

1 800 FLOWERS COM INC
Form SC 13D
July 27, 2017
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

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)

Gerard M. Gallagher, 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)

July 18, 2017

(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	3,992,384 (1)
Beneficially Owned	(8)	SHARED VOTING POWER	14,073,862 (2)
by Each Reporting	(9)	SOLE DISPOSITIVE POWER	

		3,436,000 (3)
		SHARED
Person		DISPOSITIVE
With	(10)	POWER
		14,073,862 (2)
		AGGREGATE AMOUNT
(11)		BENEFICIALLY OWNED BY
		EACH REPORTING PERSON
		18,066,246 (1)(2)(4)
		CHECK IF THE
(12)		AGGREGATE AMOUNT IN
		ROW (11) EXCLUDES
		CERTAIN SHARES
		[x] (5)
		PERCENT OF CLASS
(13)		REPRESENTED BY
		AMOUNT IN ROW (11)
		38.9% (6)
(14)		TYPE OF REPORTING
		PERSON
		IN

(1) This amount includes 1,375,000 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 556,384 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 22,555,045 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) 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares, plus (b) the 8,100,640 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.

CUSIP No. 68243Q106

- (1) NAME OF REPORTING PERSONS
James F. McCann
- CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
- (2) 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 (7) SOLE VOTING POWER
Shares 22,552,822 (1)
- Beneficially (8) SHARED VOTING POWER
Owned 13,682,372 (2)
- by Each (9) SOLE DISPOSITIVE POWER
Reporting Person 22,429,864 (1)
- With (10) SHARED DISPOSITIVE POWER
14,074,342 (3)
- (11) AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
36,627,164 (1)(3)(4)
- (12) CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES
 [x] (5)
- (13) PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
55.5% (6)
- (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 5,875,000 shares of Class B Common Stock.

(4) 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.

(5) Excludes 3,994,127 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.

(6) The percentage of beneficial ownership is based on (a) 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares, plus (b) the 27,678,043 shares of Class B Common Stock included in 11 above.

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 Person | (9) | SOLE DISPOSITIVE POWER
0 |
| 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)
5.9% (2)

(14)

TYPE OF REPORTING
PERSON
OO

(1) Excludes 38,356,094 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 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares.

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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 Person	(9)	SOLE DISPOSITIVE POWER 0
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)
5.9% (2)

(14)

TYPE OF REPORTING
PERSON
OO

(1) Excludes 38,356,094 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 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares.

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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
CHECK IF DISCLOSURE OF

(5) 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)
5.9% (2)

(14)

TYPE OF REPORTING
PERSON
OO

(1) Excludes 38,356,095 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 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares.

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[CUSIP No. 68243Q106

- NAME OF REPORTING PERSONS
 (1) The James F. McCann 2012 Family Trust – Portion I
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (2) (a) (b)
 SEC USE ONLY
 (3)
 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
492,368 |
| by Each Reporting | (9) | SOLE DISPOSITIVE POWER
0 |
| Person With | (10) | SHARED DISPOSITIVE POWER
492,368 |

- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 (11) 492,368
 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 (12) (1)
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 (13) 1.3% (2)

TYPE OF REPORTING

(14) PERSON
OO

(1) Excludes 40,128,923 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 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares.

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CUSIP No. 68243Q106

- NAME OF REPORTING PERSONS
 (1) The James F. McCann 2012 Family Trust – Portion II
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (2) (a) (b)
 SEC USE ONLY
 (3)
 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
 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
 (1)
 PERCENT OF CLASS REPRESENTED BY
 (13) AMOUNT IN ROW (11)
 2.27% (2)

TYPE OF REPORTING

(14) PERSON
OO

(1) Excludes 39,752,258 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 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares.

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)
5.0% (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 38,621,291 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) 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares, plus (b) the 2,000,000 shares of Class B Common Stock reported in 11 above.

CUSIP No. 68243Q106

- NAME OF REPORTING PERSONS
 (1) The 1999 McCann Family Limited Partnership
- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (2) (a) [x]
 (b) []
- SEC USE ONLY
 (3)
- 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
 3,875,000 (1)
- by Each Reporting Person (9) SOLE DISPOSITIVE POWER
 0
- Person With (10) SHARED DISPOSITIVE POWER
 3,875,000 (1)
- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 (11) 3,875,000 (1)
- CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 (12) [x] (2)
- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 (13) 9.2% (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 36,746,291 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) 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares, plus (b) the 3,875,000 shares of Class B Common Stock reported in 11 above.

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)
9.2% (4)

(14)

TYPE OF REPORTING
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 36,746,291 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) 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares, plus (b) the 3,875,000 shares of Class B Common Stock set forth in 11 above.

CUSIP No. 68243Q106

- NAME OF REPORTING PERSONS
 (1) The Marylou McCann 1999 Trust u/a/d July 6, 1999
- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (2) (a) (b)
- SEC USE ONLY
 (3)
- 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
3,875,000 (1) |
| by Each Reporting Person | (9) | SOLE DISPOSITIVE POWER
0 |
| With | (10) | SHARED DISPOSITIVE POWER
3,875,000 (1) |
- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 (11) 3,875,000 (1)(2)
- CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 (12) (3)
- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 (13) 9.2% (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 36,746,291 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.

