

1 800 FLOWERS COM INC  
Form 8-K  
December 13, 2011

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) December 12, 2011

1-800-FLOWERS.COM, INC.

(Exact name of registrant as specified in its charter)

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

One Old Country Road, Suite 500  
Carle Place, New York 11514

(Address of principal executive offices) (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))

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## ITEM 5.07 Submission of Matters to a Vote of Security Holders

The Company held its annual meeting of stockholders on December 12, 2010. The stockholders considered five proposals, each of which is described in more detail in the Proxy Statement. The matters voted upon at the meeting and the results of the votes are stated below.

1. The following nominees for directors were elected to serve three-year terms expiring at the 2014 annual meeting of the stockholders:

Nominee	For	Against	Abstentions	Broker Non-Votes
James F. McCann	380,709,158	0	906,970	8,681,145
Christopher G. McCann	380,690,952	0	924,620	8,681,145
Larry Zarin	380,581,724	0	1,033,848	8,681,145

2. The stockholders ratified the appointment of Ernst & Young, LLP to serve as register public accountants for the fiscal year ending July 1, 2012.

For	Against	Abstain	Broker Non-Votes
389,988,367	266,827	41,523	-

3. The stockholders approved an amendment of the Company's 2003 Long Term Incentive and Share Award Plan to increase the share reserve by 3,250,000 shares.

For	Against	Abstain	Broker Non-Votes
372,383,235	8,175,727	1,056,610	8,681,145

4. The stockholders approved the Company's executive compensation by a non-binding advisory vote.

For	Against	Abstain	Broker Non-Votes
377,430,066	1,684,844	2,500,662	8,681,145

5. The stockholders voted to recommend that the Company hold a non-binding advisory vote on the compensation of the Company's named executive officers every three years.

1 year	2 years	3 years	Abstain
8,723,936	11,116	370,384,156	2,496,364

SIGNATURES

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.

Date: December 13, 2011

1-800-FLOWERS.COM, Inc.

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

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