

1 800 FLOWERS COM INC
Form SC 13D
July 27, 2017
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

1-800-FLOWERS.COM, INC.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

68243Q106

(CUSIP Number)

Gerard M. Gallagher, Esq.
1-800-FLOWERS.COM, Inc.

One Old Country Road
Carle Place, New York 11514

(516) 237-6000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 18, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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

(1) Christopher G. McCann, individually and as a Trustee of the Erin McCann 2005 Trust, as a Trustee of the James F. McCann 2005 Trust, as a Trustee of the Matthew E. McCann 2005 Trust, as Trustee of The James F. McCann 2012 Family Trust – Portion I, as Trustee of The James F. McCann 2012 Family Trust – Portion II, as the general partner of The McCann Family Limited Partnership, as a Director and President of Public Flowers, Inc., the general partner of the 1999 McCann Family Limited Partnership, and as the Trustee of the Marylou McCann 1999 Trust u/a/d July 6,1999

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [x]

(b) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS
PF

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

Number of Shares	(7)	SOLE VOTING POWER	3,992,384 (1)
Beneficially Owned	(8)	SHARED VOTING POWER	14,073,862 (2)
by Each Reporting	(9)	SOLE DISPOSITIVE POWER	

		3,436,000 (3)
		SHARED
Person		DISPOSITIVE
With	(10)	POWER
		14,073,862 (2)
		AGGREGATE AMOUNT
(11)		BENEFICIALLY OWNED BY
		EACH REPORTING PERSON
		18,066,246 (1)(2)(4)
		CHECK IF THE
(12)		AGGREGATE AMOUNT IN
		ROW (11) EXCLUDES
		CERTAIN SHARES
		[x] (5)
		PERCENT OF CLASS
(13)		REPRESENTED BY
		AMOUNT IN ROW (11)
		38.9% (6)
(14)		TYPE OF REPORTING
		PERSON
		IN

(1) This amount includes 1,375,000 shares of Class A Common Stock that may be acquired through the exercise of stock options and 850,640 shares of Class B Common Stock. The Class B Common Stock has ten votes per share on all matters subject to the vote of the stockholders. The Class B Common Stock is convertible at any time into an equal number of shares of Class A Common Stock at the option of the holder thereof.

(2) This amount includes 5,875,000 shares of Class B Common Stock.

(3) This amount includes all amounts included in 7 above except for 556,384 shares of Class A Common Stock which are unvested.

(4) Christopher G. McCann disclaims beneficial ownership of 14,031,991 shares of Class A Common Stock. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(5) Excludes 22,555,045 shares of Class A Common Stock held by other Reporting Persons and issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Person as to which Christopher G. McCann disclaims beneficial ownership. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(6) The percentage of beneficial ownership is based on (a) 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares, plus (b) the 8,100,640 shares of Class A Common Stock issuable upon exercise of the stock options and conversion of the Class B Common Stock included in 11 above.

CUSIP No. 68243Q106

- (1) NAME OF REPORTING PERSONS
James F. McCann
- CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
- (2) Instructions)
(a) [x]
(b) []
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
PF
- (5) CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)
 []
- (6) CITIZENSHIP OR PLACE OF
ORGANIZATION
United States
- Number of (7) SOLE VOTING POWER
Shares 22,552,822 (1)
- Beneficially (8) SHARED VOTING POWER
Owned 13,682,372 (2)
- by Each (9) SOLE DISPOSITIVE POWER
Reporting Person 22,429,864 (1)
- With (10) SHARED DISPOSITIVE POWER
14,074,342 (3)
- (11) AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
36,627,164 (1)(3)(4)
- (12) CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES
 [x] (5)
- (13) PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
55.5% (6)
- (14) TYPE OF REPORTING PERSON
IN

(1) This amount includes 21,803,043 shares of Class B Common Stock. The Class B Common Stock has ten votes per share on all matters subject to the vote of the stockholders. The Class B Common Stock is convertible at any time into an equal number of shares of Class A Common Stock at the option of the holder thereof.

(2) This amount includes 5,483,030 shares of Class B Common Stock.

