

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).

SCHEDULE 13G

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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ISSUER: 1-800 Flowers

CUSIP NO.: 68243Q106

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. 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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ISSUER: 1-800 Flowers

CUSIP NO.: 68243Q106

(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.

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, 2006

J.P. MORGAN PARTNERS (SBIC), LLC

By:/s/ Jeffrey C. Walker

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Name: Jeffrey C. Walker
Title: President

Page 5 of 12

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

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

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	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.

Page 7 of 12

SCHEDULE 13G

ISSUER: 1-800 Flowers

CUSIP NO.: 68243Q106

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.

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	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.

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

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New York, New York 10017

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

James Dimon President and Chief Executive 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

Page 10 of 12

SCHEDULE 13G

ISSUER: 1-800 Flowers

CUSIP NO.: 68243Q106

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
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 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

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

Page 11 of 12

SCHEDULE 13G

ISSUER: 1-800 Flowers

CUSIP NO.: 68243Q106

Page 12 of 12