

1 800 FLOWERS COM INC  
Form SC 13G/A  
February 04, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

1-800- FLOWERS.COM, Inc.  
(Name of Issuer)

Class A Common Stock  
(Title of Class of Securities)

**68243Q106**  
(CUSIP Number)

December 31, 2015  
(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).

CUSIP No . 68243Q106 Page 2 of 5

NAME OF REPORTING PERSONS

McClain Value Management LLC

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

06-1624891

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Connecticut

SOLE VOTING POWER  
NUMBER OF SHARES **5**  
1,377,219  
BENEFICIALLY **6** SHARED VOTING POWER OWNED BY

0  
SOLE DISPOSITIVE POWER

EACH  
REPORTING 7

1,766,345  
SHARED DISPOSITIVE POWER

PERSON  
WITH: 8

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

1,766,345

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW 9 EXCLUDES    
CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

11

5.0%

TYPE OF REPORTING PERSON - IA

12

CUSIP No . 68243Q106 Page 3 of 5

**Item 1(a). Name of Issuer:**

1-800- FLOWERS.COM, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

One Old Country Road, Carle Place, NY 11514

**Item 2(a). Name of Person Filing:**

McClain Value Management LLC

Phillip C. McClain

Joseph W. Donaldson

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

175 Elm Street, New Canaan, CT 06840

**Item 2(c). Citizenship:**

Connecticut

**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 §§240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:**

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (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).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

CUSIP No . Page 4 of 5

- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(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 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

1,766,345

(b) Percent of class:

5.0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

1,377,219

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

1,766,345

(iv) Shared power to dispose or to direct the disposition of

0

CUSIP No . 68243Q106 Page 5 of 5

**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 of securities, check the following [ ]

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

NA

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

NA

**Item 8. Identification and Classification of Members of the Group.**

NA

**Item 9. Notice of Dissolution of Group.**

NA

**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.

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: 2/6/16

McClain Value Management LLC

Signature: /s/ Phillip C. McClain  
Name: Phillip C. McClain  
Title: Managing Partner

/s/ Phillip C. McClain  
Phillip C. McClain

/s/ Joseph W. Donaldson  
Joseph W. Donaldson