

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

International Flavors & Fragrances Inc.

(Exact name of Registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

13-1432060
(IRS Employer
Identification No.)

521 West 57th Street, New York, New York
(Address of principal executive offices)

10019
(Zip Code)

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

International Flavors & Fragrances Inc. Deferred Compensation Plan

Dennis M. Meany, Esq.
Senior Vice President, General Counsel and Secretary
International Flavors & Fragrances Inc.
521 West 57th Street
New York, New York 10019
Telephone: (212) 765-5500

(Name, address, including zip code, and telephone number, including
area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

EXPLANATORY STATEMENT — DEREGISTRATION OF A PORTION OF SHARES

The Compensation Committee of Board of Directors of International Flavors & Fragrances Inc. (the “Company”) approved an amendment to the Company’s Deferred Compensation Plan (the “Plan”), effective as of February 2, 2010, to decrease the number of shares of Company common stock, par value \$0.12¹/₂ per share (“Common Stock”), available under the Plan by 3,550,000 shares. Accordingly, the purpose of this Post-Effective Amendment to the Company’s Registration Statement on Form S-8 (Commission File No. 333-61072), which was originally filed on May 16, 2001 (the “Registration Statement”), is to reduce the 4,000,000 shares of Common Stock previously registered for issuance under the Plan pursuant to the Registration Statement by 3,550,000 shares. As a result, the Registration Statement now covers a maximum of 450,000 shares of Common Stock in addition to the deferred compensation obligations previously registered on the Registration Statement.

Except to the extent specified above, the Registration Statement as previously filed is not amended or otherwise affected by this Post-Effective Amendment thereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 (the "Securities Act"), the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, and State of New York, on this 20th day of December, 2010.

INTERNATIONAL FLAVORS & FRAGRANCES INC.

By: /s/ Dennis M. Meany
Dennis M. Meany
Senior Vice President, General Counsel and Secretary

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas D. Tough</u> Douglas D. Tough	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	December 20, 2010
<u>/s/ Kevin C. Berryman</u> Kevin C. Berryman	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	December 20, 2010
<u>/s/ Margaret Hayes Adame*</u> Margaret Hayes Adame	Director	December 20, 2010
<u>/s/ Marcello Bottoli*</u> Marcello Bottoli	Director	December 20, 2010
<u>/s/ Linda B. Buck*</u> Linda B. Buck	Director	December 20, 2010
<u>/s/ J. Michael Cook*</u> J. Michael Cook	Director	December 20, 2010

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Peter A. Georgescu*</u> Peter A. Georgescu	Director	December 20, 2010
<u>/s/ Roger W. Ferguson, Jr.*</u> Roger W. Ferguson, Jr.	Director	December 20, 2010
<u>/s/ Alexandra A. Herzan*</u> Alexandra A. Herzan	Director	December 20, 2010
<u>/s/ Henry W. Howell, Jr.*</u> Henry W. Howell, Jr.	Director	December 20, 2010
<u>/s/ Katherine M. Hudson*</u> Katherine M. Hudson	Director	December 20, 2010
<u>/s/ Arthur C. Martinez*</u> Arthur C. Martinez	Director	December 20, 2010

* Signed by Jodie Simon Friedman, as attorney-in-fact on behalf of each person so indicated pursuant to powers of attorney previously filed with the Commission or filed herewith.

By: /s/ Jodie Simon Friedman
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, and State of New York, on December 20, 2010.

By: /s/ Angelica T. Cantlon
Angelica T. Cantlon
Senior Vice President, Human Resources

List of Exhibits

<u>Exhibit No.</u>	<u>Description</u>
4	Amendment to the International Flavors and Fragrances Inc. Deferred Compensation Plan
24	Powers of Attorney

Resolution of the Compensation Committee of the Board of Directors of International Flavors & Fragrances Inc.

RESOLVED, that the final and second to final sentence of Section 11 of the Company's Deferred Compensation Plan, as amended and restated, shall be amended to read as follows:

In the case of shares deliverable in connection with Deferred Stock credited in connection with Dividend Equivalents, or if the Committee authorizes deemed investments in Deferred Stock by participants deferring cash, any shares to be deposited under the Plan in a Trust in connection with such deemed investments in Deferred Stock or otherwise to be delivered in settlement of such Deferred Stock, with respect to deferrals and related events occurring from and after the effectiveness of the Company's 2010 Stock Award and Incentive Plan, shall be shares drawn from the 2010 Stock Award and Incentive Plan (or any successor to the 2010 Stock Award and Incentive Plan), and for this purpose this Deferred Compensation Plan shall be deemed to be a sub-plan under the 2010 Stock Award and Incentive Plan (or any successor plan thereto). Effective February 2, 2010, 3,550,000 of the 3,585,376 remaining treasury shares reserved and available under this Deferred Compensation Plan that are not committed in respect to existing deferrals or previously delivered under this Plan shall cease to be reserved and available, and shall be released.

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation (the "Corporation"), which is about to file with the Securities and Exchange Commission (the "Commission"), under the provisions of the Securities Act of 1933, as amended, a post-effective amendment to the Registration Statement on Form S-8 filed with the Commission on May 16, 2001 (the "Registration Statement"), for the purpose of reducing the number of shares of the Corporation's Common Stock to be issued under the Corporation's Deferred Compensation Plan, hereby constitutes and appoints Dennis M. Meany or Jodie Simon Friedman as his (her) attorneys, and each of them as his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such post-effective amendment to the Registration Statement, and any and all further amendments to the Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto such attorneys, and each of them, full power and authority to do so and perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of such attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 20th day of December, 2010.

