The information contained in this Schedule 13G has been amended to reflect the granting of Options to purchase 5,000 shares of the Issuer's Common Stock and a change in the name of the Reporting Person and controlling persons of the Reporting Person.

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.

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ITEM 4. OWNERSHIP

(A) AMOUNT BENEFICIALLY OWNED:

3,936,589 (includes options to purchase 40,000 shares)

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(B) PERCENT OF CLASS:

13.6% (as of December 31, 2003)

(C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

- (i) 3,936,589 (includes options to purchase 40,000 shares)
- (ii) Not applicable.
- (iii) 3,936,589 (includes options to purchase 40,000 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

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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.

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Date: February 11, 2004

J.P. MORGAN PARTNERS (SBIC), LLC

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

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EXHIBIT 2(A)

ITEM 2. IDENTITY AND BACKGROUND.

This statement is being filed by J.P. Morgan Partners (SBIC), LLC (formerly known as Chase Venture Capital Associates, 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. (formerly known as Chase Equity Associates, 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. The general partner of JPMP (BHCA) is JPMP Master Fund Manager, L.P. (formerly known as Chase Capital Partners, a New York general partnership), 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. The general partner of JPMP Master Fund is JPMP Capital Corp. (formerly known as Chase Capital Corporation), 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.

JPMP Capital Corp. is a wholly owned subsidiary of J.P. Morgan Chase & Co. (formerly known as The Chase Manhattan Corporation), a Delaware corporation (hereinafter referred to as "JP Morgan 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.

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SCHEDULE A

J.P. MORGAN PARTNERS (SBIC), LLC

EXECUTIVE OFFICERS(1)

| | |
|--------------------------|--------------------------|
| President | Jeffrey C. Walker* |
| Chief Investment Officer | Arnold L. Chavkin* |
| Managing Director | Dr. Dana Beth Ardi* |
| Managing Director | Christopher C. Behrens* |
| Managing Director | Julie Casella-Esposito* |
| Managing Director | Rodney A. Ferguson* |
| Managing Director | Cornell P. French* |
| Managing Director | Michael R. Hannon* |
| Managing Director | Alfredo Irigoin* |
| Managing Director | Andrew Kahn* |
| Managing Director | Jonathan R. Lynch* |
| Managing Director | Stephen P. Murray* |
| Managing Director | Timothy Purcell* |
| Managing Director | Faith Rosenfeld* |
| Managing Director | Shahan D. Soghikian* |
| 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 except for Mr. Irigoin.

* 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.

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SCHEDULE B

JPMP CAPITAL CORP.

EXECUTIVE OFFICERS(1)

| | |
|--------------------------|---------------------|
| President | Jeffrey C. Walker* |
| Chief Investment Officer | Arnold L. Chavkin* |
| Managing Director | Dr. Dana Beth Ardi* |

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| | |
|-------------------|--------------------------|
| Managing Director | Christopher C. Behrens* |
| Managing Director | Julie Casella-Esposito* |
| Managing Director | Rodney A. Ferguson* |
| Managing Director | Cornell P. French* |
| Managing Director | Michael R. Hannon* |
| Managing Director | Alfredo Irigoin* |
| Managing Director | Andrew Kahn* |
| Managing Director | Jonathan R. Lynch* |
| Managing Director | Stephen P. Murray* |
| Managing Director | Timothy Purcell* |
| Managing Director | Faith Rosenfeld* |
| Managing Director | Shahan D. Soghikian* |
| 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 except for Messrs. Irigoin and Soghikian.

* 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 J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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SCHEDULE C

J.P. MORGAN CHASE & CO.

EXECUTIVE OFFICERS (1)

| | |
|--|--------------------------|
| Chairman of the Board and Chief Executive Officer | William B. Harrison Jr.* |
| Vice Chairman | David A. Coulter* |
| Vice Chairman | Thomas B. Ketchum* |
| Vice Chairman | Donald H. Layton* |
| Vice Chairman | Jeffrey C. Walker** |
| Vice Chairman; Head of Finance, Risk Management and Administration | Marc J. Shapiro* |
| Executive Officer | Donald H. McCree III* |
| Executive Vice President; Chief Financial Officer | Dina Dublon* |
| Executive Vice President; Head of Market Risk Management | Lesley Daniels Webster* |
| General Counsel | William H. McDavid* |
| Director of Human Resources | John J. Farrell* |
| Director of Corporate Marketing and Communications | Frederick W. Hill* |

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Controller

Joseph L. Scalfani*

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

* Principal occupation is employee or officer of J.P. Morgan Chase & Co.
Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York,
New York 10017.

** 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.

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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 One John Deere Place Moline, IL 61265 |
| Riley P. Bechtel | Chairman and Chief Executive Officer Bechtel Group, Inc. P.O. Box 193965 San Francisco, CA 94119-3965 |
| Frank A. Bennack, Jr. | President and Chief Executive Officer The Hearst Corporation 959 Eighth Avenue New York, New York 10019 |
| John H. Biggs | Former Chairman and CEO TIAA-CREF 730 Third Avenue 25th Floor New York, NY 10017 |
| Lawrence A. Bossidy | Chairman of the Board Honeywell International P.O. Box 3000 Morristown, NJ 07962-2245 |
| Anthony Burns | Chairman of the Board Ryder System, Inc. 3600 N.W. 82nd Avenue Miami, Florida 33166 |
| Ellen V. Futter | President and Trustee American Museum of Natural History |

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Central Park West at 79th Street
New York, NY 10024

| | |
|--------------------------|---|
| William H. Gray, III | President and Chief Executive Officer The College Fund/UNCF 9860 Willow Oaks Corporate Drive P.O. Box 10444 Fairfax, Virginia 22031 |
| William B. Harrison, Jr. | Chairman of the Board and Chief Executive Officer J.P. Morgan Chase & Co. 270 Park Avenue, 8th Floor New York, New York 10017-2070 |
| Helene L. Kaplan | Of Counsel Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, New York 10036 |
| Lee R. Raymond | Chairman of the Board and Chief Executive Officer Exxon Mobil Corporation 5959 Las Colinas Boulevard Irving, TX 75039-2298 |
| John R. Stafford | Chairman of the Board American Home Products Corporation 5 Giralda Farms Madison, New Jersey 07940 |

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