FTD Group, Inc.
Form 3
February 08, 2005

FORM 3

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

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Flynn Timothy John
(Last) (First) (Middle)

11111 SANTA MONICA BOULEVARD,Â SUITE 2000
(Street)

LOS ANGELES,Â CAÂ 90025
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/08/2005

3. Issuer Name **and** Ticker or Trading Symbol
FTD Group, Inc. [FTD]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value $0.01 per share	13,123,335 (1)	I (2) (3)	By Green Equity Investors IV, L.P.
Common Stock, par value $0.01 per share	131,667 (1)	I (2) (3)	By FTD Co-Investment LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flynn Timothy John 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES,Â CAÂ 90025	Â X	Â	Â	Â

Signatures

/s/ Julia Chang, as Attorney-in-Fact for Timothy J. Flynn	02/08/2005
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Prior to the consummation of the Issuer's initial public offering of its common stock, par value $0.01 per share (the "Common Stock"), the Common Stock will undergo a 1-for-3 reverse stock split. The amount of securities reported on this Form 3 assumes consummation of the reverse stock split.

(2) The 13,123,335 and 131,667 shares of Common Stock reported herein are owned directly by Green Equity Investors IV, L.P. ("GEI") and FTD Co-Investment LLC, respectively. Timothy J. Flynn is a partner of Leonard Green & Partners, L.P., which is the management company of GEI and a member of Green Partnership Holdings, LLC, which is a limited partner of GEI. Mr. Flynn is also a member of FTD Co-Investment LLC.

(3) Mr. Flynn directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the shares owned by GEI and FTD Co-Investment LLC and, therefore, a "ten percent holder" hereunder. Mr. Flynn disclaims beneficial ownership of the securities reported herein, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Flynn is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

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Remarks:

ExhibitsÂ

Â Â Â Â Â ExhibitÂ 24Â --Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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