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1 800 FLOWERS COM INC
Form 8-K
March 11, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) March 11, 2005

1-800-FLOWERS.COM, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

0-26841
(Commission File Number)

11-3117311
(IRS Employer
Identification No.)

1600 Stewart Avenue
Westbury, NY
(Address of principal executive offices)

11590
(Zip Code)

(516) 237-6000

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01 OTHER EVENTS

1-800-FLOWERS.COM, INC. today announced that it has signed a definitive merger agreement (the "Agreement") under which it will acquire all of the stock of Cheryl & Co. in an all-cash purchase valued at approximately \$40 million. The Agreement is subject to a final vote of Cheryl & Co. shareholders and is expected to close by March 31, 2005. In Cheryl & Co.'s fiscal year 2004 (ended January 2005), Cheryl & Co. recorded revenues of approximately \$33 million and EBITDA of approximately \$4.9 million.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

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

99.1 Press Release dated March 11, 2005: 1-800-FLOWERS.COM, Inc.
To Acquire Cheryl & Co., A Leading Multi-Channel Retailer
of Cookies and Other Baked Goods.

SIGNATURE

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

1-800-FLOWERS.COM, Inc.

By: /s/ William E. Shea
William E. Shea
Chief Financial Officer, Senior Vice-President
Finance and Administration

Date: March 11, 2005