

1 800 FLOWERS COM INC
Form SC 13D/A
February 05, 2019
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A1 (Amendment No. 1)

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)

Michael R. Manley, 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)

November 7, 2018

(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
 3,953,833 (1)

Beneficially Owned (8) SHARED VOTING POWER
 14,073,862 (2)

by Each Reporting (9) SOLE DISPOSITIVE

	POWER
	3,661,555 (3)
	SHARED
Person With (10)	DISPOSITIVE
	POWER
	14,073,862 (2)
(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	18,027,695 (1)(2)(4)
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
	<input checked="" type="checkbox"/> (5)
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	40.9% (6)
(14)	TYPE OF REPORTING PERSON IN

(1) This amount includes 1,455,000 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 292,278 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 22,528,220 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) 35,635,548 shares of Class A Common Stock reported outstanding by the Issuer as of November 2, 2018, plus (b) 292,278 shares of Class A Common Stock beneficially owned by Christopher G. McCann which are unvested, plus (c) 8,180,640 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.

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CUSIP No. 68243Q106

- (1) NAME OF REPORTING PERSONS
James F. McCann
- (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
Beneficially
Owned
by Each
Reporting
Person With
- (7) SOLE VOTING POWER
22,527,740 (1)
- (8) SHARED VOTING POWER
13,682,372 (2)
- (9) SOLE DISPOSITIVE POWER
22,461,977(3)
- (10) SHARED DISPOSITIVE POWER
14,074,342 (4)
- (11) AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
36,602,082 (1)(4)(5)
- (12) CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES
 [x] (6)
- (13) PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
57.8% (7)
- (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 all amounts included in 7 above except for 65,763 shares of Class A Common Stock which are unvested.

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

(5) 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.

(6) Excludes 3,953,833 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.

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(7) The percentage of beneficial ownership is based on (a) 35,635,548 shares of Class A Common Stock reported outstanding by the Issuer as of November 2, 2018, plus (b) 65,763 shares of Class A Common Stock beneficially owned by James F. McCann which are unvested, plus (c) the 27,678,043 shares of Class B Common Stock included in 11 above.

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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 (9) SOLE DISPOSITIVE POWER
0
- Person 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)
6.4% (2)

(14) TYPE OF REPORTING
PERSON
OO

(1) Excludes 38,290,718 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 35,635,548 shares of Class A Common Stock reported outstanding by the Issuer as of November 2, 2018.

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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 (9) SOLE DISPOSITIVE POWER
0
- Person 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)
6.4% (2)

(14) TYPE OF REPORTING
PERSON
OO

(1) Excludes 38,290,718 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 35,635,548 shares of Class A Common Stock reported outstanding by the Issuer as of November 2, 2018.

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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 (9) SOLE DISPOSITIVE POWER
0
- Person 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)
6.4% (2)

(14) TYPE OF REPORTING
PERSON
OO

(1) Excludes 38,290,719 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 35,635,548 shares of Class A Common Stock reported outstanding by the Issuer as of November 2, 2018.

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(1) NAME OF REPORTING PERSONS
The James F. McCann 2012 Family Trust – Portion I

(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
492,368

by Each Reporting (9) SOLE DISPOSITIVE POWER
0

Person With (10) SHARED DISPOSITIVE POWER
492,368

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
492,368

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

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

1.4% (2)

TYPE OF REPORTING

(14) PERSON

OO

(1) Excludes 40,063,547 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 35,635,548 shares of Class A Common Stock reported outstanding by the Issuer as of November 2, 2018.

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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 (9) SOLE DISPOSITIVE POWER
0
- Person 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)

2.4% (2)

TYPE OF REPORTING

(14) PERSON

OO

(1) Excludes 39,686,882 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 35,635,548 shares of Class A Common Stock reported outstanding by the Issuer as of November 2, 2018.

