SEC Form 4

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

2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person* (Check all applicable) **INTERNATIONAL FLAVORS & O'Leary Richard** Director 10% Owner FRAGRANCES INC [IFF] Officer (give title Other (specify X below) below) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) **EVP & Integration Officer** 08/14/2020 521 WEST 57TH STREET 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) NEW YORK 10019 Form filed by One Reporting Person NY Х Form filed by More than One Reporting Person (City) (Zip) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2A. Deemed Execution Date, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 5. Amount of 6. Ownership Form: Direct 7. Nature of Transaction Date Securities Indirect Beneficial (Month/Dav/Year) if any Code (Instr. 5) Beneficially (D) or Indirect Ownership (Instr. 4) (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Reported Transaction(s) (A) or (D) v Price Code Amount (Instr. 3 and 4) Common Stock 22,516 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature 2 Derivative Conversion Execution Date Derivative Expiration Date (Month/Day/Year) of Securities Underlying Derivative derivative Securities Ownership of Indirect Beneficial Transactior (Month/Day/Year) if any Code (Instr. 8) or Exercise Price of Security (Instr. 3) Security (Instr. 5) Form: Direct (D) (Month/Day/Year) **Derivative Security** Acquired (A) Beneficially Ownership or Disposed of (D) (Instr. 3, 4 and 5) Derivative (Instr. 3 and 4) Owned or Indirect (Instr. 4) Following Reported Security (I) (Instr. 4) Transaction(s) Amount (Instr. 4) or Number Date Expiration of Code v (A) (D) Evercisable Date Title Shares Stock Commo (1) 08/14/2020 10.889⁽²⁾ (3) (3) 10.889 \$123.17 5,511.754 D Equiv A Stock Unit Purchased Restricted (4) 04/01/2022 04/01/2022 5,311 D 5,311 Stock Stock Units Purchased Restricted Commo (4) 04/02/2021 04/02/2021 4.282 4.282 D Stock Stock Units Purchased Restricted Common (4) 04/06/2023 04/06/2023 3.655 3 655 D Stock Stock Units Restricted Commo (5) 7.472 Stock 11/01/2020 11/01/2020 7,472 D Stock Units

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 08/14/2020

** Signature of Reporting Person Date

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

* 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.