1 800 FLOWERS COM INC
Form 10-Q
February 08, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended December 31, 2006

OR

___ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ___ to ___

Commission File No. 0-26841

1-800-FLOWERS.COM, Inc.
(Exact name of registrant as specified in its charter)

DELAWARE	11-3117311
(State of incorporation)	(I.R.S. Employer Identification No.)

One Old Country Road, Carle Place, New York 11514
(Address of principal executive offices)(Zip code)

(516) 237-6000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes (X) No ( )

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ( )   Accelerated filer(X)   Non-accelerated filer ( )

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ( ) No (X)

The number of shares outstanding of each of the Registrant's classes of common stock:

25,350,005
(Number of shares of Class A common stock outstanding as of January 29, 2007)

36,858,465

(Number of shares of Class B common stock outstanding as of January 29, 2007)

1-800-FLOWERS.COM, Inc.

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PART I. - FINANCIAL INFORMATION
ITEM 1. - CONSOLIDATED FINANCIAL STATEMENTS

1-800-FLOWERS.COM, Inc. and Subsidiaries
Consolidated Balance Sheets
(in thousands, except share data)

	December 31, 2006
	(unaudited)
Assets	
Current assets:	
Cash and equivalents	$ 25,998
Receivables, net	30,413
Inventories	58,787
Deferred income taxes	10,596
Prepaid and other	11,183
Total current assets	136,977
Property, plant and equipment, net	63,366
Goodwill	105,548
Other intangibles, net	54,055
Deferred income taxes	6,224
Other assets	1,624
Total assets	$367,794
Liabilities and stockholders' equity	
Current liabilities:	
Accounts payable and accrued expenses	$ 93,133
Current maturities of long-term debt and obligations under capital leases	10,089
Total current liabilities	103,222
Long-term debt and obligations under capital leases	73,084
Other liabilities	2,212
Total liabilities	178,518
Commitments and contingencies	
Stockholders' equity:	
Preferred stock, $.01 par value, 10,000,000 shares authorized, none issued	
Class A common stock, $.01 par value, 200,000,000 shares authorized, 29,949,560 and 29,872,183 shares issued at December 31, 2006 and July 2, 2006, respectively	299
Class B common stock, $.01 par value, 200,000,000 shares authorized, 42,138,465 shares issued at December 31, 2006 and July 2, 2006, respectively	421
Additional paid-in capital	264,946
Retained deficit	(46,508)
Treasury stock, at cost, 4,566,090 Class A shares at December 31, 2006 and July 2, 2006, respectively and 5,280,000 Class B shares	(29,882)
Total stockholders' equity	189,276
Total liabilities and stockholders' equity	$367,794

See accompanying Notes to Consolidated Financial Statements.

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1-800-FLOWERS.COM, Inc. and Subsidiaries
Consolidated Statements of Income
(in thousands, except per share data)
(unaudited)

	Three Months Ended	
	December 31, 2006	January 1, 2006
Net revenues	$329,866	$277,829
Cost of revenues	177,889	152,837
Gross profit	151,977	124,992
Operating expenses:		
Marketing and sales	99,037	87,874
Technology and development	5,201	4,797
General and administrative	13,931	10,357
Depreciation and amortization	3,834	3,809
Total operating expenses	122,003	106,837
Operating income	29,974	18,155
Other income (expense):		
Interest income	254	141
Interest expense	(2,425)	(113)
Other	(7)	(143)
Total other income (expense), net	(2,178)	(115)
Income before income taxes	27,796	18,040
Income taxes	(10,874)	(7,704)
Net income	$16,922	$10,336
Net income per common share:		
Basic	$0.26	$0.16
Diluted	$0.26	$0.16
Weighted average shares used in the calculation of net income per common share		
Basic	65,094	65,065
Diluted	66,089	66,395

See accompanying Notes to Consolidated Financial Statements.

1-800-FLOWERS.COM, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Six Mont
	December 31, 2006
Operating activities:	
Net income	$9,503
Reconciliation of net income to net cash provided by operations:	
Depreciation and amortization	8,578
Deferred income taxes	6,831
Bad debt expense	734
Stock-based compensation	2,009
Other non-cash items	199
Changes in operating items:	
Receivables	(17,994)
Inventories	(6,182)
Prepaid and other	(836)
Accounts payable and accrued expenses	29,263
Other assets	(734)
Other liabilities	1,054
Net cash provided by operating activities	32,425
Investing activities:	
Acquisitions, net of cash acquired	(347)
Dispositions	630
Capital expenditures	(10,477)
Proceeds from sale of investments	-
Other	(163)
Net cash used in investing activities	(10,357)
Financing activities:	
Acquisition of treasury stock	(15,689)
Proceeds from employee stock options	270
Proceeds from bank borrowings	65,000
Repayment of notes payable and bank borrowings	(69,954)
Repayment of capital lease obligations	(296)

Net cash used in financing activities	(20,669)
Net change in cash and equivalents	1,399
Cash and equivalents:	
Beginning of period	24,599
End of period	$25,998

See accompanying Notes to Consolidated Financial Statements.

1-800-FLOWERS.COM, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

Note 1 - Accounting Policies

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared by 1-800-FLOWERS.COM, Inc. and subsidiaries (the "Company") in accordance with accounting principles generally accepted in the United States for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six months ended December 31, 2006 are not necessarily indicative of the results that may be expected for the fiscal year ending July 1, 2007.

The balance sheet information at July 2, 2006 has been derived from the audited financial statements at that date.

The information in this Quarterly Report on Form 10-Q should be read in conjunction with the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended July 2, 2006.

Use of Estimates

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Comprehensive Income

For the three and six months ended December 31, 2006 and January 1, 2006, the Company's comprehensive net income was equal to the respective net income for each of the periods presented.

Recent Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"). FIN 48 applies to all tax positions accounted for under SFAS No. 109, "Accounting for Income Taxes" and defines the confidence level that a tax position must meet in order to be recognized in the financial statements. The interpretation requires that the tax effects of a position be recognized only if it is "more-likely-than-not" to be sustained by the taxing authority as of the reporting date. If a tax position is not considered "more-likely-than-not" to be sustained then no benefits of the position are to be recognized. FIN 48 requires additional disclosures and is effective as of the beginning of the first fiscal year beginning after December 15, 2006. The Company is currently evaluating the effect that the adoption of FIN 48 will have on its consolidated results of operations and financial condition.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements". This Statement defines fair value, establishes a framework for measuring fair value and expands disclosure about fair value measurements, and is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company is currently evaluating the effect that the adoption of this Statement will have on its consolidated results of operations and financial condition.

Reclassifications

Certain balances in the prior fiscal periods have been reclassified to conform with the presentation in the current fiscal year.

Note 2 - Net Income Per Common Share

The following table sets forth the computation of basic and diluted net income per common share:

	Three Months Ended	
	December 31, 2006	January 1, 2006
		(in thousands, e
Numerator:		
Net income	$16,922	$10,336
Denominator:		
Weighted average shares outstanding (*)	65,094	65,065
Effect of dilutive securities:		
Employee stock options	893	1,297
Employee restricted stock awards	102	33
	995	1,330
Adjusted weighted-average shares and assumed conversions	66,089	66,395

Net income per common share:		
Basic	$0.26	$0.16
Diluted	$0.26	$0.16

(*) On December 28, 2006, the Company completed its repurchase of 3,010,740 shares of Class A Common Stock in a privately negotiated transaction. The purchase price was $15,689,000, or $5.21 per share. The repurchase was approved by the disinterested members of the Company's Board of Directors and is in addition to the Company's existing stock repurchase authorization of $20.0 million, of which $8.9 million remains authorized by unused.