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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)

5.3% (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 38,555,915 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) 35,635,548 shares of Class A Common Stock reported outstanding by the Issuer as of November 2, 2018, plus (b) the 2,000,000 shares of Class B Common Stock reported in 11 above.

CUSIP No. 68243Q106

- (1) NAME OF REPORTING PERSONS
The 1999 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
3,875,000 (1)
- by Each Reporting (9) SOLE DISPOSITIVE POWER
0
- Person With (10) SHARED DISPOSITIVE POWER
3,875,000 (1)
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,875,000 (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)

9.8% (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 36,680,915 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 1999 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) 35,635,548 shares of Class A Common Stock reported outstanding by the Issuer as of November 2, 2018, plus (b) the 3,875,000 shares of Class B Common Stock reported in 11 above.

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CUSIP No. 68243Q106

- (1) NAME OF REPORTING PERSONS
Public Flowers, Inc.
- (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
3,875,000 (1)
- by Each Reporting (9) SOLE DISPOSITIVE POWER
0
- Person With (10) SHARED DISPOSITIVE POWER
3,875,000 (1)
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,875,000 (1)(2)
- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 [x] (3)
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.8% (4)

TYPE OF REPORTING

(14) PERSON
CO

(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) Public Flowers, Inc. disclaims beneficial ownership of 3,875,000 shares of Class A Common Stock. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(3) Excludes 36,680,915 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 Public Flowers, Inc. disclaims beneficial ownership. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(4) The percentage of beneficial ownership is based on (a) 35,635,548 shares of Class A Common Stock reported outstanding by the Issuer as of November 2, 2018, plus (b) the 3,875,000 shares of Class B Common Stock reported in 11 above.

CUSIP No. 68243Q106

- (1) NAME OF REPORTING PERSONS
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
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
3,875,000 (1)
- by Each Reporting (9) SOLE DISPOSITIVE POWER
0
- Person With (10) SHARED DISPOSITIVE POWER
3,875,000 (1)
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,875,000 (1)(2)
- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 [x] (3)
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.8% (4)

TYPE OF REPORTING

(14) PERSON

OO

(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) The Marylou McCann 1999 Trust u/a/d July 6, 1999 disclaims beneficial ownership of 3,875,000 shares of Class A Common Stock. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(3) Excludes 36,680,915 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 Marylou McCann 1999 Trust u/a/d July 6, 1999 disclaims beneficial ownership. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(4) The percentage of beneficial ownership is based on (a) 35,635,548 shares of Class A Common Stock reported outstanding by the Issuer as of November 2, 2018, plus (b) the 3,875,000 shares of Class B Common Stock reported in 11 above.

CUSIP No. 68243Q106

(1) NAME OF REPORTING PERSONS
 Marylou McCann, individually and as a Trustee of the Erin McCann 2005 Trust, as a Trustee of the James F. McCann 2005 Trust, and as a Trustee of the Matthew E. 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
 36,006,109 (1)

by Each Reporting (9) SOLE DISPOSITIVE POWER
 0

Person With (10) SHARED DISPOSITIVE POWER
 36,332,316 (2)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 36,398,079(2)(3)

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES

[x] (4)

PERCENT OF CLASS

(13) REPRESENTED BY

AMOUNT IN ROW (11)

57.4% (5)

TYPE OF REPORTING

(14) PERSON

IN

(1) This amount includes 27,286,073 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 27,678,043 shares of Class B Common Stock and does not include 65,763 shares of Class A Common Stock, which are unvested, that are included in 8 above.

(3) Marylou McCann disclaims beneficial ownership of 36,397,599 shares of Class A Common Stock. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(4) Excludes 4,157,836 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 Marylou McCann disclaims beneficial ownership. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(5) The percentage of beneficial ownership is based on (a) 35,635,548 shares of Class A Common Stock reported outstanding by the Issuer as of November 2, 2018, plus (b) 65,763 shares of Class A Common Stock which are unvested, plus (c) the 27,678,043 shares of Class A Common Stock issuable upon conversion of the Class B Common Stock included in 11 above.

