SEC Form 4

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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

						000000000000000000000000000000000000000				npany Act o	1 1040						
1. Name and Address of Reporting Person* O'Leary Richard					2. Issuer Name and Ticker or Trading Symbol <u>INTERNATIONAL FLAVORS &</u> <u>FRAGRANCES INC</u> [IFF]							(Ch	5. Relationship of Reporting Person(s) to Issue (Check all applicable) Director 10% Own X Officer (give title Other (sp				
(Last) (First) (Middle) 521 WEST 57TH STREET					3. Date of Earliest Transaction (Month/Day/Year) 06/30/2020								below) below) EVP & Integration Officer				
(Street) NEW Y	ORK N	Υ	10019		4. If Amendment, Date of Original Filed (Month/Day/Year)					Line	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting						
(City)	(9	State)	(Zip)										Person				
		Та	ble I - Nor	n-Deriva	tive S	ecurities	Acc	quired,	Dis	posed of	f, or Ben	eficiall	y Owned				
				Date	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		ction Instr.		ies Acquired (A) or Of (D) (Instr. 3, 4 ar		5. Amour Securitie Beneficia Owned F Reported	s Illy ollowing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership
								Code	v	Amount	(A) or (D)	Price	Transacti (Instr. 3 a	ion(s)			(Instr. 4)
Common Stock													22,516		D		
			Table II - I			curities <i>A</i> IIs, warra							Owned				
1. Title of Derivative	2.	3. Transaction	if any					6. Date Exercisabl Expiration Date (Month/Day/Year)		e of Securities			1	9. Number derivative Securities Beneficial Owned Following Reported	e Ownersh 5 Form: Ily Direct (D or Indirec 1 (I) (Instr.	t (Instr. 4)	
Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Da	Cod	nsactior le (Instr	Derivative Securities Acquired or Dispos of (D) (Ins	e S (A) Sed	Expiratio	on Dat	te	of Securiti Underlying Derivative	es] Security	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported	e s ally g	Ownership	of Indirect Beneficial Ownership (Instr. 4)
	or Exercise Price of Derivative	Date	Execution Da	ate, Tran Cod	e (Instr	Derivative Securities Acquired or Dispos of (D) (Ins	e S (A) Sed	Expiratio	on Dat Day/Ye	te	of Securiti Underlying Derivative	es] Security	Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following	e s ally g	Ownershij Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
	or Exercise Price of Derivative	Date	Execution Da	ate, Trai Cod (ear) 8)	e (Instr	Derivative Securities Acquired or Dispos of (D) (Ins 4 and 5)	e (A) sed str. 3,	Expiratio (Month/D	on Dat Day/Ye	te ear) Expiration	of Securiti Underlying Derivative (Instr. 3 an	es Security d 4) Amount or Number of	Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transacti	e s ally g ion(s)	Ownershij Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
(Instr. 3) Stock Equivalent	or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Da	Ate, Trai Cod (ear) 8)	e (Instr	Derivative Securities Acquired or Dispos of (D) (Ins 4 and 5) (A)	e (A) sed str. 3,	Expiratio (Month/D Date Exercisa	ble	te sar) Expiration Date	of Securiti Underlying Derivative (Instr. 3 an Title	es Security d 4) Amount or Number of Shares	Derivative Security (Instr. 5)	derivative Securitie: Beneficia Owned Following Reported Transacti (Instr. 4)	e s ally g ion(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	of Indirect Beneficial Ownership (Instr. 4)
(Instr. 3) Stock Equivalent Unit Purchased Restricted Stock	or Exercise Price of Derivative Security (1)	Date (Month/Day/Year)	Execution Da	Ate, Trai Cod (ear) 8)	e (Instr	Derivative Securities Acquired or Dispos of (D) (Ins 4 and 5) (A)	e (A) sed str. 3,	Expiratio (Month/D Date Exercisa (3)	bble	Expiration Date (3)	of Securiti Underlying Derivative (Instr. 3 an Title Common Stock	es Security d 4) Amount or Number of Shares 10.952	Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s ally g ion(s) 693	Ownershi Form: Direct (D) or Indirect (I) (Instr. 4	of Indirect Beneficial Ownership (Instr. 4)
(Instr. 3) Stock Equivalent Unit Purchased Restricted Stock Purchased Restricted Stock	or Exercise Price of Derivative Security (1) (4)	Date (Month/Day/Year)	Execution Da	Ate, Trai Cod (ear) 8)	e (Instr	Derivative Securities Acquired or Dispos of (D) (Ins 4 and 5) (A)	e (A) sed str. 3,	Expiratic (Month/C Date Exercisa (3) 04/01/20	ble	Expiration Date (3) 04/01/2022	of Securiti Underlying Derivative (Instr. 3 an Title Common Stock Common Stock	es 3 Security d 4) Amount or Number of Shares 10.952 5,311	Derivative Security (Instr. 5)	derivative Securitie: Beneficia Owned Following Reported Transacti (Instr. 4)	e s slally g ion(s) 593 1 2	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

1. The Stock Equivalent Units ("Units") convert to Common Stock on a one-for-one basis.

2. Reflects Units under the Company's deferred compensation plan resulting from deferral of compensation and the 25% premium contributed by the Company on such Units. Units contributed by the Company are subject to vesting based on continued employment through December 31, 2021.

3. The Units are payable in Common Stock upon earlier of termination of employment or January 1 following retirement.

4. The Purchased Restricted Stock Units ("PRSUs") convert to Common Stock on a one-for-one basis.

5. The Restricted Stock Units ("RSUs") convert to Common Stock on a one-for-one basis.

/s/ Nanci Prado, attorney in fact 07/02/2020

** Signature of Reporting Person Date

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

 \ast If the form is filed by more than one reporting person, see Instruction 4 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.