Note 3 - Stock-Based Compensation

The Company has a Long Term Incentive and Share Award Plan, which is more fully described in Note 11 of the Company's 2006 Annual Report on Form 10-K, that provides for the grant to eligible employees, consultants and directors of stock options, share appreciation rights (SARs), restricted shares, restricted share units, performance shares, performance units, dividend equivalents, and other share-based awards.

The amounts of stock-based compensation expense recognized in the periods presented are as follows:

	Three Months Ended	
	December 31, 2006	January 1, 2006
	(in thousands, exce	
Stock options	$482	$947
Restricted stock awards	507	113
Total	989	1,060
Deferred income tax benefit	317	241
Stock-based compensation expense, net	$672	$819
Impact on basic and diluted net income per common share	$0.01	$0.01

Stock-based compensation is recorded within the following line items of operating expenses:

	Three Months Ended		Six Months
	December 31, 2006	January 1, 2006	December 31, 2006
	(in thousands, except per share data)		
Marketing and sales	$347	$371	$705
Technology and development	148	159	301
General and administrative	494	530	1,003
Total	$989	$1,060	$2,009

The weighted average fair value of stock options on the date of grant, and the assumptions used to estimate the fair value of the stock options using the Black-Scholes option valuation model granted during the respective periods were as follows:

	Three Months Ended		Six Months
	December 31, 2006	January 1, 2006	December 31, 2006
Weighted average fair value of options granted	$2.59	$3.09	$2.59
Expected volatility	46.0%	46.0%	46.0%
Expected life	5.3 yrs	5.3 yrs	5.3 yrs
Risk-free interest rate	4.50%	4.47%	4.50%
Expected dividend yield	0.0%	0.0%	0.0%

The expected volatility of the option is determined using historical volatilities based on historical stock prices. The Company estimated the expected life of options granted to be the average of the Company's historical expected term from vest date and the midpoint between the average vesting term and the contractual term. The risk-free interest rate is determined using the yield available for zero-coupon U.S. government issues with a remaining term equal to the expected life of the option. The Company has never paid a dividend, and as such the dividend yield is 0.0%.

The following table summarizes stock option activity during the six months ended December 31, 2006:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term

Outstanding at July 2, 2006	10,103,491	$8.09	
Granted	50,000	$5.47	
Exercised	(64,620)	$4.16	
Forfeited	(376,710)	$9.71	
Outstanding at December 31, 2006	9,712,161	$8.04	5.2 years
Options vested or expected to vest at December 31, 2006	9,678,383	$8.06	5.1 years
Exercisable at December 31, 2006	7,485,722	$8.33	4.4 years

As of December 31, 2006, the total future compensation cost related to nonvested options, not yet recognized in the statement of income, was $5.7 million and the weighted average period over which these awards are expected to be recognized was 3.2 years.

The Company grants shares of common stock to its employees that are subject to restrictions on transfer and risk of forfeiture until fulfillment of applicable service conditions and, in certain cases, holding periods (Restricted Stock Awards). The following table summarizes the activity of non-vested restricted stock during the six months ended December 31, 2006:

	Shares	Weighted Average Grant Date Fair Value
Non-vested at July 2, 2006	293,681	$7.44
Granted	715,699	$5.18
Vested	(29,913)	$6.66
Forfeited	(35,637)	$6.79
Non-vested at December 31, 2006	943,830	$5.78

The fair value of nonvested shares is determined based on the closing stock price on the grant date. As of December 31, 2006, there was $4.1million of total unrecognized compensation cost related to non-vested restricted stock-based compensation to be recognized over the weighted-average remaining period of 2.6 years.

Note 4 - Acquisitions

The Company accounts for its business combinations in accordance with SFAS No. 141, "Business Combinations," which addresses financial accounting and reporting for business combinations and requires that all such transactions be accounted for using the purchase method. Under the purchase method of accounting for business combinations, the aggregate purchase price for the acquired business is allocated to the assets acquired and liabilities assumed based on their estimated fair values at the acquisition date. Operating results of the acquired entities are reflected in the Company's consolidated financial statements from date of acquisition.

Acquisition of Fannie May Confections Brands, Inc.

On May 1, 2006, the Company acquired all of the outstanding common stock of Fannie May Confections Brands, Inc. ("Fannie May Confections"), a manufacturer and multi-channel retailer and wholesaler of premium chocolate and other confections under the Fannie May, Harry London and Fanny Farmer brands. The acquisition, for a purchase price of approximately $92.1 million in cash, including estimated working capital adjustments and transaction costs, includes a modern 200,000-square foot manufacturing facility in North Canton, Ohio and 52 Fannie May retail stores in the Chicago area, where the chocolate brand has been a tradition since 1920. The purchase price is subject to "earn-out" incentives which amount to a maximum of $4.5 million during the year ending July 1, 2007 and $1.5 million during the year ending June 29, 2008, upon achievement of specified earnings targets. Fannie May Confections generated revenues of approximately $75.0 million in its most recent fiscal year ended April 30, 2006.

As described further under "Long-Term Debt," in order to finance the acquisition, on May 1, 2006, the Company entered into a secured credit facility with JPMorgan Chase Bank, N.A., as administrative agent, and a group of lenders (the "2006 Credit Facility"). The 2006 Credit Facility includes an $85.0 million term loan and a $60.0 million revolving facility, which bear interest at LIBOR plus 0.625% to 1.125%, with pricing based upon the Company's leverage ratio. At closing, the Company borrowed $85.0 million of the term facility to acquire all of the outstanding capital stock of Fannie May Confections.

During the quarter ended December 31, 2006, the Company completed the allocation of the purchase price to individual assets acquired and liabilities assumed, resulting in adjustments to the carrying value of Fannie May Confections' recorded assets and liabilities, including revisions to the value and expected lives of certain intangible assets, subject to amortization, and the residual amount that was allocated to goodwill. As a result, during the three months ended December 31, 2006, the Company recorded a reduction in amortization expense in the amount of $0.6 million, reflecting the cumulative effect of the change in estimated value had on prior periods.

Acquisition of Wind & Weather

On October 31, 2005, the Company acquired all of the outstanding common stock of Wind & Weather, a Fort Bragg, California based direct marketer of weather-themed gifts, with annual revenues of approximately $14.4 million during its then most recently completed fiscal year ended March 31, 2005. The purchase price of approximately $5.3 million, including acquisition costs, was funded utilizing the Company's line of credit which was repaid during the Company's second quarter utilizing cash generated from operations, and excludes the assumption of Wind & Weather's $1.2 million balance on its seasonal working capital line. The Company has since relocated the operations of Wind & Weather to its Madison, Virginia facility, and terminated operations in California.

