

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

1 800 FLOWERS COM INC  
Form SC 13G/A  
February 14, 2006

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. 5)\*

1-800 Flowers.com, Inc.

-----  
(Name of Issuer)

Common Stock

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

68243Q106

-----  
(CUSIP Number)

December 31, 2005

-----  
(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 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).

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ISSUER: 1-800 Flowers

CUSIP NO.: 68243Q106

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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 Delaware Organization

Delaware

	5. Sole Voting Power	
		3,060,740 (includes options to purchase 50,000 Shares)
Number of Shares Beneficially Owned by Each Reporting Person With:	6. Shared Voting Power	
	7. Sole Dispositive Power	
		3,060,740 (includes options to purchase 50,000 Shares)
	8. Shared Dispositive Power	

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,060,740 (includes options to purchase 50,000 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) 10.8%

12. Type of Reporting Person (See Instructions)

OO

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PRELIMINARY NOTE: The information contained in this Schedule 13G has been amended to reflect the sale of 177,500 shares of the Issuer's Common Stock and a change in the executive officers of the 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.

ITEM 4. OWNERSHIP

(a) AMOUNT BENEFICIALLY OWNED:

3,060,740 (includes options to purchase 50,000 shares)

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(b) PERCENT OF CLASS:

10.8% (as of December 31, 2005)

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

- (i) 3,060,740 (includes options to purchase 50,000 shares)
- (ii) Not applicable.
- (iii) 3,060,740 (includes options to purchase 50,000 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 OR CONTROL PERSON

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.

Date: February 14, 2006

J.P. MORGAN PARTNERS (SBIC), LLC

By:/s/ Jeffrey C. Walker

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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, 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.

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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	Srinivas Akkaraju*
Managing Director	Christopher Albinson*
Managing Director	Dr. Dana Beth Ardi*
Managing Director	Christopher C. Behrens*
Managing Director	John Breckenridge*
Managing Director	Julie Casella-Esposito*
Managing Director	Rodney A. Ferguson*
Managing Director	Michael R. Hannon*
Managing Director	Matthew Lori*
Managing Director	Jonathan R. Lynch*
Managing Director	Stephen McKenna*
Managing Director	Sunil Mishra*
Managing Director	Stephen P. Murray*
Managing Director	Kevin O'Brien*
Managing Director	Timothy Purcell*
Managing Director	John Reardon*
Managing Director	Faith Rosenfeld*
Managing Director	Shahan D. Soghikian*
Managing Director	William Stuek*
Managing Director	Lauren Tyler*
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.

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SCHEDULE B

JPMP CAPITAL CORP.

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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*
Managing Director	Christopher C. Behrens*
Managing Director	John Breckenridge*
Managing Director	Julie Casella-Esposito*
Managing Director	Rodney A. Ferguson*
Managing Director	Michael R. Hannon*
Managing Director	Matthew Lori*
Managing Director	Jonathan R. Lynch*
Managing Director	Sunil Mishra*
Managing Director	Stephen P. Murray*
Managing Director	John Reardon*
Managing Director	Faith Rosenfeld*
Managing Director	Shahan D. Soghikian*
Managing Director	William Stuek*
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 J.P. Morgan Chase & Co. Business address is c/o J/O. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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SCHEDULE C

JPMORGAN CHASE & CO.

EXECUTIVE OFFICERS(1)

Chairman of the Board	William B. Harrison Jr.*
President and Chief Executive Officer	James Dimon*
Chief Information Officer	Austin A. Adams*

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Co-CEO, Investment Bank  
 Chief Executive Officer and Executive Vice President, Card Services  
 Chief Financial Officer  
 Chief Administrative Officer  
 Director of Human Resources  
 Co-General Counsel  
 Chief Investment Officer  
 Head, Commercial Banking  
 Head, Strategy  
 Co-General Counsel  
 Treasury & Securities Services  
 Head, Retail Financial Services  
 Head, Asset & Wealth Management  
 Chief Risk Officer  
 MD & Co-CEO, Investment Bank

Steven D. Black\*  
 Richard J. Srednicki\*  
 Michael J. Cavanagh\*  
 Frank Bisignano \*  
 John F. Bradley\*  
 Joan Guggenheimer\*  
 Ina R. Drew \*  
 Samuel Todd Maclin\*  
 Jay Mandelbaum\*  
 William H. McDavid\*  
 Heidi Miller\*  
 Charles W. Scharf\*  
 James E. Staley\*  
 Don M. Wilson III\*  
 William T. Winters\*

-----  
 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/O. Morgan Chase & Co., 270 Park Avenue, New  
 York, New York 10017.

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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 c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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----- John H. Biggs	Former Chairman and CEO TIAA - CREF c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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----- Lawrence A. Bossidy	Retired Chairman of the Board Honeywell International Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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----- Stephen B. Burke	President Comcast Cable Communications, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue
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New York, New York 10017

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

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

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

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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

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William B. Harrison, Jr.                      Chairman of the Board  
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

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

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Robert I. Lipp                      Senior Advisor  
JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

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

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

---

William C. Weldon                          Chairman and Chief Executive Officer  
Johnson & Johnson  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

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