(4) The percentage of beneficial ownership is based on (a) 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares, plus (b) the 3,750,000 shares of Class B Common Stock reported in 11 above.

CUSIP No. 68243Q106

NAME OF REPORTING PERSONS

(1) 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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A

(2) GROUP (See Instructions)

(a) [x]

(b) []

(3) SEC USE ONLY

SOURCE OF FUNDS

(4) OO – See Item 3 of Statement

CHECK IF DISCLOSURE OF

(5) LEGAL PROCEEDINGS IS 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
36,031,191 (1)

by Each Reporting (9) SOLE DISPOSITIVE POWER
0

Person With (10) SHARED DISPOSITIVE POWER
36,300,203(2)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
36,423,161 (2)(3)

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

[x] (4)
PERCENT OF CLASS
REPRESENTED BY
(13) AMOUNT IN ROW (11)
55.2% (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.

(3) Marylou McCann disclaims beneficial ownership of 36,422,681 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 4,198,130 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) 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares, plus (b) 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

(2) BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [x]

(b) []

(3) SEC USE ONLY

SOURCE OF FUNDS

(4) OO – See Item 3 of Statement

CHECK IF DISCLOSURE OF

(5) LEGAL PROCEEDINGS IS

REQUIRED PURSUANT TO

ITEMS 2(d) or 2(e) []

CITIZENSHIP OR PLACE OF

(6) 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)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,031,991 (2) (3)

CHECK IF THE

(12) AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[x] (4)

(13) PERCENT OF CLASS REPRESENTED BY

AMOUNT IN ROW (11)

31.7% (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 26,589,300 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) 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares, 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

(1) 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

(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 (7) SOLE
Shares VOTING
POWER
1,743

Beneficially (8) SHARED
Owned VOTING
POWER
13,640,021 (1)

by Each (9) SOLE
Reporting DISPOSITIVE
POWER
1,743

Person (10) SHARED
With DISPOSITIVE
POWER
14,031,991 (2)

(11) AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
14,033,734 (2)(3)

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

- [x] (4)
PERCENT OF CLASS
REPRESENTED BY
(13) AMOUNT IN ROW (11)
31.7% (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 26,587,557 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) 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares, 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) []

(6) CITIZENSHIP OR PLACE OF
ORGANIZATION
United States

Number of (7) SOLE
Shares VOTING
POWER
0

Beneficially (8) SHARED
Owned VOTING
POWER
13,640,021 (1)

by Each (9) SOLE
Reporting DISPOSITIVE
POWER
0

Person (10) SHARED
With DISPOSITIVE
POWER
14,031,991 (2)

(11) AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
14,031,991 (2) (3)

(12) CHECK IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES
 [x] (4)

(13) PERCENT OF CLASS
REPRESENTED BY

AMOUNT IN ROW (11)

31.7% (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) Matthew E. 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.
- (4) Excludes 26,589,300 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 Matthew E. 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) 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares, 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.

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CONTINUATION PAGES TO SCHEDULE 13D

This Schedule 13D is being filed jointly by the individuals (in their individual capacity and/or as trustee or co-trustee of specified trusts and/or as a general partner or officer or director of a general partner of specified limited partnerships), trusts, limited partnerships and corporation listed in Item 2(a) below (the "Group Members") who may be deemed to beneficially own shares of Class A Common Stock of 1-800-FLOWERS.COM, Inc. (the "Issuer"), par value \$.01 per share (the "Class A Common Stock"), and/or shares of Class B Common Stock of the Issuer, par value \$.01 per share (the "Class B Common Stock," and together with the Class A Common Stock, the "Common Stock"), in each case as described herein. Each share of Class B Common Stock (i) is convertible at any time into an equal number of shares of Class A Common Stock at the option of the holder thereof and (ii) has ten votes per share on all matters subject to the vote of the stockholders.

Item 1 Security and Issuer.

Class A Common Stock, par value \$.01 per share.

1-800-FLOWERS.COM, INC.

One Old Country Road

Carle Place, New York 11514

Item 2 Identity and Background.

(a) The names of the Reporting Persons, all of whom are Group Members, are: (i) Christopher G. McCann, (A) individually, (B) as a trustee of each of (1) the Erin McCann 2005 Trust (the "Erin McCann Trust"), (2) the James McCann 2005 Trust (the "James McCann Trust"), and (3) the Matthew McCann 2005 Trust (the "Matthew McCann Trust" and collectively with the Erin McCann Trust and the James McCann Trust, the "Children's Trusts"), (C) as trustee of each of (1) The James F. McCann 2012 Family Trust – Portion I (the "2012 Portion I Trust") and (2) The James F. McCann 2012 Family Trust – Portion II (the "2012 Portion II Trust" and, together with the 2012 Portion I Trust, the "2012 Trusts"), (D) as sole general partner of The McCann Family Limited Partnership (the "1996 Family Partnership"), (E) as a Director and President of Public Flowers, Inc. ("Public"), which is the sole general partner of The 1999 McCann Family Limited Partnership (the "1999 Family Partnership" and, together with the 1996 Family Partnership, the "Family Partnerships"), and (F) as sole trustee of the Marylou McCann 1999 Trust u/a/d July 6, 1999 (the "Marylou McCann Trust"), which is the sole stockholder of Public; (ii) James F. McCann, individually; (iii) the Erin McCann Trust; (iv) the James McCann Trust; (v) the Matthew McCann Trust; (vi) the 2012 Portion I Trust, (vii) the 2012 Portion II Trust, (viii) The 1996 Family Partnership; (ix) the 1999 Family Partnership; (x) Public; (xi) the Marylou Trust; (xii) Marylou McCann, individually, and as a trustee of each of the Children's Trusts; (xiii) Erin Moore Lenehan, individually and as a trustee of the Erin McCann Trust; (xiv) James F. McCann, III, (A) individually, (B) as a trustee of the James McCann Trust, and (C) as a Director of Public; and (xv) Matthew E. McCann, individually and as a trustee of the Matthew McCann Trust. James F. McCann previously filed statements relating to his beneficial ownership of the Common Stock on Schedule 13G and each of Christopher G. McCann and the Children's Trusts previously filed separate statements relating to their beneficial ownership of the Common Stock on Schedule 13D. None of James F. McCann, Christopher G. McCann or the Children's Trusts will continue to file separate statements.