The following table summarizes the allocation of purchase price to the estimated fair values of assets acquired and liabilities assumed at the date of acquisitions of Fannie May Confections Brands and Wind & Weather:

	Fannie May Confections Purchase Price Allocation	Wind & Weather Purchase Price Allocation
	(in thousands)	
Current assets	$21,979	$4,014
Property, plant and equipment	4,643	67
Intangible assets	37,879	2,560
Goodwill	37,266	2,703
Other	156	20
Total assets acquired	101,923	9,364
Current liabilities	4,929	3,810
Deferred tax liabilities	4,485	265
Other	399	39
Total liabilities assumed	$9,813	4,114
Net assets acquired	$92,110	$5,250

Of the $40.4 million of acquired intangible assets related to the Fannie May Confections and Wind & Weather acquisitions, $30.1 million was assigned to trademarks that are not subject to amortization, while the remaining acquired intangibles of $10.3 million were allocated primarily to customer related intangibles which are being amortized over the assets' determinable useful life of 3 - 10 years.

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1-800-FLOWERS.COM, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(unaudited)

Pro forma Results of Operation

The following unaudited pro forma consolidated financial information has been prepared as if the acquisitions of Fannie May Confections and Wind & Weather had taken place at the beginning of each fiscal year presented. The following unaudited pro forma information is not necessarily indicative of the results of operations in future periods or results that would have been achieved had the acquisitions taken place at the beginning of the periods presented.

	Three Months Ended		Six Months
	December 31, 2006	January 1, 2006	December 31, 2006
	(in thousands, except per share data)		
Net revenues	$329,866	$314,641	$466,998

Operating income	$29,974	$27,316	$19,170
Net income	$16,922	$14,813	$9,503
Net income per common share			
Basic	$0.26	$0.23	$0.15
Diluted	$0.26	$0.22	$0.14

Note 5 - Inventory

The Company's inventory, stated at cost, which is not in excess of market, includes purchased and manufactured finished goods for resale, packaging supplies, raw material ingredients for manufactured products and associated manufacturing labor, and is classified as follows:

	December 2006
	(i
Finished goods	$38,98
Work-in-Process	4,16
Raw materials	15,63
	$58,78

Note 6 - Goodwill and Intangible Assets

The change in the net carrying amount of goodwill is as follows:

	Dece 2
	(in t
Goodwill - beginning of year	$13
Acquisition of Fannie May Confections-reclassification of indefinite lived, non-amortizable tradenames	(2
Other	
Goodwill - end of period	$10

1-800-FLOWERS.COM, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(unaudited)

The Company's other intangible assets consist of the following:

		December 31, 2006			
	Amortization Period	Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount
			(in thousands)		
Intangible assets with determinable lives					
Investment in licenses	14 - 16 years	$4,927	$3,923	$1,004	$4,927
Customer lists	3 - 10 years	14,260	2,952	11,308	18,500
Other	5 - 8 years	2,604	537	2,067	1,754
		21,791	7,412	14,379	25,181
Trademarks with indefinite lives		39,676	-	39,676	10,886
Total identifiable intangible assets		$61,467	7,412	$54,055	$36,067

Estimated future amortization expense is as follows: remainder of fiscal 2007 - $1.3 million, fiscal 2008 - $2.7 million, fiscal 2009 - $2.6 million, fiscal 2010 - $2.5 million, fiscal 2011 - $1.9 million, and thereafter - $3.4 million.

Note 7 - Long-Term Debt

The Company's long-term debt and obligations under capital leases consist of the following:

	December 2006
	(
Term loan	$80,7
Commercial note	2,2
Seller financed acquisition obligations	
Obligations under capital leases	1
	83,1
Less current maturities of long-term debt and obligations under capital leases	10,0
	$73,0

In order to finance the acquisition of Fannie May Confections, on May 1, 2006, the Company entered into a secured credit facility with JPMorgan Chase Bank, N.A., as administrative agent, and a group of lenders (the "2006 Credit Facility"). The 2006 Credit Facility includes an $85.0 million term loan and a $60.0 million revolving facility, which bear interest at LIBOR plus 0.625% to 1.125%, with pricing based upon the Company's leverage ratio. At closing, the Company borrowed $85.0 million of the term facility to acquire all of the outstanding capital stock of Fannie May Confections. The Company is required to pay the outstanding term loan in escalating quarterly installments, with the final installment payment due on May 1, 2012. As of December 31, 2006, the Company had no borrowings outstanding under the revolving credit facility.

Note 8 - Income Taxes

At the end of each interim reporting period, the Company estimates its effective income tax rate expected to be applicable for the full year. This estimate is used in providing for income taxes on a year-to-date basis and may

change in subsequent interim periods. The Company's effective tax rate for the three and six months ended December 31, 2006 was 39.1% and 38.7%, respectively, compared to 42.7% and 47.4% during the comparative three and six months ended January 1, 2006. The effective tax rate includes the impact of stock-based compensation recognized in accordance with SFAS No. 123(R), which resulted in increases of approximately 0.2% and 1.0%, during the three and six months ended December 31, 2006 respectively, and 1.1% and 5.5% during the three and six months ended January 1, 2006, respectively, due to the associated book/tax differences in accounting for incentive stock options.

Note 9 - Business Segments

During the first quarter of fiscal 2007, the Company segmented its organization to improve execution and customer focus and to align its resources to meet the demands of the markets it serves. The Company's management reviews the results of the Company's operations by the following four business categories:

- 1-800-Flowers.com Consumer Floral;
- BloomNet Wire Service;
- Gourmet Food and Gift Baskets; and
- Home and Children's Gifts.

Category performance is measured based on contribution margin, which includes only the direct controllable revenue and operating expenses of the categories. As such, management's measure of profitability for these categories does not include the effect of corporate overhead such as Information Technology, Human Resources and Finance, which are operated under a centralized management platform, providing services throughout the organization, nor does it include share-based compensation, depreciation and amortization , other income (net), and income taxes. Assets and liabilities are reviewed at the consolidated level by management and not accounted for by category.

	Three Months Ended		Six
Net revenues	December 31, 2006	January 1, 2006	December 2006
	(in thousands)		
Net revenues:			
1-800-Flowers.com Consumer Floral	$114,609	$103,300	$197,13
BloomNet Wire Service	9,640	6,625	16,80
Gourmet Food & Gift Baskets	108,898	62,364	131,07

Home & Children's Gifts	97,975	106,169	122,57
Corporate (*)	418	500	1,79
Intercompany eliminations	(1,674)	(1,129)	(2,38
Total net revenues	$329,866	$277,829	$466,99

Operating Income	Three Months Ended December 31, 2006	Three Months Ended January 1, 2006	Six December 2006
	(in thousands)		
Category Contribution Margin:			
1-800-Flowers.com Consumer Floral	$13,260	$9,275	$21,10
BloomNet Wire Service	3,256	1,523	4,95
Gourmet Food & Gift Baskets	25,326	10,590	23,72
Home & Children's Gifts	3,838	11,231	1,78
Category Contribution Margin Subtotal	45,680	32,619	51,56
Corporate (*)	(11,872)	(10,655)	(23,81
Depreciation and amortization	(3,834)	(3,809)	(8,57
Operating income	$29,974	$18,155	$19,17

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1-800-FLOWERS.COM, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(unaudited)

(*) Corporate expenses consist of the Company's enterprise shared service cost centers, and include, among others, Information Technology, Human Resources, Accounting and Finance, Legal, Executive and Customer Service Center functions, as well as Share-Based Compensation. In order to leverage the Company's infrastructure, these functions are operated under a centralized management platform, providing support services throughout the organization. The costs of these functions, other than those of the Customer Service Center which are allocated directly to the above categories based upon usage, are included within corporate expenses, as they are not directly allocable to a specific category.