/s/ Margaret Hayes Adame

Margaret Hayes Adame

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation (the "Corporation"), which is about to file with the Securities and Exchange Commission (the "Commission"), under the provisions of the Securities Act of 1933, as amended, a post-effective amendment to the Registration Statement on Form S-8 filed with the Commission on May 16, 2001 (the "Registration Statement"), for the purpose of reducing the number of shares of the Corporation's Common Stock to be issued under the Corporation's Deferred Compensation Plan, hereby constitutes and appoints Dennis M. Meany or Jodie Simon Friedman as his (her) attorneys, and each of them as his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such post-effective amendment to the Registration Statement, and any and all further amendments to the Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto such attorneys, and each of them, full power and authority to do so and perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of such attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 20th day of December, 2010.

/s/ Marcello Bottoli
Marcello Bottoli

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation (the "Corporation"), which is about to file with the Securities and Exchange Commission (the "Commission"), under the provisions of the Securities Act of 1933, as amended, a post-effective amendment to the Registration Statement on Form S-8 filed with the Commission on May 16, 2001 (the "Registration Statement"), for the purpose of reducing the number of shares of the Corporation's Common Stock to be issued under the Corporation's Deferred Compensation Plan, hereby constitutes and appoints Dennis M. Meany or Jodie Simon Friedman as his (her) attorneys, and each of them as his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such post-effective amendment to the Registration Statement, and any and all further amendments to the Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto such attorneys, and each of them, full power and authority to do so and perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of such attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 20th day of December, 2010.

/s/ Linda B. Buck
Linda B. Buck

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation (the "Corporation"), which is about to file with the Securities and Exchange Commission (the "Commission"), under the provisions of the Securities Act of 1933, as amended, a post-effective amendment to the Registration Statement on Form S-8 filed with the Commission on May 16, 2001 (the "Registration Statement"), for the purpose of reducing the number of shares of the Corporation's Common Stock to be issued under the Corporation's Deferred Compensation Plan, hereby constitutes and appoints Dennis M. Meany or Jodie Simon Friedman as his (her) attorneys, and each of them as his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such post-effective amendment to the Registration Statement, and any and all further amendments to the Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto such attorneys, and each of them, full power and authority to do so and perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of such attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 20th day of December, 2010.

/s/ J. Michael Cook

J. Michael Cook

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 20th day of December, 2010.

/s/ Peter A. Georgescu
Peter A. Georgescu

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation (the "Corporation"), which is about to file with the Securities and Exchange Commission (the "Commission"), under the provisions of the Securities Act of 1933, as amended, a post-effective amendment to the Registration Statement on Form S-8 filed with the Commission on May 16, 2001 (the "Registration Statement"), for the purpose of reducing the number of shares of the Corporation's Common Stock to be issued under the Corporation's Deferred Compensation Plan, hereby constitutes and appoints Dennis M. Meany or Jodie Simon Friedman as his (her) attorneys, and each of them as his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such post-effective amendment to the Registration Statement, and any and all further amendments to the Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto such attorneys, and each of them, full power and authority to do so and perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of such attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 20th day of December, 2010.

/s/ Roger W. Ferguson, Jr.

Roger W. Ferguson, Jr.

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 20th day of December, 2010.

/s/ Alexandra A. Herzan
Alexandra A. Herzan

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation (the "Corporation"), which is about to file with the Securities and Exchange Commission (the "Commission"), under the provisions of the Securities Act of 1933, as amended, a post-effective amendment to the Registration Statement on Form S-8 filed with the Commission on May 16, 2001 (the "Registration Statement"), for the purpose of reducing the number of shares of the Corporation's Common Stock to be issued under the Corporation's Deferred Compensation Plan, hereby constitutes and appoints Dennis M. Meany or Jodie Simon Friedman as his (her) attorneys, and each of them as his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such post-effective amendment to the Registration Statement, and any and all further amendments to the Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto such attorneys, and each of them, full power and authority to do so and perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of such attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 20th day of December, 2010.

/s/ Henry W. Howell, Jr.
Henry W. Howell, Jr.

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation (the "Corporation"), which is about to file with the Securities and Exchange Commission (the "Commission"), under the provisions of the Securities Act of 1933, as amended, a post-effective amendment to the Registration Statement on Form S-8 filed with the Commission on May 16, 2001 (the "Registration Statement"), for the purpose of reducing the number of shares of the Corporation's Common Stock to be issued under the Corporation's Deferred Compensation Plan, hereby constitutes and appoints Dennis M. Meany or Jodie Simon Friedman as his (her) attorneys, and each of them as his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such post-effective amendment to the Registration Statement, and any and all further amendments to the Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto such attorneys, and each of them, full power and authority to do so and perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of such attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 20th day of December, 2010.

/s/ Katherine M. Hudson
Katherine M. Hudson

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation (the "Corporation"), which is about to file with the Securities and Exchange Commission (the "Commission"), under the provisions of the Securities Act of 1933, as amended, a post-effective amendment to the Registration Statement on Form S-8 filed with the Commission on May 16, 2001 (the "Registration Statement"), for the purpose of reducing the number of shares of the Corporation's Common Stock to be issued under the Corporation's Deferred Compensation Plan, hereby constitutes and appoints Dennis M. Meany or Jodie Simon Friedman as his (her) attorneys, and each of them as his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such post-effective amendment to the Registration Statement, and any and all further amendments to the Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto such attorneys, and each of them, full power and authority to do so and perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of such attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 20th day of December, 2010.

/s/ Arthur C. Martinez
Arthur C. Martinez