(b) The address of each Reporting Person other than the 2012 Trusts is One Old Country Road, Suite 500, Carle Place, NY 11514. The address of each of the 2012 Trusts is 500 Stanton Christiana Road, Newark, DE 19713

(c) Christopher G. McCann is the Chief Executive Officer, President and a Director of the Issuer. The Issuer is a gourmet food and floral gift retailer. The principal business address of the Issuer is One Old Country Road, Carle Place, New York 11514. Christopher G. McCann is a Trustee of each of the Children's Trusts, the Trustee of each of the 2012 Trusts, the sole General Partner of the 1996 Family Partnership, the President and a Director of Public, and the sole Trustee of the Marylou McCann Trust.

James F. McCann is the Executive Chairman of the Board of the Issuer. Marylou McCann is James F. McCann's wife and is not currently employed. Marylou McCann is a Trustee of each of the Children's Trusts.

Erin Moore Lenehan is not currently employed. She is a Trustee of the Erin McCann Trust. The Erin McCann Trust is an irrevocable trust created under the laws of the State of New York for the benefit of Erin Moore Lenehan under an agreement dated August 29, 2005.

James F. McCann, III is the Director, Strategic Development of the Issuer. He is a Trustee of the James McCann Trust and a Director of Public. The James McCann Trust is an irrevocable trust created under the laws of the State of New York for the benefit of James F. McCann, III under an agreement dated August 29, 2005.

Matthew E. McCann is a Vice President at N.A. Investcorp LLC, 280 Park Avenue, New York, New York 10017. He is a Trustee of the Matthew McCann Trust. The Matthew McCann Trust is an irrevocable trust created under the laws of the State of New York for the benefit of Matthew McCann under an agreement dated August 29, 2005.

The James F. McCann 2012 Family Trust – Portion I, is an irrevocable trust created under the laws of Delaware under an agreement dated February 15, 2012.

The James F. McCann 2012 Family Trust – Portion II, is an irrevocable trust created under the laws of Delaware under an agreement dated February 15, 2012.

The McCann Family Limited Partnership is a limited partnership formed under the laws of the State of Georgia. Its principal business is investment.

The 1999 McCann Family Limited Partnership is a limited partnership formed under the laws of the State of Delaware. Its principal business is investment.

Public Flowers, Inc. is a Delaware corporation. Its principal business is to be the sole general partner of the 1999 McCann Family Limited Partnership.

The Marylou McCann 1999 Trust u/a/d July 6, 1999 is a trust created under the laws of the State of New York for the benefit of Marylou McCann and is the sole stockholder of Public Flowers, Inc.

(d) No Group Member, during the last five years, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Group Member, during the last five years, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) All individual Group Members are citizens of the United States. Group Members that are trusts, partnerships or a corporation are organized in the jurisdictions set forth in Item 2(c).

Item 3 Source and Amount of Funds or Other Consideration.

All of the shares of Class A Common Stock beneficially owned directly by Christopher G. McCann were acquired (i) in connection with investing capital in the Issuer prior to its initial public offering, (ii) in connection with the grant of restricted share awards and options pursuant to the Issuer's employee benefit plans, (iii) in an open market purchase as custodian for his minor son and (iv) as a gift from his brother, the Chairman of the Board of the Issuer. The source of any funds used by Christopher G. McCann for such shares was personal funds. No part of the purchase price was borrowed for the purpose of acquiring such securities. All of the shares of Common Stock that may be deemed beneficially owned by Christopher G. McCann which are owned by the Family Partnerships and The McCann Charitable Foundation, Inc. (the "Foundation") of which he is a Director and the Treasurer, were acquired as a result of a gift or contribution prior to the Issuer's initial public offering.

Christopher G. McCann has options granted to him pursuant to the Issuer's employee benefit plan to purchase 2,000,000 shares of Class A Common Stock, 1,375,000 of which are currently exercisable and 625,000 of which will become exercisable over the period from October 26, 2017 through November 1, 2019.