CUSIP No. 68243Q106

- NAME OF REPORTING PERSONS
- (1) Erin Moore Lenehan, individually and as a Trustee of the Erin McCann 2005 Trust
- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
- (2) (a) (b)
- (3) SEC USE ONLY
- 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 |
| | | 13,640,021(1) |
| by Each Reporting | (9) | SOLE DISPOSITIVE POWER |
| | | 0 |
| Person With | (10) | SHARED DISPOSITIVE POWER |
| | | 14,031,991 (2) |
- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- (11) 14,031,991 (2) (3)
- CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- (12) (4)
- (13) PERCENT OF CLASS REPRESENTED BY

AMOUNT IN ROW (11)

33.8% (5)

TYPE OF REPORTING

(14) PERSON

IN

(1) This amount includes 5,483,030 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) Erin Moore Lenehan 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

(4) Excludes 26,523,924 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 Erin Moore Lenehan disclaims beneficial ownership. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(5) The percentage of beneficial ownership is based on (a) 35,635,548 shares of Class A Common Stock reported outstanding by the Issuer as of November 2, 2018, plus (b) the 5,875,000 shares of Class A Common Stock issuable upon conversion of the Class B Common Stock included in 11 above.

CUSIP No. 68243Q106

- NAME OF REPORTING PERSONS
 James F. McCann, III,
 individually and as a Trustee of
 the James McCann 2005 Trust
 and as a Director of Public
 Flowers, Inc., the general
 partner of the 1999 McCann
 Family Limited Partnership
- CHECK THE APPROPRIATE
 BOX IF A MEMBER OF A
 GROUP (See Instructions)
- (a) [x]
 (b) []
- SEC USE ONLY
- SOURCE OF FUNDS
 OO – See Item 3 of Statement
- CHECK IF DISCLOSURE OF
 LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e) []
- CITIZENSHIP OR PLACE OF
 ORGANIZATION
 United States
- | | | | |
|--------------------|------|--------------------------|----------------|
| Number of Shares | (7) | SOLE VOTING POWER | 0 |
| Beneficially Owned | (8) | SHARED VOTING POWER | 13,640,021 (1) |
| by Each Reporting | (9) | SOLE DISPOSITIVE POWER | 0 |
| Person With | (10) | SHARED DISPOSITIVE POWER | 14,031,991 (2) |
- AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON
 14,031,991 (2)(3)
- CHECK IF THE
 AGGREGATE AMOUNT IN
 ROW (11) EXCLUDES

CERTAIN SHARES

[x] (4)

PERCENT OF CLASS

REPRESENTED BY

(13) AMOUNT IN ROW (11)

33.8% (5)

TYPE OF REPORTING

(14) PERSON

IN

(1) This amount includes 5,483,030 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) James F. McCann, III, 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.

(4) Excludes 26,523,924 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 James F. McCann, III disclaims beneficial ownership. This report shall not be deemed an admission that such person is the beneficial owner of such securities.

(5) The percentage of beneficial ownership is based on (a) 35,635,548 shares of Class A Common Stock reported outstanding by the Issuer as of November 2, 2018, plus (b) the 5,875,000 shares of Class B Common Stock included in 11 above.

CUSIP No. 68243Q106

NAME OF REPORTING PERSONS
 (1) Matthew E. McCann, individually and as a Trustee of the Matthew McCann 2005 Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (2) (a) [x]
 (b) []

(3) SEC USE ONLY

SOURCE OF FUNDS
 (4) OO – See Item 3 of Statement
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 (5) REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

CITIZENSHIP OR PLACE OF ORGANIZATION
 (6) United States

Number of Shares	(7)	SOLE VOTING POWER
		0
Beneficially Owned	(8)	SHARED VOTING POWER
		13,640,021 (1)
by Each Reporting Person With	(9)	SOLE DISPOSITIVE POWER
	(10)	0