Note 10 - Commitments and Contingencies

Legal Proceedings

From time to time, the Company is subject to legal proceedings and claims arising in the ordinary course of business. The Company is not aware of any such legal proceedings or claims that it believes will have, individually or in the aggregate, a material adverse effect on its consolidated financial position, results of operations or liquidity.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Forward Looking Statements

The section entitled "Forward Looking Information and Factors that May Affect Future Results," provides a description of the risks and uncertainties that could cause actual results to differ materially from those discussed in forward-looking statements set forth in this report relating to the financial results, operations and business prospects of the Company. Such forward-looking statements are based on management's current expectations about future events, which are inherently susceptible to uncertainty and changes in circumstances.

Overview

For more than 30 years, 1-800-FLOWERS.COM Inc. - "Your Florist of Choice(R)" - has been providing customers around the world with the freshest flowers and finest selection of plants, gift baskets, gourmet foods and confections, and plush stuffed animals perfect for every occasion. 1-800-FLOWERS.COM(R) offers the best of both worlds: exquisite, florist-designed arrangements individually created by some of the nation's top floral artists and hand-delivered the same day, and spectacular flowers delivered through its "Fresh From Our Growers (sm)" program.

Customers can "call, click or come in" to shop 1-800-FLOWERS.COM twenty four hours a day, 7 days a week at 1-800-356-9377 or www.1800flowers.com. Sales and Service Specialists are available 24/7, and fast and reliable delivery is offered same day, any day. As always, 100 percent satisfaction and freshness are guaranteed. The 1-800-FLOWERS.COM collection of brands also includes home decor and children's gifts from Plow & Hearth(R) (1-800-627-1712 or www.plowandhearth.com), Problem Solvers(R) (www.problemsolvers.com), Wind & Weather(R) (www.windandweather.com), Madison Place(sm) (www.madisonplace.com), HearthSong(R) (www.hearthsong.com) and Magic Cabin(R) (www.magiccabin.com); gourmet gifts including popcorn and specialty treats from The Popcorn Factory(R) (1-800-541-2676 or www.thepopcornfactory.com); exceptional cookies and baked gifts from Cheryl&Co.(R) (1-800-443-8124 or wwwcherylandco.com); premium chocolates and confections from Fannie May Confections Brands (www.fanniemay.com and www.harrylondon.com); gourmet foods from GreatFood.com(R) (www.greatfood.com); wine gifts from Ambrosia(R) (www.ambrosia.com); gift baskets from 1-800-BASKETS.COM(R) (www.1800baskets.com) and the BloomNet(R) international floral wire service, which provides quality products and diverse services to a select network of florists.

1-800-FLOWERS.COM, Inc. stock is traded on the NASDAQ market under ticker symbol FLWS.

Category Information

During the first quarter of fiscal 2007, the Company segmented its organization to improve execution and customer focus and to align its resources to meet the demands of the markets it serves. The following table presents the contribution of net revenues, gross profit and "EBITDA" (earnings before interest, taxes, depreciation and amortization) from each of the Company's business categories. Prior year information has been restated for comparative purposes.

Net Revenues	Three Months Ended December 31, 2006	Three Months Ended January 1, 2006	% Change	December 2006
	(in thousands)			
Net revenues:				
1-800-Flowers.com Consumer Floral	$114,609	$103,300	10.9%	$197,134
BloomNet Wire Service	9,640	6,625	45.5%	16,806
Gourmet Food & Gift Baskets	108,898	62,364	74.6%	131,074
Home & Children's Gifts	97,975	106,169	(7.7%)	122,570
Corporate (*)	418	500	(16.4%)	1,796
Intercompany eliminations	(1,674)	(1,129)		(2,382
Total net revenues	$329,866	$277,829	18.7%	$466,998

Gross Profit	Three Months Ended December 31, 2006	Three Months Ended January 1, 2006	% Change	December 2006
	(in thousands)			
Gross Profit:				
1-800-Flowers.com Consumer Floral	$45,504	39,349	15.6%	$76,877
	39.7%	38.1%		39.0

BloomNet Wire Service	5,777	3,496	65.2%	9,877
	59.9%	52.8%		58.8
Gourmet Food & Gift Baskets	52,706	29,611	78.0%	61,193
	48.4%	47.5%		46.7
Home & Children's Gifts	47,841	52,367	(8.6%)	58,007
	48.8%	49.3%		47.3
Corporate (*)	208	243	(14.4%)	940
	49.8%	48.6%		52.3
Intercompany eliminations	(59)	(74)		(103
Total gross profit	$151,977	$124,992	21.6%	$206,791
	46.1%	45.0%		44.3

EBITDA (**)	Three Months Ended December 31, 2006	January 1, 2006	% Change	December 2006
		(in thousands)		
Category Contribution Margin:				
1-800-Flowers.com Consumer Floral	$13,260	$9,275	43.0%	$21,101
BloomNet Wire Service	3,256	1,523	113.8%	4,958
Gourmet Food & Gift Baskets	25,326	10,590	139.2%	23,720
Home & Children's Gifts	3,838	11,231	(65.8%)	1,783
Category Contribution Margin Subtotal	45,680	32,619	40.0%	51,562
Corporate (*)	(11,872)	(10,655)	(11.4%)	(23,814
EBITDA	$33,808	$21,964	53.9%	$27,748

(*) Corporate expenses consist of the Company's enterprise shared service cost centers, and include, among other items, Information Technology, Human Resources, Accounting and Finance, Legal, Executive and Customer Service Center functions, as well as Share-Based Compensation. In order to leverage the Company's infrastructure, these functions are operated under a centralized management platform, providing support services throughout the organization. The costs of these functions, other than those of the Customer Service Center, which are allocated directly to the above categories based upon usage, are included within corporate expenses as they are not directly allocable to a specific category.

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(**) Performance is measured based on category contribution margin or category EBITDA, reflecting only the direct controllable revenue and operating expenses of the categories. As such, management's measure of profitability for these categories does not include the effect of corporate overhead, described above, nor does it include depreciation and amortization, other income (net), and income taxes. Management utilizes EBITDA as a performance measurement tool because it considers such information a meaningful supplemental measure of its performance and believes it is frequently used by the investment community in the evaluation of companies with comparable market capitalization. The Company also uses EBITDA as one of the factors used to determine the total amount of bonuses available to be awarded to executive officers and other employees. The Company's credit agreement uses EBITDA (with additional adjustments) to measure compliance with covenants such as interest coverage and debt incurrence. EBITDA is also used by the Company to evaluate and price potential acquisition candidates. EBITDA has limitations as an analytical tool, and should not be considered in isolation or as a substitute for analysis of the Company's results as reported under GAAP. Some of these limitations are: (a) EBITDA does not reflect changes in, or cash requirements for, the Company's working capital needs; (b) EBITDA does not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on the Company's debts; and (c) although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and EBITDA does not reflect any cash requirements for such capital expenditures. Because of these limitations, EBITDA should only be used on a supplemental basis combined with GAAP results when evaluating the Company's performance.

