

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) April 28, 2009

INTERNATIONAL FLAVORS & FRAGRANCES INC.

(Exact Name of Registrant as Specified in Charter)

New York

1-4858

13-1432060

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

521 West 57th Street, New York, New York

10019

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code (212) 765-5500

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On April 28, 2009, the Compensation Committee (the "Compensation Committee") of the Board of Directors of International Flavors and Fragrances Inc. (the "Company"), with the assistance of independent compensation consultants, approved a one-time cash bonus of \$100,000 as well as a grant on April 28, 2009 of 5,000 Restricted Stock Units ("RSUs") to Richard A. O'Leary for his service as Interim Chief Financial Officer. In connection with the previously-announced election of Kevin Berryman as Executive Vice President and Chief Financial Officer of the Company, on May 14, 2009 Mr. O'Leary will step down from his role as Interim Chief Financial Officer of the Company, which he has held since July 2008, and will continue to serve as Vice President, Corporate Development. The RSUs, which were granted under the Company's 2000 Stock Award and Incentive Plan, will vest on the third anniversary of the grant date.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**INTERNATIONAL FLAVORS &
FRAGRANCES INC.**

Dated: May 1, 2009

By: /s/ Dennis M. Meany

Name: Dennis M. Meany

Title: Senior Vice President, General
Counsel and Secretary
