

BENCHMARK CAPITAL PARTNERS II L P
Form SC 13G/A
February 13, 2002

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**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 13d-2 (b)
(Amendment No. 2)***

1-800-FLOWERS.COM, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

68243Q 10 6

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

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

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

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ý Rule 13d-1(d)

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

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

CUSIP No. 68243Q 10 6

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
 Benchmark Capital Partners II, L.P. (BM II)

Tax ID Number:

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)

(b)

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
 Delaware

5. **Sole Voting Power**
 552,932 shares, except that Benchmark Capital Management Co. II, L.L.C. (BCM II), the general partner of BM II, may be deemed to have sole power to vote these shares, and Alexandre Balkanski (Balkanski), David M. Beirne (Beirne), Bruce W. Dunlevie (Dunlevie), J. William Gurley (Gurley), Kevin R. Harvey (Harvey), Robert C. Kagle (Kagle), Andrew S. Rachleff (Rachleff) and Steven M. Spurlock (Spurlock), the members of BCM II, may be deemed to have shared power to vote these shares.

Number of Shares Beneficially Owned by Each Reporting Person With

6. **Shared Voting Power**
 See response to row 5.

7. **Sole Dispositive Power**
 552,932 shares, except that BCM II, the general partner of BM II, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCM II, may be deemed to have shared power to dispose of these shares.

8. **Shared Dispositive Power**
 See response to row 7.

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
 552,932

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**

11. **Percent of Class Represented by Amount in Row (9)**
2.1%

12. **Type of Reporting Person (See Instructions)**
PN

CUSIP No. 68243Q 10 6

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
 Benchmark Founders Fund II, L.P. (FF II)

Tax ID Number:

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)

(b)

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
 Delaware

5. **Sole Voting Power**

65,463 shares, except that BCM II, the general partner of FF II, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCM II, may be deemed to have shared power to vote these shares.

Number of Shares Beneficially Owned by Each Reporting Person With

6. **Shared Voting Power**

See response to row 5.

7. **Sole Dispositive Power**

65,463 shares, except that BCM II, the general partner of FF II, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCM II, may be deemed to have shared power to dispose of these shares.

8. **Shared Dispositive Power**

See response to row 7.

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
 65,463

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**

11. **Percent of Class Represented by Amount in Row (9)**
 0.2%

12. **Type of Reporting Person (See Instructions)**
PN

CUSIP No. 68243Q 10 6

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Benchmark Founders Fund II-A, L.P. (FF II-A)

Tax ID Number:

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a)
(b)

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
Delaware

5. **Sole Voting Power**
34,726 shares, except that BCM II, the general partner of FF II-A, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCM II, may be deemed to have shared power to vote these shares.

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

6. **Shared Voting Power**
See response to row 5.

7. **Sole Dispositive Power**
34,726 shares, except that BCM II, the general partner of FF II-A, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCM II, may be deemed to have shared power to dispose of these shares.

8. **Shared Dispositive Power**
See response to row 7.

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
34,726
10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**
11. **Percent of Class Represented by Amount in Row (9)**
0.1%
12. **Type of Reporting Person (See Instructions)**
PN
-

CUSIP No. 68243Q 10 6

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Benchmark Members Fund II, L.P. (MF II)

Tax ID Number:

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)

(b)

3. **SEC Use Only**

4. **Citizenship or Place of Organization**

Delaware

5. **Sole Voting Power**

9,291 shares, except that BCM II, the general partner of MF II, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCM II, may be deemed to have shared power to vote these shares.

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

6. **Shared Voting Power**

See response to row 5.

7. **Sole Dispositive Power**

9,291 shares, except that BCM II, the general partner of MF II, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCM II, may be deemed to have shared power to dispose of these shares.

8. **Shared Dispositive Power**

See response to row 7.

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**

9,291

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**

11. **Percent of Class Represented by Amount in Row (9)**
0.0%
12. **Type of Reporting Person (See Instructions)**
PN

CUSIP No. 68243Q 10 6

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
 Benchmark Capital Management Co. II, L.L.C.

Tax ID Number:

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)

(b)

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
 Delaware

5. **Sole Voting Power**
 662,412 shares, of which 552,932 are directly owned by BM II; 65,463 are directly owned by FF II; 34,726 are directly owned by FF II-A; and 9,291 are directly owned by MF II. BCM II, the general partner of BM II, FF II, FF II-A and MF II, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCM II, may be deemed to have shared power to vote these shares.

Number of Shares Beneficially Owned by Each Reporting Person With

6. **Shared Voting Power**
 See response to row 5.

7. **Sole Dispositive Power**
 662,412 shares, of which 552,932 are directly owned by BM II; 65,463 are directly owned by FF II; 34,726 are directly owned by FF II-A; and 9,291 are directly owned by MF II. BCM II, the general partner of BM II, FF II, FF II-A and MF II, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCM II, may be deemed to have shared power to dispose of these shares.

8. **Shared Dispositive Power**
 See response to row 7.

- 9.

Aggregate Amount Beneficially Owned by Each Reporting Person
662,412

- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**
- 11. Percent of Class Represented by Amount in Row (9)**
2.5%
- 12. Type of Reporting Person (See Instructions)**
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CUSIP No. 68243Q 10 6

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
 Benchmark Capital Partners III, L.P. (BM III)

Tax ID Number:

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)

(b)

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
 Delaware

5.

Sole Voting Power

1,264,153 shares, except that Benchmark Capital Management Co. III, L.L.C. (BCM III), the general partner of BM III, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCM III, may be deemed to have shared power to vote these shares.

Number of Shares Beneficially Owned by Each Reporting Person With

6.

Shared Voting Power

See response to row 5.

7.

Sole Dispositive Power

1,264,153 shares, except that BCM III, the general partner of BM III, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCM III, may be deemed to have shared power to dispose of these shares.

8.

Shared Dispositive Power

See response to row 7.

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
 1,264,153

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**

11.

Percent of Class Represented by Amount in Row (9)

4.7%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 68243Q 10 6

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Benchmark Founders Fund III, L.P. (FF III)

Tax ID Number:

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)

(b)

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
Delaware

5. **Sole Voting Power**

367,623 shares, except that BCM III, the general partner of FF III, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCM III, may be deemed to have shared power to vote these shares.

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

6. **Shared Voting Power**

See response to row 5.

7. **Sole Dispositive Power**

367,623 shares, except that BCM III, the general partner of FF III, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCM III, may be deemed to have shared power to dispose of these shares.

8. **Shared Dispositive Power**
See response to row 7.

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
367,623

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**

11. **Percent of Class Represented by Amount in Row (9)**
1.4%

12. **Type of Reporting Person (See Instructions)**
PN

CUSIP No. 68243Q 10 6

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Benchmark Founders Fund III-A, L.P. (FF III-A)

Tax ID Number:

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)

(b)

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
Delaware

5.

Sole Voting Power

99,859 shares, except that BCM III, the general partner of FF III-A, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCM III, may be deemed to have shared power to vote these shares.

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**