Of the shares of Class A Common Stock owned directly by Christopher G. McCann, 556,384 shares are unvested, of which 485,929 are scheduled to vest over the period from October 26, 2017 through October 31, 2020, and, depending on the satisfaction of financial performance criteria during the Issuer's 2017 fiscal year, up to an additional 70,455 shares are scheduled to vest during the period from November 7, 2017 through November 7, 2019. Christopher G. McCann currently has the power to vote all of such shares of Class A Common Stock. Christopher G. McCann does not have the right to dispose of unvested shares of Class A Common Stock.

All of the shares of Class A Common Stock beneficially owned directly by James F. McCann were acquired (i) in connection with investing capital in the Issuer prior to its initial public offering and (ii) in connection with the grant of restricted share awards and options pursuant to the Issuer's employee benefit plans. The source of any funds used by James F. McCann for such shares was personal funds. No part of the purchase price was borrowed for the purpose of acquiring such securities. All of the shares of Common Stock that may be deemed beneficially owned by James F. McCann which are owned by the Family Partnerships or the Foundation were acquired as a result of a gift or contribution prior to the Issuer's initial public offering.

Of the shares of Class A Common Stock owned directly by James F. McCann, 122,958 shares are unvested, of which 49,094 are scheduled to vest during the period from October 31, 2017 through November 6, 2018 and, depending on the satisfaction of financial performance criteria during the Issuer's 2017 fiscal year, up to an additional 73,864 shares are scheduled to vest during the period from November 7, 2017 through November 7, 2019. James F. McCann currently has the power to vote all of such shares of Class A Common Stock. James F. McCann does not have the right to dispose of unvested shares of Class A Common Stock.

The shares of Class A Common Stock held by the Children's Trusts were transferred to the Children's Trusts for no consideration upon termination of grantor retained annuity trusts established by James F. McCann for the benefit of himself and his children.

The shares of Class A Common Stock held by the 2012 Trusts were transferred to the 2012 Trusts for no consideration upon termination of a grantor retained annuity trust established by James F. McCann for the benefit of himself and his descendants.

All of the shares of Common Stock which are owned by the Family Partnerships were acquired as a result of a gift or contribution prior to the Issuer's initial public offering.

All of the shares of Class A Common Stock beneficially owned directly by James F. McCann, III were acquired in connection with the grant of restricted share awards pursuant to the Issuer's employee benefit plans.

Christopher G. McCann was appointed as President and a Director of Public effective as of July 10, 2017 and as sole Trustee of the Marylou McCann 1999 Trust effective as of February 2, 2017. Erin Moore Lenehan was made a trustee of the Erin McCann Trust effective as of February 2, 2017. James F. McCann, III was made a trustee of the James McCann Trust effective as of February 2, 2017 and a Director and Secretary and Treasurer of Public effective as of July 10, 2017. Matthew McCann was made a trustee of the Matthew McCann Trust effective as of February 2, 2017.

Item 4 Purpose of the Transaction.

The information contained in Item 6 of this Schedule 13D is incorporated by reference.

The Reporting Persons acquired their shares of Class A and Class B Common Stock and options to purchase Class A Common Stock for investment purposes, as gifts and as/or part of their compensation as an officer and director of the Issuer.

(a) Christopher G. McCann may continue to be granted Class A Common Stock awards as part of his compensation as Chief Executive Officer and President of the Issuer and also as a member of the Issuer's Board of Directors. James F. McCann may continue to be granted Class A Common Stock as part of his compensation as Chairman of the Board of the Issuer. James F. McCann, III may continue to be granted Class A Common Stock as part of his compensation as an employee of the Issuer. The Reporting Persons may acquire additional securities of the Issuer or dispose of additional securities of the Issuer at any time and from time to time in the open market or otherwise.

Except for transactions in their capacity as an officer or director of the Issuer, the Reporting Persons have no other present plans or proposals which relate to or would result in:

- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or

(j) Any action similar to any of those enumerated above.

The Reporting Persons reserve the right, based on all relevant factors and circumstances, to change their investment intent with respect to the Issuer and the shares of Class A Common Stock at any time in the future, and to change their intent with respect to any or all of the matters referred to in this Schedule 13D, including, but not limited to, any of the items enumerated in subparagraphs (a) – (j) of Item 4 of this Schedule 13D.

Item 5 Interest in Securities of Issuer.

(a) and (b) The Group Members may be deemed to beneficially own an aggregate of 40,621,291 shares of Class A Common Stock representing 59.5% of the Class A Common Stock (based on 38,333,867 shares of Class A Common Stock outstanding as of June 12, 2017, which number includes 1,730,288 unvested restricted shares, plus 1,375,000 shares of Class A Common Stock issuable upon exercise of stock options exercisable within 60 days of the date of this filing and 28,528,683 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock). Group Members in the aggregate may be deemed to have the current shared power to vote or direct the vote of 40,621,291 shares of Class A Common Stock and to dispose of or direct the disposition of 39,941,949 shares of Class A Common Stock because of the terms of the Stockholders' Agreement. Each of the Reporting Persons disclaims beneficial ownership of the securities held by the other Reporting Persons, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities.

The information in items 1 and 7 through 13 on the cover pages (pp. 2 through 17) of this Schedule 13D regarding the holdings of the Reporting Persons is hereby incorporated by reference.

