

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**

Page 2 of 8 Pages

---

**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**

Page 4 of 8 Pages

---

**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**

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

Page 5 of 8 Pages

---

(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