Results of Operations

Net Revenues

	Three Months Ended			
	December 31, 2006	January 1, 2006	% Change	December 31, 2006
			(in thousands)	
Net revenues:				
E-Commerce	$270,159	$258,484	4.5%	$379,418
Other	59,707	19,345	208.6%	87,580
Total net revenues	$329,866	$277,829	18.7%	$466,998

The Company's revenue growth of 18.7% and 19.6% during the three and six months ended December 31, 2006, respectively, was due to a combination of organic growth, as well as the acquisitions of Wind & Weather, a direct marketer of weather-themed gifts, acquired on October 31, 2005, and Fannie May Confections Brands, Inc. ("Fannie May Confections"), a manufacturer and retailer of premium chocolates and other confections, acquired on May 1, 2006. Excluding the impact of acquisitions, total revenue growth during the three and six months ended December 31, 2006 was 3.4% and 5.2%, respectively, reflecting: (i) the Company's strong brand name recognition, (ii) continued leveraging of its existing customer base, and (iii) cost effective spending on its marketing and selling programs, designed to improve customer acquisition and accelerate top-line growth. The Company fulfilled approximately 4,375,000 and 6,012,000 orders through its E-commerce sales channels (online and telephonic sales) during the three and six months ended December 31, 2006, respectively, an increase of 2.1% and 2.2% over the respective prior year periods. The Company's E-commerce average order value of $61.69 and $63.06 during the three and six months ended December 31, 2006, respectively, increased 2.2% and 3.2%, over the respective prior year periods, primarily from a combination of product mix and pricing initiatives. Other revenues, for the three and six months ended December 31, 2006, increased in comparison to the same periods of the prior year, primarily as a result of the retail/wholesale contributions of Fannie May Confections Brands, Inc., as well as the continued membership growth and wholesale floral product and service offerings from the Company's BloomNet Wire Service category.

The 1-800-Flowers.com Consumer Floral category includes the 1-800-Flowers brand operations which derives revenue from the sale of consumer floral products through its E-Commerce sales channels (telephonic and online sales) and company-owned and operated retail floral stores, as well as royalties from its franchise operations. Net revenues during the three and six months ended December 31, 2006 increased by 10.9% and 9.8% over the respective prior year periods, primarily from a combination of increased average order value and order volumes from its E-commerce sales channel, offset in part by lower retail sales from its company-owned floral stores due to the planned transition of Company stores to franchise ownership.

The BloomNet Wire Service category includes revenues from membership fees as well as other service offerings to florists. Net revenues during the three and six months ended December 31, 2006 increased by 45.5% and 50.8% over the respective prior year periods, primarily as a result of increased florist membership, as well as increased wholesale floral product sales.

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The Gourmet Food & Gift Basket category includes the operations of the Cheryl & Co., Fannie May Confections, The Popcorn Factory and The Winetasting Network brands. Revenue is derived from the sale of cookies, baked gifts, premium chocolates and confections, gourmet popcorn and wine gifts through its E-commerce sales channels (telephonic and online sales) and company-owned and operated retail stores under the Cheryl & Co. and Fannie May brands, as well as wholesale operations. Net revenue during the three and six months ended December 31, 2006 increased by 74.6% and 84.7% over the respective prior year periods, primarily as a result of the contribution of Fannie May Confections Brands, Inc, and strong growth within the Cheryl & Co. brand.

The Home & Children's Gifts category includes revenues from Plow & Hearth, Wind & Weather, Problem Solvers, Madison Place, HearthSong and Magic Cabin brands. Revenue is derived from the sale of home decor and children's gifts through its E-commerce sales channels (telephonic and online sales) or company-owned and operated retail stores under the Plow & Hearth brand. Net revenue during the three and six months ended December 31, 2006 decreased by 7.7% and 4.9% over the respective prior year periods, due to a lack of new "hit" products and an overall macro decline in customer demand within this category. Efforts to expand titles outside of the core Plow & Hearth brand did not attract the level of customer demand to justify the increase in marketing costs. The Company is in the process of developing its go-forward plans, and has already implemented management changes and initiated a comprehensive review of all of the operations within this category.

Over the past several years, through a combination of organic efforts and strategic acquisitions, the Company has rapidly grown its revenues, achieving a solid base of business which is approaching $1 billion. The Company anticipates that its revenue growth for fiscal 2007 will be at the low end of its previous guidance range of 17-20 percent, as strong revenue growth in the Company's key business categories of 1-800-Flowers Consumer Floral, BloomNet Wire Service and Gourmet Food & Gift Baskets (which includes the Fannie May Confections brand, acquired May 1, 2006) is expected to more than offset the lower revenue contribution expected from its Home and Children's Gifts category.

Gross Profit

	Three Months Ended			Six
	December 31, 2006	January 1, 2006	% Change	December 31, 2006
			(in thousands)	
Gross profit	$151,977	$124,992	21.6%	$206,791
Gross margin %	46.1%	45.0%		44.3%

Gross profit increased during the three and six months ended December 31, 2006, in comparison to the same period of the prior year, primarily as a result of the revenue growth described above. Gross margin percentage increased 110 basis points and 50 basis points, to 46.1% and 44.3% during the three and six months ended December 31, 2006, respectively, as a result of product mix, as well as continued improvements in customer service, fulfillment and merchandising programs.

The 1-800-Flowers.com Floral Consumer category gross profit for the three and six months ended December 31, 2006 increased by 15.6% and 12.1% over the respective prior year periods as a result of the aforementioned increase in net revenues, as well as improvements in fulfillment logistics and pricing initiatives, which resulted in an increase in gross margin percentage of 160 basis points and 80 basis points, to 39.7% and 39.0%, during the three and six months ended December 31, 2006, respectively. These improvements more than offset increases in carrier fuel charges experienced during the periods.

The BloomNet Wire Service category gross profit for the three and six months ended December 31, 2006 increased by 65.2% and 61.7% over the respective prior year periods as a result of increases in florist membership and floral wholesale product sales. Gross margin percentage increased 710 basis points and 400 basis points, to 59.9% and 58.8% during the three and six months ended December 31, 2006, respectively, primarily as a result of sales mix.

The Gourmet Food & Gift Basket category gross profit for the three and six months ended December 31, 2006 increased by 78.0% and 83.3% over the respective prior year periods primarily as a result of the incremental revenue generated by Fannie May Confections Brands. Gross margin percentage increased by 90 basis points to 48.4% during the three months ended December 31, 2006, as a result of improved margins across all brands within the gourmet food and gift basket category, but decreased by 30 basis points to 46.7% during the six months ended December 31, 2006, primarily as a result of the seasonally lower margins of Fannie May Confections in the September quarter.

The Home & Children's Gift category gross profit for the three and six months ended December 31, 2006 decreased by 8.6% and 6.5% over the respective prior year periods as a result of the aforementioned decline in sales. Gross margin percentage declined 50 basis points and 90 basis points, to 48.8% and 47.3% during the three and six months ended December 31, 2006, respectively, due to sales mix and higher levels of discounting to move inventory.

