1 800 FLOWERS COM INC Form SC 13G/A March 10, 2015

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

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 4)1

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

Class A Common Stock, \$0.01 par value (Title of Class of Securities)

68243Q106 (CUSIP Number)

February 28, 2015 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- x Rule 13d-1(b)
- o Rule 13d-1(c)
- o Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

NAME OF REPORTING PERSON

CUSIP NO. 68243Q106

1	NAME OF RELOCTING LERSON				
2	Raging Capital Master Fund, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o			* *	
3	GROUP (b) o SEC USE ONLY			(b) o	
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	CAYMAN ISLANDS				
NUMBER OF SHARES		5	SOLE VOTING POWER		
BENEFICIALLY	•		- 0 -		
OWNED BY		6	SHARED VOTING POWER		
EACH					
REPORTING	7	_	- 0 -		
PERSON WITH		7	SOLE DISPOSITIVE POWER		
			- 0 -		
		8	SHARED DISPOSITIVE POWE	R	
			- 0 -		
9	AGGREGATE	AMOUNT BEN	EFICIALLY OWNED BY EACH	REPORTING PERSON	
	0				
10	- 0 -				
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) " EXCLUDES CERTAIN SHARES					
	LACLUDES CERTAIN SHARES				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0%				
12	TYPE OF REP	ORTING PERSC	ON		
	CO				
2					

NAME OF REPORTING PERSON

CUSIP NO. 68243Q106

1	THE OF RELOCTING LEAGON			
2	Raging Capital Management, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o			(a) o (b) o
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
	DELAWARE			
NUMBER OF SHARES		5	SOLE VOTING POWER	
BENEFICIALLY	•		- 0 -	
OWNED BY EACH		6	SHARED VOTING POWER	
REPORTING			- 0 -	
PERSON WITH		7	SOLE DISPOSITIVE POWER	
		8	- 0 - SHARED DISPOSITIVE POWE	R
9	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSONAL PROPERTY OF THE PROPER			REPORTING PERSON
10	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) " EXCLUDES CERTAIN SHARES			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0% TYPE OF REPORTING PERSON			
12				
	IA			
3				

CUSIP NO. 68243Q106

1	NAME OF REPORTING PERSON			
2	GROUP (b) o SEC USE ONLY			
4				
NUMBER OF SHARES	USA	5	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH		6	- 0 - SHARED VOTING POWER	
REPORTING PERSON WITH		7	- 0 - SOLE DISPOSITIVE POWER	
		8	- 0 - SHARED DISPOSITIVE POWE	R
9	- 0 - 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 - 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) " EXCLUDES CERTAIN SHARES			REPORTING PERSON
10				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
12	0% TYPE OF REPORTING PERSON			
	IN			
4				

CUSIP NO. 68243Q106					
Item 1(a).	em 1(a). Name of Issuer:				
1-800-FLOWERS.COM, Inc.					
Item 1(b).	Address of Issuer's Principal Executive Offices:				
One Old Country Road, Suite Carle Place, New York 11514					
Item 2(a).	Name of Person Filing:				
Raging Capital Manageme	ging Capital Master Fund, Ltd., a Cayman Islands exempted company ("Raging Master" nt, LLC, a Delaware limited liability company ("Raging Capital"), and William Cg is referred to as a "Reporting Person" and collectively as the "Reporting Persons."				
Raging Capital is the Investm Officer and Managing Memb	nent Manager of Raging Master. William C. Martin is the Chairman, Chief Investment er of Raging Capital.				
Item 2(b).	Address of Principal Business Office or, if none, Residence:				
228, Rocky Hill, New Jersey	ss of each of Raging Capital and William C. Martin is Ten Princeton Avenue, P.O. Box 08553. The principal business address of Raging Master is c/o Ogier Fiduciary Services Way, Camana Bay, Grand Cayman KY 1-9007, Cayman Islands.				
Item 2(c).	Citizenship:				
	nder the laws of the Cayman Islands. Raging Capital is organized under the laws of the C. Martin is a citizen of the United States of America.				
Item 2(d).	tem 2(d). Title of Class of Securities:				
Class A Common Stock, \$0.0	1 par value.				
Item 2(e).	CUSIP Number:				
68243Q106					
Item 3.If this statement is fill filing is a:	ed pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person				
	/ / Not Applicable				
(a) / /	Broker or dealer registered under Section 15 of the Act (15 U.S.C. 780).				
(b) /	Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).				
(c) / /	Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).				

(d)//Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

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	(e)	/X/	Investment adv	viser in accordance with Section 240.13d-1(b)(1)(ii)(E).
(f)	//	/ Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).		
(g)	//	Parent holdi	ng company or contro	ol person in accordance with Section 240.13d-1(b)(1)(ii)(G).
(h) /	/ Savin	gs association	as defined in Section	n 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
	_		eluded from the definet (15 U.S.C. 80a-3).	nition of an investment company under Section 3(c)(14) of the
	(j)	//	Non-U.S. institu	ution in accordance with Section 240.13d-1(b)(1)(ii)(J).
	(k)		// Group	p, in accordance with Section 240.13d-1(b)(1)(ii)(J).
Item 4.				Ownership.
As of Feb	oruary 2	8, 2015, the R	eporting Persons no lo	longer beneficially owned any securities of the Issuer.
Item 5.			Ownership of	of Five Percent or Less of a Class.
		•	•	at as of the date hereof the reporting person has ceased to be the ass of securities, check the following [X].
Item 6.		Ov	vnership of More than	n Five Percent on Behalf of Another Person.
Not Appl	licable.			
			sification of the Subs y or Control Person.	osidiary Which Acquired the Security Being Reported on by the
Not Appl	licable.			
Item 8.			Identification and C	Classification of Members of the Group.
See Exhi on June 1			ale 13G filed by the R	Reporting Persons with the Securities and Exchange Commission
Item 9.			Notice	ee of Dissolution of Group.
Not Appl	licable.			
Item 10.				Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 68243Q106

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 9, 2015 Raging Capital Master Fund, Ltd.

By: Raging Capital Management, LLC

Investment Manager

By: /s/ Frederick C. Wasch

Name: Frederick C. Wasch Title: Chief Financial Officer

Raging Capital Management, LLC

By: /s/ Frederick C. Wasch

Name: Frederick C. Wasch Title: Chief Financial Officer

/s/ Frederick C. Wasch

Frederick C. Wasch as attorney-in-fact for William C.

Martin