(c) Christopher G. McCann was appointed as President and a Director of Public effective as of July 10, 2017. James F. McCann, III was made a Director and the Secretary and Treasurer of Public effective as of July 10, 2017. The shares of Class A Common Stock held by the 2012 Trusts were transferred on June 12, 2017 to the 2012 Trusts for no consideration upon termination of a grantor retained annuity trust established by James F. McCann for the benefit of himself and his descendants.

(d) Not applicable.

(e) Not applicable

Item 6 Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information set forth in Items 3 and 4 of this Schedule 13D is incorporated herein by reference.

THE STOCKHOLDERS' AGREEMENT

Each of the Group Members other than James F. McCann, Public, and the Marylou McCann Trust executed the McCann Family Stockholders Agreement dated as of July 18, 2017 (the "Stockholders' Agreement"), which is filed as Exhibit 3 to this Schedule 13D. The purpose of the Stockholders' Agreement is to consolidate and unify the voting, management and control power represented by the shares of Common Stock owned by the Children's Trusts, the 2012 Trusts, and the Family Partnerships (collectively with each person that acquires Common Stock and becomes a party to the Stockholders' Agreement, the "Stockholders") to ensure the continued control of the Issuer by the family of James F. McCann, the founder of the Issuer.

Voting. Under the Stockholders Agreement, the Stockholders have agreed to vote as a group with respect to any matter on which any of the shares of Common Stock held by them are entitled to vote. In the case of the 1996 Family Partnership, such agreement applies only to that percentage of the shares owned by the partnership that represents ownership interests other than the limited partnership interest of Christopher G. McCann.

Decisions on how the Stockholders will vote with respect to their shares of Common Stock will be made in accordance with the determination of the McCann Family Committee. The McCann Family Committee consists of Marylou McCann, Christopher G. McCann and the three children of James F. McCann and Marylou McCann, Erin Moore Lenehan, James F. McCann, III, and Matthew E. McCann (collectively, the “Sibling Members”). The McCann Family Committee generally acts by vote of a majority of the members, except in respect of a Change in Control. Voting of shares of Common Stock is to be done by a proxy. Christopher G. McCann is designated in the Stockholders’ Agreement as the initial proxy.

Change in Control. The prior approval of at least 75% of the members of the McCann Family Committee is required for any transfer, assignment, pledge, encumbrance, conversion or other disposition, including, in the case of any individual Stockholder, in connection with the death of such Stockholder (a “Transfer”) that will result in a Change in Control. “Change in Control” is defined as any transfer or other transaction that results in the McCann Family Group, collectively, ceasing to possess, directly or indirectly, at least 66.67% of the total voting power of the aggregate number of outstanding shares of Common Stock (including unvested restricted stock). The “McCann Family Group” is defined, collectively, as James F. McCann, Christopher G. McCann, any spouse or descendant of either of them and any trust established by any of the foregoing, the McCann Family Limited Partnership and the 1999 McCann Family Limited Partnership.

Right of First Refusal. Subject to the other transfer provisions, if a Stockholder proposes to sell any shares of Common Stock to a person other than a Permitted Transferee, the other Stockholders will have a right of first refusal to buy such shares at a price equal to fair market value or, if lower, at the price stated in the sale notice. If the other Stockholders do not elect to purchase all such shares, the members of the McCann Family Committee shall have the right to purchase the remaining shares. A “Permitted Transferee” is defined as any Stockholder; any child or further descendant of, or sibling or spouse of, James F. McCann, or any descendant of any of the foregoing, provided such individual has agreed to become a party to the Stockholders’ Agreement with respect to any shares of Common Stock he or she may acquire; or any trust for the benefit of one or more Permitted Transferees provided the trustee(s) of such trust have agreed to become party to the Stockholders’ Agreement with respect to any shares of the Common Stock the trust may acquire.

Transfers for No Consideration. The prior approval by a majority of the McCann Family Committee members is required for any gift or bequest by any Stockholder of shares of Class A Common Stock to anyone other than a Permitted Transferee and of shares of Class B Common Stock to anyone other than an Affiliate. “Affiliate” with respect to any Stockholder is defined as an Affiliate of the Original Shareholder who or which initially held the shares being transferred with the meaning of Article IV.C.4(c)(i) of the Third Amended and Restated Certificate of Incorporation of the Issuer, as such provision may be amended from time to time).

The Stockholders’ Agreement also contains certain agreements among the parties related to the pledge of shares of Common Stock and other matters.

The foregoing summary of the Stockholders’ Agreement does not purport to be complete and is qualified in its entirety by reference to the Stockholders’ Agreement, which is incorporated herein by reference.

EMPLOYMENT AGREEMENTS

Each of Christopher G. McCann and James F. McCann and the Issuer are parties to Employment Agreements, made October 4, 2016 and effective as of July 4, 2016 (the “Employment Agreements”). Pursuant to the Employment Agreements, Christopher G. McCann and James F. McCann are each eligible to participate in the Issuer’s long term incentive and share award plan or such other successor plan as the Issuer may make available to its executive employees. All awards will be granted in the form of restricted shares of the Issuer’s Class A Common Stock or substantially similar restricted share units that are contingent on meeting performance goals established by the Compensation Committee of the Issuer’s Board of Directors.

Item 7 Material to Be Filed as Exhibits.