During the remainder of fiscal 2007, although varying by quarter due to seasonal changes in product mix, the Company expects that its gross margin percentage will improve in relation to its comparable prior year quarter, primarily through: (i) growth of its higher margin business categories including Cheryl & Co. and Fannie May Confections, (ii) improved product sourcing, new product development and process improvement initiatives implemented during the latter half of the first quarter, and (iii) the contribution of the BloomNet Wire Service business, which has completed its roll-out investment phase.

Marketing and Sales Expense

	Three Months Ended			Six
	December 31, 2006	January 1, 2006	% Change	December 31, 2006

	(in thousands)			
Marketing and sales	$99,037	$87,874	12.7%	$141,407
Percentage of net revenues	30.0%	31.6%		30.3%

During the three and six months ended December 31, 2006, marketing and sales expenses decreased from 31.6% and 32.3% of net revenue to 30.0% and 30.3% of net revenues, reflecting improved operating leverage from a number of cost-saving initiatives and the completion of the investment phase of the Company's BloomNet Wire Service business, including the absorption of incremental personnel to develop a member directory, increase BloomNet Technologies penetration and expand membership. This leverage was achieved through significant improvement within the Company's 1-800-Flowers Consumer Floral, BloomNet Wire Service and Gourmet Food & Gift Baskets categories, as efforts to grow the Home and Children's Gifts businesses through the introduction of titles outside of the core Plow & Hearth brand did not attract the necessary level of customer demand to justify the costs.

Marketing and sales expense increased over the prior year period by 12.7% and 12.1% during the three and six months ended December 31, 2007 as a result of several factors, including: (i) incremental expenses associated with the recent acquisition of Fannie May Confections, (ii) incremental variable costs to accommodate higher sales volumes, and (iii) personnel associated with the expansion of the BloomNet Wire Service business. During the three and six months ended December 31, 2006, the Company added 1,246,000 and 1,794,000 new e-commerce customers, representing decreases of 6.5% and 3.1% over the same periods of the prior year, primarily due to the aforementioned sales decline within the Home and Children's Gifts category. As a result of the Company's effective customer retention efforts, 1,407,000 and 1,936,000 existing customers placed e-commerce orders during the three and six months ended December 31, 2006, respectively, representing increases of 2.8% and 1.8% over the same periods of the prior year. Of the 2,653,000 and 3,729,000 total customers who placed e-commerce orders during the three and six months ended December 31, 2006, respectively, approximately 53.0% and 52.0% were repeat customers, compared to 50.7% during both periods of the prior year, reflecting the Company's ongoing focus on deepening the relationship with its existing customers as their trusted source for gifts and services for all of their celebratory occasions.

During fiscal 2007, the Company is focused on improving its operating expense ratio through a number of cost saving initiatives, including catalog printing and e-mail pricing improvements, as well as a review of the type, quantity and effectiveness of its marketing programs. In addition to the improved operating results expected now that the Company has completed the investment phase of its BloomNet florist business, the Company expects that marketing and sales expense, as a percentage of revenue, will continue to decrease in comparison to the prior year.

Technology and Development Expense

	Three Months Ended			Six
	December 31, 2006	January 1, 2006	% Change	December 31, 2006

			(in thousands)	
Technology and development	$5,201	$4,797	8.4%	$10,362
Percentage of net revenues	1.6%	1.7%		2.2%

During the three and six months ended December 31, 2006, technology and development expense decreased to 1.6% and 2.2% of net revenue, respectively, reflecting improved operating leverage, but increased over the respective prior year periods by 8.4% and 8.3%, as a result of the incremental expenses associated with the acquisition of Fannie May Confections, as well as for increases in the cost of maintenance and license agreements required to support the Company's technology platform. During the three and six months ended December 31, 2006, the Company expended $7.2 million and $15.7 million on technology and development, of which $2.0 million and $5.3 million has been capitalized.

The Company believes that continued investment in technology and development is critical to attaining its strategic objectives. While many of its acquisition-related integration projects are complete, as a result of incremental expenses associated with Fannie May Confections Brands, the Company expects that its spending for the remainder of fiscal 2007 will remain consistent or decrease slightly as a percentage of net revenues in comparison to the prior year.

General and Administrative Expense

	Three Months Ended			Six
	December 31, 2006	January 1, 2006	% Change	December 31, 2006
			(in thousands)	
General and administrative	$13,931	$10,357	34.5%	$27,274
Percentage of net revenues	4.2%	3.7%		5.8%

General and administrative expense increased 34.5% and 29.9% during the three and six months ended December 31, 2006, respectively, and by 50 basis points and 40 basis points of net revenues in comparison to the respective prior year periods, primarily as a result of: (i) incremental expenses associated with Fannie May Confections Brands, (ii) incremental travel expenses associated with the expansion of the Company's BloomNet Wire Service business, and (iii) higher insurance costs.

Although the Company believes that its current general and administrative infrastructure is sufficient to support existing requirements and drive operating leverage, as a result of the incremental expenses associated with Fannie May Confections, including costs associated with Sarbanes-Oxley compliance, the Company expects that its general and administrative expenses as a percentage of net revenue during the remainder of fiscal 2007 will be consistent with the prior year period.

Depreciation and Amortization Expense

	Three Months Ended			Six
	December 31, 2006	January 1, 2006	% Change	December 31, 2006

	(in thousands)			
Depreciation and amortization	$3,834	$3,809	(0.7%)	$8,578
Percentage of net revenues	1.2%	1.4%		1.8%

Depreciation and amortization expense increased by 0.7% during the three months ended December 31, 2006 in comparison to the prior year period. During the quarter ended December 31, 2006, the Company completed the allocation of the purchase price of Fannie May Confections to the individual assets acquired and

liabilities assumed, resulting in adjustments to the carrying value of recorded assets and liabilities, including revisions to the value and expected lives of certain intangible assets, subject to amortization, and the residual amount that was allocated to goodwill. As a result, during the three months ended December 31, 2006, the Company recorded a reduction in amortization expense in the amount of $0.6 million, reflecting the impact that the change in estimated value had on prior periods.

Depreciation and amortization expense increased 17.0% during the six months ended December 31, 2006 as a result of the incremental amortization expense related to the intangibles established as a result of the acquisitions of Wind & Weather and Fannie May Confections, as well as depreciation associated with recently completed technology projects designed to provide improved order/warehouse management functionality across the enterprise.

The Company believes that continued investment in its infrastructure, primarily in the areas of technology and development, including the improvement of the technology platforms are critical to attaining its strategic objectives. As a result of these improvements, but primarily as a result of the increase in amortization expense associated with intangibles established as a result of recent acquisitions, the Company expects that depreciation and amortization for the remainder of fiscal 2007 will remain consistent or increase slightly as a percentage of net revenues in comparison to the prior year.

Other Income (Expense)

	Three Months Ended		Six Months End	
	December 31, 2006	January 1, 2006	December 31, 2006	Janua 200
	(in thousands)			
Interest income	$254	$141	$591	$35
Interest expense	(2,425)	(113)	(4,253)	(19
Other	(7)	(143)	4	(13
	($2,178)	($115)	($3,658)	$2

The decrease in other income (expense) during the three and six months ended December 31, 2006, in comparison to prior year periods was the result of higher interest expense on the Company's 2006 Credit Facility, offset in part by slightly higher interest income, resulting primarily from an increase in rates. The Company utilized an $85.0 million term loan to finance its acquisition of Fannie May Confections, and during the quarter, had borrowed under its line of credit to fund working capital needs. The Company had repaid all borrowings under its Line of Credit by December 31, 2006.

