

1 800 FLOWERS COM INC  
Form 8-K  
January 31, 2013  
**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**

**January 31, 2013**

**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:

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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 2.02 Results of Operations and Financial Condition**

On January 31, 2013, 1-800-FLOWERS.COM, Inc. issued a press release announcing its financial results for its Fiscal 2013 Second Quarter ended December 30, 2012. A copy of the press release is included as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

The following exhibits are furnished with this Form 8-K:

99.1 Press Release dated January 31, 2013.

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**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  
Finance and Administration

Date: January 31, 2013