

Edgar Filing: 1 800 FLOWERS COM INC - Form 8-K

1 800 FLOWERS COM INC  
Form 8-K  
September 19, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) September 6, 2005

1-800-FLOWERS.COM, INC.

(Exact name of registrant as specified in its charter)

|                                      |                                     |  |
|--------------------------------------|-------------------------------------|--|
| Delaware<br>(State of incorporation) | 0-26841<br>(Commission File Number) | 11-3117311<br>(IRS Employer<br>Identification No.) |
|--------------------------------------|-------------------------------------|--|

|   |                     |
|---|---------------------|
| 1600 Stewart Avenue<br>Westbury, NY<br>(Address of principal executive offices) | 11590<br>(Zip Code) |
|---|---------------------|

(516) 237-6000

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure

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1-800-FLOWERS.COM (the "Company") has mailed its first Bloomnet(sm) florist directory containing listings for approximately 6,000 Bloomnet florist members. As the Company has stated in previous public filings and press releases, it has embarked on a business initiative to build a B2B floral business that leverages both its leadership position in the consumer floral category and its operating infrastructure, including a robust technology platform and unique distribution system. The Company has stated that it is continuing to invest in resources in this area - primarily people - "feet on the street" - and anticipates growing contributions beginning in the second half of fiscal 2006 and accelerating in fiscal 2007 and beyond."

Our disclosure and analysis in this Form 8-K contains some forward-looking statements that set forth anticipated results based on management's plans and assumptions. From time to time, we also provide forward-looking statements in other statements we release to the public as well as oral forward-looking statements. Such statements give our current expectations or forecasts of future events; they do not relate strictly to historical or current facts. We have tried, wherever possible, to identify such statements by using words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe" and similar expressions in connection with any discussion of future operating or financial performance. In particular, these include statements relating to future actions including the Company's effectiveness in increasing its Bloomnet (sm) florist member listings.

We cannot guarantee that any forward-looking statement will be realized, although we believe we have been prudent in our plans and assumptions. Achievement of future results is subject to risk, uncertainties and potentially inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could differ materially from past results and those anticipated, estimated or projected. You should bear this in mind as you consider forward looking statements.

We undertake no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any further disclosures we make on related subjects in our 10-Q and 8-K reports to the SEC. Also note we provide the following cautionary discussion of risks, uncertainties and possibly inaccurate assumptions relevant to our business. These are factors that, individually or in the aggregate, we think could cause our actual results to differ materially from expected and historical results. We note these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider the following to be a complete discussion of all potential risks and uncertainties.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

1-800-FLOWERS.COM, Inc.

By: /s/William E. Shea  
William E. Shea  
Chief Financial Officer, Senior Vice-President

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Finance and Administration

Date: September 19, 2005