Income Taxes

During the three and six months ended December 31, 2006 and January 1, 2006, the Company recorded income tax expense of $10.9 million and $6.0 million, respectively. The Company's effective tax rate for the three and six months ended December 31, 2006 was 39.1% and 38.7%, respectively, compared to 42.7% and 47.4% during the comparative three and six months ended January 1, 2006. The effective tax rate includes the impact of stock-based compensation recognized in accordance with SFAS No. 123(R), which resulted in increases of approximately 0.2% and 1.0%, during the three and six months ended December 31, 2006 respectively, and 1.1% and 5.5% during the three and six months ended January 1, 2006, respectively, due to the associated book/tax differences in accounting for incentive stock options.

Liquidity and Capital Resources

At December 31, 2006, the Company had working capital of $33.8 million, including cash and equivalents of $26.0 million, compared to working capital of $44.3 million, including cash and equivalents and short-term investments of $24.6 million, at July 2, 2006.

Net cash provided by operating activities of $32.4 million for the six months ended December 31, 2006 was primarily attributable to net income, non-cash charges for depreciation and amortization and deferred income taxes as well as seasonal increases accounts payable and accrued expenses, offset in part by increases in inventory and receivables related to Fannie May Confections wholesale business.

Net cash used in investing activities of $10.4 million for the six months ended December 31, 2006 was primarily attributable to capital expenditures related to the Company's technology infrastructure.

Net cash used in financing activities of $20.7 million for the six months ended December 31, 2006, was primarily due to: (i) scheduled repayments of the Company's term loan used to finance its acquisition of Fannie May Confections, (i) repayment of amounts borrowed under the Company's line of credit which was used to fund working capital requirements prior to the holiday selling season, and (iii) the repurchase of 3,010,740 shares of treasury stock.

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On May 1, 2006, the Company entered into a secured credit facility with JPMorgan Chase Bank, N.A., as administrative agent, and a group of lenders (the "2006 Credit Facility"). The 2006 Credit Facility includes an $85.0 million term loan and a $60.0 million revolving credit facility, which bear interest at LIBOR plus 0.625% to 1.125%, with pricing based upon the Company's leverage ratio. At closing, the Company borrowed $85.0 million of the term facility to acquire all of the outstanding capital stock of Fannie May Confections Brands, Inc. The Company is required to pay the outstanding term loan in quarterly installments, with the final installment payment due on May 1, 2012. The 2006 Credit Facility contains various conditions to borrowing, and affirmative and negative financial covenants.

The Company has historically utilized cash generated from operations to meet its cash requirements, including all operating, investing and debt repayment activities. However, due to the Company's continued expansion into non-floral products, including the acquisition of Fannie May Confections Brands, as well as its recent acquisition of $15.7 million of treasury stock, during the second half of fiscal 2007, the Company expects to borrow against its line of credit to fund working capital requirements, which have increased during this time period as a result of increased inventory and pre-holiday manufacturing requirements. The Company expects that all such amounts will be repaid prior to the end of its fiscal year.

On May 12, 2005, the Company's Board of Directors increased the Company's authorization to repurchase the Company's Class A common stock up to $20 million, from the previous authorized limit of $10 million. Any such purchases could be made from time to time in the open market and through privately negotiated transactions, subject to general market conditions. The repurchase program will be financed utilizing available cash. As of December 31, 2006, the Company had repurchased 1,510,050 shares of common stock for $11.1 million. As noted above, on December 28, 2006, the Company completed its repurchase of 3,010,740 shares of Class A Common Stock in a privately negotiated transaction. The purchase price was $15,689,000, or $5.21 per share. The repurchase was approved by the disinterested members of the Company's Board of Directors and is in addition to the Company's existing stock repurchase authorization of $20.0 million, of which $8.9 million remains authorized by unused.

At December 31, 2006, the Company's contractual obligations consist of:

	Payments due by period (in thousands)			
	Total	Less than 1 year	1 - 3 years	3 - 5 y
Long-term debt	$99,652	$14,569	$31,770	$40
Capital lease obligations	188	119	32	
Operating lease obligations	62,976	7,639	16,381	10
Sublease obligations	5,402	968	2,558	1
Purchase commitments (*)	25,642	25,642	-	
Total	$193,860	$48,937	$50,741	$52

(*) Purchase commitments consist primarily of inventory, equipment purchase orders and online marketing agreements made in the ordinary course of business.

Critical Accounting Policies and Estimates

The Company's discussion and analysis of its financial position and results of operations are based upon the consolidated financial statements of 1-800-FLOWERS.COM, Inc., which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, management

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evaluates its estimates, including those related to revenue recognition, inventory and long-lived assets, including goodwill and other intangible assets related to acquisitions. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions. Management believes the following critical accounting policies, among others, affect its more significant judgments and estimates used in preparation of its consolidated financial statements.

Revenue Recognition

Net revenues are generated by E-commerce operations from the Company's online and telephonic sales channels as well as other operations (retail/fulfillment) and primarily consist of the selling price of merchandise, service or outbound shipping charges, less discounts, returns and credits. Net revenues are recognized upon product shipment. Shipping terms are FOB shipping point.

Accounts Receivable

The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers or franchisees to make required payments. If the financial condition of the Company's customers or franchisees were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Inventory

The Company states inventory at the lower of cost or market. In assessing the realization of inventories, we are required to make judgments as to future demand requirements and compare that with inventory levels. It is possible that changes in consumer demand could cause a reduction in the net realizable value of inventory.

Goodwill and Other Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of the net assets acquired and is evaluated annually for impairment. The cost of intangible assets with determinable lives is amortized to reflect the pattern of economic benefits consumed, on a straight-line basis, over the estimated periods benefited, ranging from 3 to 16 years.

The Company performs an annual impairment test as of the first day of its fiscal fourth quarter, or earlier if indicators of potential impairment exist, to evaluate goodwill. Goodwill is considered impaired if the carrying amount of the reporting unit exceeds its estimated fair value. In assessing the recoverability of goodwill, the Company reviews both quantitative as well as qualitative factors to support its assumptions with regard to fair value. Judgment regarding the existence of impairment indicators is based on market conditions and operational performance of the Company. Future events could cause the Company to conclude that impairment indicators exist and that goodwill and other intangible assets associated with our acquired businesses is impaired.

Capitalized Software

The carrying value of capitalized software, both purchased and internally developed, is periodically reviewed for potential impairment indicators. Future events could cause the Company to conclude that impairment indicators exist and that capitalized software is impaired.

Stock-based Compensation

SFAS No. 123R requires the measurement of stock-based compensation expense based on the fair value of the award on the date of grant. The Company determines the fair value of stock options issued by using the Black-Scholes option-pricing model. The Black-Scholes option-pricing model considers a range of assumptions related to volatility, dividend yield, risk-free interest rate and employee exercise behavior. Expected volatilities are based on historical volatility of the Company's stock price. The dividend yield is based on historical experience and future expectations. The risk-free interest rate is derived from the US Treasury yield curve in effect at the time of grant. The Black-Scholes model also incorporates expected forfeiture rates, based on historical behavior. Determining these assumptions are subjective and complex, and therefore, a change in the assumptions utilized could impact the calculation of the fair value of the Company's stock options.