1. Joint Filing Agreement, dated July 18, 2017.

2. Powers of Attorney for each of:

Christopher G. McCann

James F. McCann

Marylou McCann

Erin Moore Lenehan

James F. McCann, III

Matthew E. McCann

Erin McCann 2005 Trust

James McCann 2005 Trust

Matthew McCann 2005 Trust

The James F. McCann 2012 Family Trust – Portion I

The James F. McCann 2012 Family Trust – Portion II

The McCann Family Limited Partnership

The 1999 McCann Family Limited Partnership

Public Flowers, Inc.

The Marylou McCann 1999 Trust u/a/d July 6, 1999

3. McCann Family Stockholders’ Agreement dated as of July 18, 2017.

Employment Agreement made October 4, 2016, effective as of July 4, 2016, between 1-800-FLOWERS.COM, Inc.

4. and James F. McCann (incorporated by reference from current report on Form 8-K filed with the Securities and Exchange Commission on October 6, 2016, Exhibit 10.1).

Employment Agreement made October 4, 2016, effective as of July 4, 2016, between 1-800-Flowers.com, Inc. and

5. Christopher G. McCann (incorporated by reference from current report on Form 8-K filed with the Securities and Exchange Commission on October 6, 2016, Exhibit 10.2).

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: July 18, 2017

/s/ Christopher G. McCann

Christopher G. McCann

/s/ James F. McCann

James F. McCann

ERIN McCANN 2005 TRUST

By: /s/ Marylou McCann

Name: Marylou McCann

Title: Trustee and not in her individual capacity

By: /s/ Christopher G. McCann

Name: Christopher G. McCann

Title: Trustee and not in his individual capacity

By: /s/ Erin Lenehan

Name: Erin Moore Lenehan

Title: Trustee and not in her individual capacity

JAMES McCANN 2005 TRUST

By: /s/ Marylou McCann

Name: Marylou McCann

Title: Trustee and not in her individual capacity

By: /s/ Christopher G. McCann

Name: Christopher G. McCann

Title: Trustee and not in his individual capacity

By: /s/ James McCann

Name: James F. McCann, III

Title: Trustee and not in his individual capacity

MATTHEW McCANN 2005 TRUST

By: /s/ Marylou McCann
Name: Marylou McCann
Title: Trustee and not in her individual capacity

By: /s/ Christopher G. McCann
Name: Christopher G. McCann
Title: Trustee and not in his individual capacity

By: /s/ Matthew McCann
Name: Matthew E. McCann
Title: Trustee and not in his individual capacity

THE JAMES F. McCANN 2012 FAMILY TRUST – PORTION I

By: /s/ Christopher G. McCann
Name: Christopher G. McCann
Title: Trustee and not in his individual capacity

THE JAMES F. McCANN 2012 FAMILY TRUST – PORTION II

By: /s/ Christopher G. McCann
Name: Christopher G. McCann
Title: Trustee and not in his individual capacity

THE McCANN FAMILY LIMITED PARTNERSHIP

By: /s/ Christopher G. McCann
CHRISTOPHER G. McCANN,
General Partner

THE 1999 McCANN FAMILY LIMITED PARTNERSHIP

By: Public Flowers, Inc.,
its General Partner

By: /s/ Christopher G. McCann
Name: Christopher G. McCann
Title: President

PUBLIC FLOWERS, INC.

By: /s/ Christopher G. McCann
Name: Christopher G. McCann
Title: President

THE MARYLOU McCANN 1999 TRUST U/A/D July 6, 1999

By: /s/ Christopher G. McCann
Name: Christopher G. McCann
Title: Trustee and not in his individual capacity

/s/ Marylou McCann
Marylou McCann

/s/ Erin Lenehan
Erin Moore Lenehan

/s/ James McCann
James F. McCann, III

/s/ Matthew McCann
Matthew E. McCann

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Other (income) expense:

Loss (gain) on foreign exchange

49,718 189,449 (139,731) -73.8%

Loss (gain) on warrant derivative liability

(801,643) - (801,643) -

Interest income

(3,773) (11,153) 7,380 66.2%

Interest expense, net of capitalized interest

1,809,257 466,814 1,342,443 287.6%

Net loss

\$ (3,196,304)\$ (2,542,949)\$ (653,354) -25.7%

Net Sales

The increase in net sales for 2012 is primarily due to the processing of loaded carbon and the sale of doré. Sales of loaded carbon began in the third quarter of fiscal year 2012, and sales of doré began in the first quarter of fiscal year 2013.

Cost of Sales

The cost of sales for 2012 was driven by production costs (\$10,593,755) related to the production of loaded carbon and doré, depreciation (\$1,022,683), an impairment of inventory (\$323,570) due to changes in precious metal market prices and royalty fees (\$659,272).

Operating expenses

Exploration. Exploration expense was \$43,313 in 2012, compared to \$68,860 in 2011. The decrease in exploration costs of \$25,547 for 2012 was primarily due to a \$89,467 decrease in expense due to the Company's focus on production of doré, which began in the first quarter of fiscal year 2013, offset by a refund of \$63,920 from the Bureau of Land Management for claim maintenance fees in 2011.

Salaries and consulting fees. Salaries and consulting fees was \$757,124 in 2012, compared to \$836,465 in 2011. The decrease of \$79,341 in 2012 was primarily due to increased staffing, non-stock compensation and director fees, offset by the decrease in consultants once the Company moved from the exploration to production phase.