(3) This amount includes 5,875,000 shares of Class B Common Stock.

(4) James F. McCann disclaims beneficial ownership of 14,031,991 shares of Class A Common Stock. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(5) Excludes 3,994,127 shares of Class A Common Stock held by other Reporting Persons, issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Person, and issuable upon exercise of stock options exercisable within 60 days after the date of this filing held by other Reporting Person as to which James F. McCann disclaims beneficial ownership. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(6) The percentage of beneficial ownership is based on (a) 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares, plus (b) the 27,678,043 shares of Class B Common Stock included in 11 above.

CUSIP No. 68243Q106

- (1) NAME OF REPORTING PERSONS
Erin McCann 2005 Trust
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) [x]
(b) []
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
OO – See Item 3 of Statement
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

- | | | |
|--------------------------|------|---------------------------------------|
| Number of Shares | (7) | SOLE VOTING POWER
0 |
| Beneficially Owned | (8) | SHARED VOTING POWER
2,265,197 |
| by Each Reporting Person | (9) | SOLE DISPOSITIVE POWER
0 |
| With | (10) | SHARED DISPOSITIVE POWER
2,265,197 |

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,265,197

- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 [x] (1)

- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.9% (2)

(14)

TYPE OF REPORTING
PERSON
OO

(1) Excludes 38,356,094 shares of Class A Common Stock held by other Reporting Persons, issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons, and issuable upon exercise of stock options exercisable within 60 days after the date of this filing held by other Reporting Person as to which the Erin McCann 2005 Trust disclaims beneficial ownership. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(2) The percentage of beneficial ownership is based on 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares.

Page 4 of 59

CUSIP No. 68243Q106

- (1) NAME OF REPORTING PERSONS
James McCann 2005 Trust
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) [x]
(b) []
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
OO – See Item 3 of Statement
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

- | | | |
|--------------------------|------|---------------------------------------|
| Number of Shares | (7) | SOLE VOTING POWER
0 |
| Beneficially Owned | (8) | SHARED VOTING POWER
2,265,197 |
| by Each Reporting Person | (9) | SOLE DISPOSITIVE POWER
0 |
| With | (10) | SHARED DISPOSITIVE POWER
2,265,197 |

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,265,197

- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 [x] (1)

- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.9% (2)

(14)

TYPE OF REPORTING
PERSON
OO

(1) Excludes 38,356,094 shares of Class A Common Stock held by other Reporting Persons, issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons, and issuable upon exercise of stock options exercisable within 60 days after the date of this filing held by other Reporting Person as to which the James McCann 2005 Trust disclaims beneficial ownership. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(2) The percentage of beneficial ownership is based on 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares.

Page 5 of 59

CUSIP No. 68243Q106

- (1) NAME OF REPORTING PERSONS
Matthew McCann 2005 Trust
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) [x]
(b) []
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
OO – See Item 3 of Statement
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

Number of Shares	(7)	SOLE VOTING POWER 0
Beneficially Owned	(8)	SHARED VOTING POWER 2,265,196
by Each Reporting Person	(9)	SOLE DISPOSITIVE POWER 0
With	(10)	SHARED DISPOSITIVE POWER 2,265,196

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,265,196

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 [x] (1)

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.9% (2)

(14)

TYPE OF REPORTING
PERSON
OO

(1) Excludes 38,356,095 shares of Class A Common Stock held by other Reporting Persons, issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons, and issuable upon exercise of stock options exercisable within 60 days after the date of this filing held by other Reporting Person as to which the Matthew McCann 2005 Trust disclaims beneficial ownership. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(2) The percentage of beneficial ownership is based on 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares.