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Income Taxes

The Company has established deferred income tax assets and liabilities for temporary differences between the financial reporting bases and the income tax bases of its assets and liabilities at enacted tax rates expected to be in effect when such assets or liabilities are realized or settled. The Company has recognized as a deferred tax asset the tax benefits associated with losses related to operations, which are expected to result in a future tax benefit. Realization of this deferred tax asset assumes that we will be able to generate sufficient future taxable income so that these assets will be realized. The factors that we consider in assessing the likelihood of realization include the forecast of future taxable income and available tax planning strategies that could be implemented to realize the deferred tax assets.

Recent Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"). FIN 48 applies to all tax positions accounted for under SFAS no. 109, "Accounting for Income Taxes" and defines the confidence level that a tax position must meet in order to be recognized in the financial statements. The interpretation requires that the tax effects of a position be recognized only if it is "more-likely-than-not" to be sustained by the taxing authority as of the reporting date. If a tax position is not considered "more-likely-than-not" to be sustained then no benefits of the position are to be recognized. FIN 48 requires additional disclosures and is effective as of the beginning of the first fiscal year beginning after December 15, 2006. The Company is currently evaluating the effect that the adoption of FIN 48 will have on its consolidated results of operations and financial condition.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements". This Statement defines fair value, establishes a framework for measuring fair value and expands disclosure about fair value measurements, and is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company is currently evaluating the effect that the adoption of this Statement will have on its consolidated results of operations and financial condition.

Forward Looking Information and Factors that May Affect Future Results

Our disclosure and analysis in this report contain forward-looking information about the Company's financial results and estimates, business prospects that involve substantial risks and uncertainties. From time to time, we also may provide oral or written forward-looking statements in other materials we release to the public. Forward-looking statements give our current expectations or forecasts of future events. You can identify these statements by the fact that they do not relate strictly to historic or current facts. They use words such as "will," "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "target," "forecast" and other words and terms of similar meaning in connection with any discussion of future operating or financial performance. In particular, these include statements relating to future actions, future performance, new products and product categories, the outcome of contingencies, such as legal proceedings, and financial results. Among the factors that could cause actual results to differ materially are the following:

- the Company's ability:
  - to achieve solid, sustainable revenue growth;
  - to maintain and enhance its online shopping web sites to attract customers;
  - to successfully introduce new products and product categories;
  - to successfully integrate acquisitions, including the acquisition of Fannie May Confections Brands, Inc.;
  - to cost effectively acquire and retain customers;
  - to compete against existing and new competitors;
  - to manage expenses associated with necessary general and administrative and technology investments;
  - to cost efficiently manage inventories; and
  - to grow its revenues and leverage its operating infrastructure to enhance profitability;
- general consumer sentiment and economic conditions that may affect levels of discretionary customer purchases of the Company's products; and

- competition from existing and potential new competitors.

We cannot guarantee that any forward-looking statement will be realized, although we believe we have been prudent in our plans and assumptions. Achievement of future results is subject to risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from past results and those anticipated, estimated or projected. Investors should bear this in mind as they consider forward-looking statements.

We undertake no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any further disclosures we make on related subjects in our Forms 10-Q, 8-K and 10-K reports to the Securities and Exchange Commission. Our Annual Report on Form 10-K filing for the fiscal year ended July 2, 2006 listed various important factors that could cause actual results to differ materially from expected and historic results. We note these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995. Readers can find them in Part I, Item 1, of that filing under the heading "Risk Factors that May Affect Future Results". We incorporate that section of that Form 10-K in this filing and investors should refer to it. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider any such list to be a complete set of all potential risks or uncertainties.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's earnings and cash flows are subject to fluctuations due to changes in interest rates primarily from its investment of available cash balances in money market funds. While the Company currently does not use interest rate derivative instruments to manage exposure to interest rate changes, in order to finance the acquisition of Fannie May Confections, on May 1, 2006, the Company entered into a secured credit facility. The credit facility includes an $85.0 million term loan and a $60.0 million revolving facility, which bear interest at LIBOR plus 0.625% to 1.125%, with pricing based upon the Company's leverage ratio.

ITEM 4. CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rules 13a-15(e) and 15d-15(e) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, these disclosure controls and procedures are effective in alerting them in a timely manner to material information required to be disclosed in the Company's periodic reports filed with the SEC.

There were no changes in our internal control over financial reporting (as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) during the six months ended December 31, 2006 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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PART II. - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, the Company is subject to legal proceedings and claims arising in the ordinary course of business. The Company is not aware of any such legal proceedings or claims that it believes will have, individually or in the aggregate, a material adverse effect on its business, consolidated financial position, results of operations or liquidity.

ITEM 1A. RISK FACTORS.

There have been no material changes from the risk factors disclosed in Part 1, Item 1, of the Company's Annual Report on Form 10-K for the fiscal year ended July 2, 2006.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table sets forth, for the months indicated, the Company's purchase of common stock during the first half of fiscal 2007 which includes the period July 3, 2006 through December 31, 2006.

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs
	(in thousands, except average price paid per share)		
7/3/06 - 7/30/06	-	$-	-
7/31/06 - 8/27/06	-	$-	-
8/28/06 - 10/1/06	-	$-	-
10/2/06 - 10/29/06	-	$-	-

10/30/06 - 11/26/06	-	$-	-
11/27/06 - 12/31/06	3,010.7	$5.21	-
Total	3,010.7	$5.21	-

On May 12, 2005, the Company's Board of Directors increased the Company's authorization to repurchase the Company's Class A common stock up to $20 million, from the previous authorized limit of $10 million. All share purchases were made in open-market transactions. The average price paid per share is calculated on a settlement basis and excludes commission.

On December 28, 2006, the Company completed its repurchase of 3,010,740 shares of Class A Common Stock in a privately negotiated transaction. The purchase price was $15,689,000, or $5.21 per share. The repurchase was approved by the disinterested members of the Company's Board of Directors and is in addition to the Company's existing stock repurchase authorization of $20.0 million, of which $8.9 million remains authorized by unused.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company's Annual Meeting of Stockholders was held on December 7, 2006.

The following nominees were elected as directors, each to serve until the 2009 Annual Meeting or until their respective successors shall have been duly elected and qualified, by the vote set forth below:

Nominee	For	Wi
Jeffrey C. Walker	390,037,034	6
Deven Sharma	390,150,721	5

The following Directors who were not nominees for election at this Annual Meeting will continue to serve on the Board of Directors of the Company: James F. McCann, Christopher G. McCann, John J. Conefry, Jr., Leonard J. Elmore and Mary Lou Quinlan.

The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending July 1, 2007 was approved by the vote set forth below:

For	Against	
390,611,161	76,098	

There were no broker non-votes for this proposal.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

31.1 Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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 thereunto duly authorized.

1-800-FLOWERS.COM, Inc.
(Registrant)

Date: February 8, 2007	/s/ James F. McCann
	James F. McCann Chief Executive Officer Chairman of the Board of Directors (Principal Executive Officer)
Date: February 8, 2007	/s/ William E. Shea
	William E. Shea Senior Vice President Finance and Administration (Principal Financial and Accounting Officer)