SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ 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

1. Name and Address of Reporting Person* **Williamson Stephen**	2. Issuer Name **and** Ticker or Trading Symbol INTERNATIONAL FLAVORS & FRAGRANCES INC [IFF]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) **521 WEST 57TH STREET**	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2019	X Director 10% Owner Officer (give title below) Other (specify below)
(Street) **NEW YORK NY 10019** (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	05/01/2019		A		997[2]		05/01/2020	05/01/2020	Common Stock	997	$0.0000	997	D	
Restricted Stock Units	(1)	05/02/2019		D			874	05/02/2019	05/02/2019	Common Stock	874	(3)	0.0000	D	
Stock Equivalent Unit	(4)	05/02/2019		A		874		(5)	(5)	Common Stock	874	(3)	2,933.42[6]	D	

Explanation of Responses:

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

2. Represent RSUs granted under the Non-Employee Director Compensation Program.

3. Upon the vesting of RSUs on May 2, 2019, the reporting person deferred the receipt of 874 shares of Common Stock and received instead 874 Stock Equivalent Units pursuant to IFF's deferred compensation plan.

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

5. The Stock Equivalent Units become payable upon the reporting person ceasing to serve as a member of the Company's Board of Directors.

6. Includes Units acquired during the period upon reinvestment of dividends under the Company's deferred compensation plan during 2019. The transactions were exempt pursuant to Rule 16a-11.

/s/ Nanci Prado, attorney in fact   05/03/2019
** 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.