Page 6 of 59

[CUSIP No. 68243Q106

- NAME OF REPORTING PERSONS
 (1) The James F. McCann 2012 Family Trust – Portion I
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (2) (a) (b)
 SEC USE ONLY
 (3)
 SOURCE OF FUNDS
 (4) OO – See Item 3 of Statement
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
 (5)
 CITIZENSHIP OR PLACE OF ORGANIZATION
 (6) United States

- | | | |
|--------------------|------|-------------------------------------|
| Number of Shares | (7) | SOLE VOTING POWER
0 |
| Beneficially Owned | (8) | SHARED VOTING POWER
492,368 |
| by Each Reporting | (9) | SOLE DISPOSITIVE POWER
0 |
| Person With | (10) | SHARED DISPOSITIVE POWER
492,368 |

- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 (11) 492,368
 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 (12) (1)
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 (13) 1.3% (2)

TYPE OF REPORTING

(14) PERSON
OO

(1) Excludes 40,128,923 shares of Class A Common Stock held by other Reporting Persons, issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons, and issuable upon exercise of stock options exercisable within 60 days after the date of this filing held by other Reporting Person as to which The James F. McCann 2012 Family Trust – Portion I disclaims beneficial ownership. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(2) The percentage of beneficial ownership is based on 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares.

Page 7 of 59

CUSIP No. 68243Q106

- (1) NAME OF REPORTING PERSONS
The James F. McCann 2012 Family Trust – Portion II
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) [x]
(b) []
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
OO – See Item 3 of Statement
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

- | | | |
|--------------------------|------|-------------------------------------|
| Number of Shares | (7) | SOLE VOTING POWER
0 |
| Beneficially Owned | (8) | SHARED VOTING POWER
869,033 |
| by Each Reporting Person | (9) | SOLE DISPOSITIVE POWER
0 |
| With | (10) | SHARED DISPOSITIVE POWER
869,033 |

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
869,033
- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 [x] (1)
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.27% (2)

TYPE OF REPORTING

(14) PERSON
OO

(1) Excludes 39,752,258 shares of Class A Common Stock held by other Reporting Persons, issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons, and issuable upon exercise of stock options exercisable within 60 days after the date of this filing held by other Reporting Person as to which The James F. McCann 2012 Family Trust – Portion II disclaims beneficial ownership. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(2) The percentage of beneficial ownership is based on 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares.

Page 8 of 59

CUSIP No. 68243Q106

(1) NAME OF REPORTING PERSONS
The McCann Family Limited Partnership

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [x]

(b) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS
OO – See Item 3 of Statement

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

Number of Shares (7) SOLE VOTING POWER
0

Beneficially Owned (8) SHARED VOTING POWER
2,000,000 (1)

by Each Reporting (9) SOLE DISPOSITIVE POWER
0

Person With (10) SHARED DISPOSITIVE POWER
2,000,000 (1)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,000,000 (1)

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 [x] (2)

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.0% (3)

TYPE OF REPORTING

(14) PERSON
PN

(1) All shares are Class B Common Stock. The Class B Common Stock has ten votes per share on all matters subject to the vote of the stockholders. The Class B Common Stock is convertible at any time into an equal number of shares of Class A Common Stock at the option of the holder thereof.

(2) Excludes 38,621,291 shares of Class A Common Stock held by other Reporting Persons, issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons, and issuable upon exercise of stock options exercisable within 60 days after the date of this filing held by other Reporting Person as to which The McCann Family Limited Partnership disclaims beneficial ownership. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(3) The percentage of beneficial ownership is based on (a) 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares, plus (b) the 2,000,000 shares of Class B Common Stock reported in 11 above.

CUSIP No. 68243Q106

- NAME OF REPORTING PERSONS
 (1) The 1999 McCann Family Limited Partnership
- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (2) (a) [x]
 (b) []
- SEC USE ONLY
 (3)
- SOURCE OF FUNDS
 (4) OO – See Item 3 of Statement
- CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
 (5)
- CITIZENSHIP OR PLACE OF ORGANIZATION
 (6) United States
- Number of Shares (7) SOLE VOTING POWER
 0
- Beneficially Owned (8) SHARED VOTING POWER
 3,875,000 (1)
- by Each Reporting (9) SOLE DISPOSITIVE POWER
 0
- Person With (10) SHARED DISPOSITIVE POWER
 3,875,000 (1)
- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 (11) 3,875,000 (1)
- CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 (12) [x] (2)
- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 (13) 9.2% (3)

(14) TYPE OF REPORTING
PERSON
PN

(1)