

1 800 FLOWERS COM INC

Form SC 13G/A

February 14, 2006

OMB APPROVAL  
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G/A**

**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 of Securities)  
68243Q106  
(CUSIP Number)  
December 31, 2005  
(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 disclosures 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).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

CUSIP No. 68243Q106

NAMES OF REPORTING PERSONS:

1

Glenhill Advisors, LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

13-4153005

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

Delaware

SOLE VOTING POWER:

5

NUMBER OF 2,269,100

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON 2,269,100

SHARED DISPOSITIVE POWER:

8

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

2,269,100

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

8.0%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IA, HC

CUSIP No. 68243Q106

NAMES OF REPORTING PERSONS:

1

Glenn J. Krevlin

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

Unites States

SOLE VOTING POWER:

5

NUMBER OF 2,269,100

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

0

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

2,269,100

SHARED DISPOSITIVE POWER:

WITH: 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

2,269,100

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

8.0%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

HC

Item 1(a). Name of Issuer:  
1-800-Flowers.Com Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:  
1600 Stewart Avenue  
Westbury, New York 11590

Item 2(a). Name of Persons Filing:  
Glenhill Advisors, LLC (formerly Krevlin Advisors, LLC) and Glenn J. Krevlin.

Glenn J. Krevlin is the managing member and control person of Glenhill Advisors, LLC. Glenhill Advisors, LLC is the managing member of each of Glenhill Capital Management, LLC and Glenhill Overseas Management, LLC. Glenhill Capital Management, LLC is investment advisor to Glenhill Capital LP, a security holder of the issuer. Glenhill Overseas Management, LLC is investment Advisor to Glenhill Capital Overseas Master Fund, LP a security holder of the issuer.

Item 2(b). Address of Principal Business Office or, if none, Residence:  
598 Madison Avenue, 12<sup>th</sup> Floor  
New York, NY 10022

Item 2(c). Citizenship:  
See response(s) to Item 4 on the attached cover page(s).

Item 2(d). Title of Class of Securities:  
Class A Common Stock

Item 2(e). CUSIP Number:  
68243Q106

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable

- Item 4.                    Ownership.
- (a).    Amount beneficially owned:  
      See the response(s) to Item 9 on the attached cover page(s).
  - (b).    Percent of Class:  
      See the response(s) to Item 11 on the attached cover page(s).
  - (c).    Number of shares as to which such person has:
    - (i).     Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
    - (ii).    Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
    - (iii).   Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).
    - (iv).    Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).
- Item 5.                    Ownership of Five Percent or Less of a Class.  
                              Not Applicable
- Item 6.                    Ownership of More than Five Percent on Behalf of Another Person.  
                              As described in 2(a) above, the reporting persons are control persons of Glenhill Capital LP, the holder of 1,588,825 shares of Class A Common Stock of the Issuer, representing 5.635% of the shares outstanding.
- Item 7.                    Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.  
                              Not Applicable
- Item 8.                    Identification and Classification of Members of the Group.  
                              Not Applicable
- Item 9.                    Notice of 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 of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2006

GLENHILL ADVISORS, LLC

By: /s/ GLENN J. KREVLIN

Name: Glenn J. Krevlin

Title: Managing Member

/s/ GLENN J. KREVLIN

Name: Glenn J. Krevlin

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