FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Machinaton | $ \sim $ | 20E40 | |
|-------------|----------|-------|--|
| Nashington, | D.C. | 20349 | |

| STATEMENT | OF | CHANGES | IN BE | NEFICIAL | OWNERSHII |) |
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| OMB APPROVAL | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | |
| Estimated average burden | | | | | | | | |
| hours per response: | 0.5 | | | | | | | |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | Address of R | Reporting Person* Susana | | | IN | TEI | Name and RNATIC | <u>ON</u> | L FL | <u>4V(</u> | <u> </u> | | | elationship o eck all applica Director | able) | g Perso | 10% Ov | vner | | |
|--|--------------|--|--------------|-------------|---|--|---|-----------|--|------------|--|---|---|--|--|--|---------------------------------------|------|--|--|
| (Last) 521 WEST | (Firs | , | (Middle) | | | | FRAGRANCES INC [IFF] 3. Date of Earliest Transaction (Month/Day/Year) 05/06/2020 | | | | | | | | X Officer (give title Other (specify below) EVP, Chief HR Officer | | | | | |
| (Street) NEW YOL | RK NY | | 0019 Zip) | | 4. If | 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 Person | | | | | | | |
| | | Tab | le I - Nor | ո-Deri | vativ | e Se | curities | Acq | uired, | Dis | osed of | , or Ben | eficiall | y Owned | | | | | | |
| ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | 2. Transaction Date (Month/Day/Ye | | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 | | | 5. Amour Securitie Beneficia Owned F Reported | s lly ollowing | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | |
| | | | | | | | | | Code | v | Amount | (A) or (D) | Price | Transacti (Instr. 3 a | on(s) nd 4) | | | | | |
| Common S | Stock | | | | | | | | | | | | | 5,7 | 7 66 | | D | | | |
| | | 7 | | | | | | | | | sed of, o | | | Owned | | | | | | |
| Derivative Conversion Date | | 3. Transaction Date (Month/Day/Year) 3A. Deeme Execution if any (Month/Day | | ed Date, | 4. Transa Code (| action | 5. Number of Derivative | | options, convertible 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title an Amount of Securities Underlyin Derivative (Instr. 3 a | d f s g Security | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficiall Owned Following Reported | e s ully | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | | | |
| | | | | | Code | v | (A) | (D) | Date Exercisa | ıble | Expiration Date | Title | Amount or Number of Shares | | Transact (Instr. 4) | | | | | |
| Purchased Restricted Stock Units | (1) | 05/06/2020 | | | A | | 1,085 ⁽²⁾ | | 04/06/20 | 023 | 04/06/2023 | Common Stock | 1,085 | \$0.0000 | 1,085 | 5 | D | | | |
| Restricted Stock Units | (3) | 05/06/2020 | | | A | | 1,808 ⁽⁴⁾ | | 04/06/20 | 023 | 04/06/2023 | Common Stock | 1,808 | \$0.0000 | 1,808 | В | D | | | |
| Stock Settled Appreciation Rights | \$131.31 | 05/06/2020 | | | A | | 4,521 | | 04/06/20 | 023 | 05/06/2027 | Common Stock | 4,521 | \$0.0000 | 4,52 | 1 | D | | | |
| Purchased Restricted Stock Units | (1) | | | | | | | | 04/01/20 | 022 | 04/01/2022 | Common Stock | 620 | | 620 | | D | | | |
| Purchased Restricted Stock Units | (1) | | | | | | | | 04/02/20 | 021 | 04/02/2021 | Common Stock | 963 | | 963 | | D | | | |
| Restricted Stock Units | (3) | | | | | | | | 04/01/20 | 022 | 04/01/2022 | Common Stock | 2,412 | | 2,412 | 2 | D | | | |
| Restricted Stock Units | (3) | | | | | | | | 04/02/20 | 021 | 04/02/2021 | Common Stock | 1,606 | | 1,600 | 6 | D | | | |
| Stock Settled Appreciation Rights | \$137.82 | | | | | | | | 04/01/20 |)22 | 05/01/2026 | Common Stock | 2,585 | | 2,585 | 5 | D | | | |
| Stock Settled Appreciation | \$140.1 | | | | | | | | 04/02/20 | 021 | 05/02/2025 | Common Stock | 4,015 | | 4,015 | 5 | D | | | |

Explanation of Responses:

- $1.\ The\ Purchased\ Restricted\ Stock\ Units\ ("PRSUs")\ convert\ to\ Common\ Stock\ on\ a\ one-for-one\ basis.$
- 2. Represents matching grant of Purchased Restricted Stock Units ("PRSUs") under the Equity Choice Program, all of which will vest on April 6, 2023.
- 3. The Restricted Stock Units ("RSUs") convert to Common Stock on a one-for-one basis.
- 4. Represents RSUs granted under the Equity Choice Program.

/s/ Nanci Prado, attorney in fact 05/08/2020

** 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.