General and administrative. General and administrative expenses were relatively flat for the period.

Legal and audit. Legal and audit was \$483,449 in 2012, compared to \$203,202 in 2011. The increase in legal and audit fees for 2012 is primarily due to an increase in legal fees related to royalty litigation and the SEC form S-1 registration of securities, audit fees related to fiscal year 2011 audit, and increased reporting requirements for production as opposed to exploration.

Travel and accommodation. Travel and accommodation expenses was \$91,864 in 2012, compared to \$159,589 in 2011. The decrease is due to the decreased demand of travel for management.

Depreciation. Depreciation expense was \$20,616 in 2012, compared to \$35,176 in 2011. The decrease in depreciation expense for 2012 was primarily due to property, plant and equipment becoming fully depreciated in this fiscal year.

Write-down of mining property. During September 2012, Management elected not to renew claims for the Copper Basin property located in Idaho.

Asset retirement obligation accretion (ARO). ARO expense was \$189,817 in 2012, compared to \$27,280 in 2011. The increase in 2012 is due to the addition of the Phase 1A and 1B leach pad.

Other income (expense)

Foreign exchange. Loss on foreign exchange was \$49,718 in 2012, compared to \$189,449 in 2011. The decrease in 2012 is primarily due to the decreased activity in our Canadian accounts offset by increased activity in our functional currency.

Warrant derivative. The Company recognized a gain of \$801,643 in 2012 due to the change in the liability of warrants issued in Canadian currency. The Company issued warrants in the first quarter of fiscal year 2013.

Interest expense. Interest expense was \$1,809,257 in 2012, compared to \$466,814 in 2011. This increase in 2012 is primarily due to the interest incurred on the promissory and convertible notes issued to reduce the potential future obligations under the royalty liability and the Credit Facility.

Going Concern

The audit opinion for the Company's financial statements for the fiscal year ended March 31, 2012 includes a going concern qualification. Management intends to use the profit from the Borealis Project to fund operations but may need to raise additional capital to help fund the operation and further capital expenditures and expansion. No assurance can be given that the Company will be successful in raising additional capital on favourable terms or at all. Further, even if the Company raises additional capital, there can be no assurance that the Company will achieve profitability or positive cash flow. If the Company is unable to raise additional capital and possible future revenues do not result in positive cash flow, the Company will not be able to meet its obligations and may have to suspend or cease operations. The Company has an accumulated deficit of \$46,268,477 as of December 31, 2012 compared to \$43,072,173 as of March 31, 2012 and has cash on hand of \$576,038. In addition, at December 31, 2012 the Company had \$25,854,578 in long-term debt. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

The accompanying consolidated financial statements have been prepared under the assumption that the Company will continue as a going concern. Such assumption contemplates the realization of assets and the satisfaction of liability in the normal course of business. The recoverability of amounts shown for mineral property interests in the Company's consolidated balance sheets are dependent upon the existence of economically recoverable reserves, the ability of the Company to arrange appropriate financing to complete the development of its properties, the receipt of necessary permitting and upon achieving future profitable production or receiving proceeds from the disposition of the properties. The timing of such events occurring, if at all, is not yet determinable.

Royalty Obligations

On May 25, 2011, we exercised our option to fix the NSR at 5%. Under the terms of the option agreement, as amended, we exercised the option by paying the Lessors aggregate consideration of \$7,000,000 (less the \$250,000 previously paid by the Company to the Lessors upon execution of the Option Agreement) as follows:

- (i) \$150,000 in cash;
- (ii) 7,726,500 shares of common stock at a deemed value of \$0.40 per share (\$3,090,500);
- (iii) 5% promissory notes in the aggregate principal amount of \$1,600,000, due May 20, 2013, with installment payments due upon commencement of production on the Borealis Property; and
- (iv) 5% convertible notes in the aggregate principal amount of \$1,909,500, due May 20, 2014, convertible into shares of our common stock at \$0.70 per share through May 20, 2012, \$0.80 per share through May 20, 2013 and \$0.90 per share through May 20, 2014.

Financial Condition and Liquidity

At December 31, 2012, our balance of cash was \$576,038, compared to \$602,343 at December 31, 2011, with negative working capital of \$9,027,021. Current assets consisted of \$576,038 in cash, \$107,777 in accounts receivable, \$715,377 in prepaid expenses, \$6,113,735 in inventories, and \$477,546 in deferred debt issue costs. We had \$4,884,010 in accounts payable and accrued liabilities and \$12,133,484 in the current portion of the long-term debt.

Operating Activities. Net cash used by operating activities was \$3,583,513. This included our net loss during the nine months of \$3,196,304, change in liability in warrants of \$801,643 and unrealized loss on foreign exchange of \$718; off-set by interest paid with debt of \$149,229, depreciation of \$1,043,299, non-cash compensation of \$241,246, ARO accretion of \$189,817, amortization of debt offering costs and note payable discount of \$980,852, impairment of inventory of \$323,570, write down of mining property of \$11,003, and net loss on disposal of equipment of \$2,917.

Investing activities. Net cash used by investing activities was \$4,361,309. This included \$901,859 to increase the reclamation bond, \$3,460,450 in capital expenditures, offset by \$1,000 proceeds from the sale of equipment.

