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CIBELLI MARIO
Form SC 13D/A
August 16, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D/A
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 1) (1)

1-800-CONTACTS, INC. (CTAC)

(Name of Issuer)

Common Stock, Par Value \$0.01 per share

(Title of Class of Securities)

681977104

(CUSIP Number)

Mario Cibelli, c/o Cibelli Capital Management, L.L.C., 52 Vanderbilt Avenue,
4th Floor, New York, NY 10017

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 6, 2004

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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- (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 disclosures provided in a prior cover page.

The information required on 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 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).

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7.21%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Schedule 13D is being filed for the purpose of disclosing the current number of shares of Common Stock, \$0.01 par value of 1-800-CONTACTS, INC. (CTAC) that may be deemed to be beneficially owned by Mario Cibelli (the "Reporting Person").

CUSIP No.681977104

Item 1. Security and Issuer.

The name of the issuer is 1-800-CONTACTS, INC., a Delaware corporation (the "Issuer"). The address of the Issuer's offices is 66 East Wadsworth Park Drive, 3rd Floor, Draper, Utah 84020. This Schedule 13D relates to the Issuer's Common Stock, \$0.01 par value (the "Shares").

Item 2. Identity and Background.

(a-c, f) This Schedule 13D is being filed by Mario Cibelli, a United States citizen, whose principal business address is located at c/o Cibelli Capital Management, L.L.C., 52 Vanderbilt Avenue, 4th Floor, New York, NY 10017. Mr. Cibelli is the managing member of Cibelli Capital Management, L.L.C. ("CCM"), a Delaware limited liability company that is an investment management firm which serves as the general partner of Marathon Partners, L.P., a New York limited partnership ("MP"). Mr. Cibelli is also the managing member of Cibelli Research & Management, L.L.C. ("CRM"), a Delaware limited liability company that is an investment management firm which serves as the general partner of Marathon Focus Fund, L.P., a New York limited partnership ("MFF"), and also serves as the general partner of Marathon Offshore, Ltd., a Cayman Islands limited partnership, ("MOLtd"). Mr. Cibelli also serves as portfolio manager to a number of separate managed accounts.

(d) Neither Mr. Cibelli, CCM, nor CRM has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Neither Mr. Cibelli, CCM, nor CRM has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

As of the date hereof, Mr. Cibelli may be deemed to beneficially own 958,600 Shares. The Shares are held by MP, MFF, MOLtd, and the separate managed accounts for which Mr. Cibelli serves as portfolio manger through his position in CCM

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and/or CRM (together, the "Clients"). The funds for the purchase of the Shares by the Clients came from the Clients' respective funds. Mr. Cibelli is also the beneficial owner of the Shares held in his personal accounts and in the accounts of his family members as follows: Mario Cibelli C/F S. Cibelli UTMA: 500 Shares; Mario Cibelli C/F G. Cibelli UTMA: 400 Shares; Mario Cibelli IRA: 600 shares; C. Cibelli IRA: 400 shares; Mario Cibelli Simple IRA: 1,500 Shares. The total cost for the Shares held by Mr. Cibelli is \$48,576.15.

No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes in the ordinary course of business.

Item 4. Purpose of Transaction.

(a-j) The Shares held by the Reporting Person were acquired for, and are being held for, investment purposes on the Clients' and the Reporting Person's behalf. The acquisitions of the Shares were made in the ordinary course of the Reporting Person's business or investment activities, as the case may be.

Although it has no concrete plans to do so, the Reporting Persons may also engage in and may plan for their engagement any of the items discussed in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

As of the date hereof, Mr. Cibelli may be deemed to be the beneficial owner of 958,600 Shares, constituting 7.21% of the Shares of the Issuer, based upon the 13,286,621 Shares outstanding as of August 6, 2004, according to the Issuer's most recently filed Form 10-Q.

Mr. Cibelli has the sole power to vote or direct the vote of 958,600 Shares and the shared power to vote or direct the vote of 0 Shares to which this filing relates.

Mr. Cibelli has the sole power to dispose or direct the disposition of 958,600 Shares and the shared power to dispose or direct the disposition of 0 Share to which this filing relates.

The trading dates, number of shares purchased and sold and price per share for all transactions in the Shares during the past 60 days by Mr. Cibelli through his position in, CCM, and CRM on behalf of the Clients are set forth in Schedule A and were all effected in broker transactions.

The 958,600 Shares were acquired for investment purposes. Mr. Cibelli and/or Mr. Cibelli on behalf of the Clients may acquire additional Shares, dispose of all or some of these Shares from time to time, in each case in open markets or private transactions, block sales or purchases or otherwise, or may continue to hold the Shares.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Mr. Cibelli does not have any contract, arrangement, understanding or relationship with any person with respect to the Shares.

Item 7. Material to be Filed as Exhibits.

A description of the transactions in the Shares that were effected by the

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Reporting Person during the 60 days prior to August 6, 2004 is filed herewith as Exhibit A.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

August 6, 2004

(Date)

/s/ Mario Cibelli*

(Signature)

Mario Cibelli

(Name/Title)

* The Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

Schedule A Transactions in the Shares

Date of Transaction	Number of Shares Purchase/(SOLD)	Price Per Share
6/9/2004	2,416	\$15.3350
6/10/2004	5,000	\$15.2955
6/18/2004	1,000	\$15.8700
6/18/2004	500	\$15.8800
6/22/2004	(1,854)	\$16.7546
6/23/2004	(8,950)	\$16.7024
6/29/2004	(3,000)	\$14.9099
6/29/2004	(1,500)	\$14.9092
7/1/2004	(5,000)	\$14.9193
7/1/2004	(3,000)	\$14.9190
7/15/2004	804	\$13.5000
7/15/2004	2,500	\$13.5260
7/16/2004	50	\$13.3933
7/16/2004	79	\$13.3933
7/16/2004	2,261	\$13.3933
7/19/2004	68	\$13.2427
7/19/2004	107	\$13.2427
7/19/2004	3,068	\$13.2427
7/21/2004	1,867	\$13.3400
8/3/2004	(200)	\$15.3000
8/4/2004	2,513	\$13.5337
8/5/2004	7,487	\$13.2562
8/5/2004	3,050	\$13.2562
8/6/2004	450	\$13.0400
8/6/2004	132,440	\$13.0000
8/6/2004	2,940	\$13.0000

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8/6/2004

4,620

\$13.0000

03366.0001 #505622