

1 800 FLOWERS COM INC
Form SC 13G/A
February 07, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

1-800-FLOWERS.COM, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class Securities)

68243Q106

(CUSIP Number)

December 31, 2013

(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 disclosure 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).

CUSIP No. 68243Q106

NAME OF REPORTING PERSONS.

McClain Value Management LLC

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

06-1624891

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

2 (a)

(b)

SEC Use Only

3

Citizenship or Place of Organization

4

Connecticut

NUMBER OF SHARES

BENEFICIALLY 5 Sole Voting Power

OWNED

BY EACH

REPORTING

PERSON WITH 477,670

Shared Voting Power

6

0

Sole Dispositive Power

7

871,845

8 Shared Dispositive Power

Aggregate Amount Beneficially
Owned by Each Reporting Person

9

871,845

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

10

Percent of Class Represented by
Amount in Row (9)

11

3.16%

12 Type of Reporting Person (See
Instructions)

IA

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CUSIP No. 68243Q106

NAME OF REPORTING PERSONS.

Phillip C. McClain

1

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY).
Check the Appropriate Box if a
Member of a Group (See Instructions)

2

(a)

(b)

SEC Use Only

3

Citizenship or Place of Organization

4

Connecticut

Sole Voting Power

5

477,670

**NUMBER OF
SHARES
BENEFICIALLY
OWNED**

6 Shared Voting Power

**BY EACH
REPORTING
PERSON WITH**

0

Sole Dispositive Power

7

871,845

Shared Dispositive Power

8

0

Aggregate Amount Beneficially
Owned by Each Reporting Person

9

871,845

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

10

Percent of Class Represented by
Amount in Row (9)

11

3.16%

Type of Reporting Person (See
Instructions)

12

HC

CUSIP No. 68243Q106

NAME OF REPORTING PERSONS.

Joseph W. Donaldson

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

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

2 (a) []
(b) []

SEC Use Only

3 Citizenship or Place of Organization

4 **Connecticut**

NUMBER OF SHARES

BENEFICIALLY OWNED Sole Voting Power **5**

BY EACH REPORTING **477,670**

PERSON WITH 6 Shared Voting Power

0

Sole Dispositive Power

7

871,845

8 Shared Dispositive Power

0

Aggregate Amount Beneficially
Owned by Each Reporting Person

9

871,845

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

10

Percent of Class Represented by
Amount in Row (9)

11

3.16%

12

Type of Reporting Person (See
Instructions)

HC

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CUSIP No. 68243Q106

Item 1.

(a) Name of Issuer

**1-800-Flowers.com,
Inc.**

Address of Issuer's
(b) Principal Executive
Offices

**One Old Country
Road, Carle Place,
NY 11514**

Item 2.

(a) Name of Person
Filing

This Schedule is
being filed by
each of:

**McClain Value
Management
LLC**

**Phillip C.
McClain**

**Joseph W.
Donaldson**

McClain Value Management LLC is a registered investment advisor and Messrs. McClain and Donaldson are its sole members. Mr. McClain is the managing member.

(b) Address of Principal Business office or, if None, Residence

**175 Elm Street,
New Canaan,
CT 06840**

(c) Citizenship

Connecticut

(d) Title of Class Securities

**Class A
Common
Stock**

(e) CUSIP Number

68243Q106

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

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(d) Investment company registered under section 8 of the Investment Company Act (15 U.S.C. 80a-8).

(e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).

(f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(ii)(F).

(g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).

(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j) Group in accordance with § 240.13d-1(b)(ii)(J).

Item 4. Ownership

(a) Amount beneficially owned: **871,845**

(b) Percent of class: **3.16%**

(c) Number of shares to which the person has:

(i) Sole power to vote or to direct the vote: **477,670**

(ii) Shared power to direct the vote: **0**

(iii) Sole power to dispose or to direct the disposition of: **871,845**

(iv) Shared power to dispose or to direct the disposition of: **0**

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class securities, check the following x

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

Not applicable.

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

Not applicable.

**Identification
and
Item 8. Classification
of Members of
the Group.**

Not applicable.

**Notice of
Item 9. Dissolution of
Group.**

Not applicable.

Item 10. Certification:

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose or with the effect of changing or influencing the control of the issuer and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

[Signature Page Follows]

SIGNATURE

Date: February 11, 2014

McCLAIN VALUE
MANAGEMENT
LLC

By: /s/ Phillip C.
McClain
Name: Phillip C.
McClain
Its: Managing Partner

/s/ Phillip C. McClain
Phillip C. McClain

/s/ Joseph W. Donaldson
Joseph W. Donaldson