Financing activities. Net cash provided by financing activities was \$7,917,799. This included \$10,290,035 from the Credit Facility, reduced by \$2,271,761 in repayment of borrowings and \$100,535 in debt and share issue costs. Cash decreased during the period by \$26,305 to \$576,038 as of December 31, 2012.

Share capital as of February 14, 2013:

Basic common stock issued and outstanding	194,644,091
Warrants, options and other convertible securities	47,927,515
Fully diluted common stock	242,571,606

Subsequent Events

For a discussion on our current subsequent events, see Note 7 (Long Term Debt) to our unaudited consolidated financial statements included herein.

Critical Accounting Policies and Estimates

Please see the notes to our audited financial statements included in our 10-K for the fiscal year ended March 31, 2012

for a complete list of our critical accounting policies and estimates.

Recent Accounting Pronouncements

Please see the notes to our unaudited financial statements for a complete list of recent accounting pronouncements.

Reclassification

Certain comparative figures have been reclassified to conform to the current quarter presentation.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

Not Applicable.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

At the end of the period covered by this report, an evaluation was carried out under the supervision of, and with the participation of, our management, including the Chief Executive Officer/Interim Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Securities and Exchange Act of 1934, as amended). Based on that evaluation, the Chief Executive Officer and Interim Chief Financial Officer has concluded that as of the end of the period covered by this report, our disclosure controls and procedures were adequately designed and effective in ensuring that (i) information required to be disclosed by us in our reports that we file or submit to the SEC under the Exchange Act, is recorded, processed, summarized and reported within the time period specified in applicable rules and forms and (ii) material information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer/ Interim Chief Financial Officer, to allow for accurate required disclosure to be made on a timely basis.

During the nine months ended December 31, 2012, Mr. Robert L. Chapman, our Chief Financial Officer resigned, effective as of July 26, 2012. The Company's Chief Executive Officer, Mr. James T. O'Neil Jr. resumed the role of Interim Chief Financial Officer. Mr. O'Neil currently is performing duties for both principal roles.

Changes in Internal Control over Financial Reporting

During the fourth quarter of the fiscal year 2012, management concluded that the Company's internal control over financial reporting contained two material weaknesses. Throughout the first six months of fiscal year 2013 we remedied these weaknesses by adding additional people to the staff, segregating duties amongst the accounting and administration staff, and implementing a committee to review and research complex accounting issues prior to beginning of quarterly reviews.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company has not been involved in any new legal proceedings during the three-month period ended December 31, 2012. For more information on past legal proceedings, please see our 10-K for the fiscal year ended March 31, 2012, filed with the SEC on June 28, 2012.

Item 1A. Risk Factors and Uncertainties

Other than as provided below, there have been no material changes from the risk factors as previously disclosed in our Form 10-K for the year ended March 31, 2012 which was filed with Securities and Exchange Commission on June 28, 2012.

Our ownership of Borealis Mining Company LLC may be reduced

Under the operating agreement (the "Operating Agreement") governing the operation of Borealis Mining Company LLC ("Borealis"), our ownership in Borealis may be reduced if we fail to make any necessary capital contributions required by the Operating Agreement. In addition, under the Operating Agreement, if we fail to make any necessary capital contributions required by the terms of the Operating Agreement and, after such event, (i) any person or group of persons acting together become the record or beneficial owner(s) of more than 50% of our then outstanding voting equity interests (measured by voting power rather than the number of shares); or (ii) our current directors do not constitute a majority of our Board of Directors, or our current directors and those appointed by our current directors do not constitute a majority of our Board of Directors, our ownership in Borealis may be reduced. Any reduction in our ownership of Borealis will result in a reduction of our assets, will likely result in a reduction in shareholders

equity and in decreased revenue and income and, as a result, a decrease in our profits and share price.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the three-month period ended December 31, 2012, all transactions in which we offered and sold unregistered securities pursuant to exemptions under the Securities Act of 1933, as amended were reported on current reports on Form 8-K.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Information concerning mine safety violations or other regulatory matters required by Sections 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the Dodd-Frank Act) is included in Exhibit 95 of this Quarterly Report on Form 10-Q.

Item 5. Other Information

None.

Item 6. Exhibits

<u>Exhibit 31.1</u>	<u>Certification of James T. O Neil Jr., Chief Executive Officer and Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
<u>Exhibit 31.2</u>	<u>Certification of James T. O Neil Jr., Interim Chief Financial Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
<u>Exhibit 32.1</u>	<u>Certification of James T. O Neil Jr., Chief Executive Officer and Principal Executive Officer, pursuant to 18 U.S.C. 1350.</u>
<u>Exhibit 32.2</u>	<u>Certification of James T. O Neil Jr., Interim Chief Financial Officer and Principal Financial Officer, pursuant to 18 U.S.C. 1350.</u>
<u>Exhibit 10.1*</u>	<u>First Amendment Agreement to Senior Secured Gold Stream Credit Agreement dated September 24, 2012.</u>
<u>Exhibit 95</u>	<u>Mine Safety Disclosures</u>

* Previously filed and incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GRYPHON GOLD CORPORATION

By: /s/ James T. O Neil Jr.

James T. O Neil Jr.

Chief Executive Officer and Interim Chief Financial Officer

(On behalf of the registrant and as

Principal executive and financial officer)

Date: February 14, 2013