

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO/A
(Rule 14d-100)

Tender Offer Statement Under Section 14(d)(1)
or Section 13(e)(1) of the Securities Exchange Act of 1934
(Amendment No. 3--Final Amendment)

BUSH BOAKE ALLEN INC.
(Name of Subject Company (Issuer))

B ACQUISITION CORP.
a wholly owned subsidiary of

INTERNATIONAL FLAVORS & FRAGRANCES INC.
(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$1.00 PER SHARE
(Title of Class of Securities)

123162109
(CUSIP Number of Class of Securities)

Stephen A. Block, 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 and telephone number of person authorized to receive notices
and communications on behalf of filing persons)

Copy to:
Roger S. Aaron, Esq.
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Four Times Square
New York, New York 10036-6522
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CALCULATION OF FILING FEE

Transaction Valuation*
\$1,006,509,685

Amount of Filing Fee
\$201,302**

* For purposes of calculating amount of filing fee only. This amount assumes the purchase of (i) all outstanding shares of common stock of Bush Boake Allen Inc. (19,351,063 shares) at a purchase price of \$48.50 per share and (ii) shares of common stock of Bush Boake Allen Inc. subject to options that will be vested and exercisable as of the closing of this offer (1,401,714 shares) at a purchase price of \$48.50 per share. The amount of the filing fee calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50 of 1% of the transaction value.

** This amount has previously been paid.

[] Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A
Filing Parties: N/A

Form or Registration No.: N/A
Date Filed: N/A

[] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 3, which is the final amendment, to the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed initially with the Securities and Exchange Commission on October 6, 2000, relates to the third-party tender offer by B Acquisition Corp., a Virginia corporation ("Merger Subsidiary") and a wholly owned subsidiary of International Flavors & Fragrances Inc., a New York corporation ("Parent"), to purchase all outstanding shares of common stock of Bush Boake Allen Inc., a Virginia corporation (the "Company"), par value \$1.00 per share (the "Shares"), at \$48.50 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase and in the related Letter of Transmittal (which, together with all amendments or supplements thereto, are herein collectively referred to as the "Offer"). Capitalized terms used herein but not defined herein shall have the meanings ascribed to them in the Offer to Purchase.

Items 1, 4 and 11.

Items 1, 4 and 11 are hereby amended and supplemented to add the following:

The Offer expired at 12:00 midnight, New York City time, on Friday, November 3, 2000. Based on information provided by the Depositary to Parent, as of November 3, 2000, a total of at least 18,833,316 Shares, representing at least 97% of the outstanding Shares, have been validly tendered and not withdrawn pursuant to the Offer. Merger Subsidiary has accepted for prompt payment all Shares validly tendered pursuant to the Offer.

On November 6, 2000, Parent issued a press release, a copy of which is attached hereto as Exhibit (a)(10) and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 is hereby amended and supplemented to add the following new exhibit:

(a)(10) Press Release, dated November 6, 2000.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

B Acquisition Corp.

/s/ Stephen A. Block

By: _____

Name: Stephen A. Block
Title: Vice President, Secretary
and Treasurer

International Flavors & Fragrances
Inc.

/s/ Stephen A. Block

By: _____

Name: Stephen A. Block
Title: Senior Vice President,
General Counsel and
Secretary

Dated: November 6, 2000

International Flavors & Fragrances Completes Tender Offer for All of the
Outstanding Shares of Bush Boake Allen Common Stock

New York, New York, November 6, 2000--International Flavors & Fragrances Inc. (NYSE: IFF) and Bush Boake Allen Inc. (NYSE: BOA) today announced the successful completion of the cash tender offer for all outstanding shares of common stock of Bush Boake Allen. The tender offer, which commenced on October 6, 2000, expired at 12:00 midnight New York City time on Friday, November 3, 2000.

IFF has been advised by The Bank of New York, the Depository for the tender offer, that a total of at least 18,833,316 shares of Bush Boake Allen common stock had been validly tendered and not withdrawn prior to the expiration of the offer. The number of shares tendered and not withdrawn represents at least 97% of the outstanding shares of Bush Boake Allen. All such shares have been accepted for purchase in accordance with the terms of the offer and payment for these shares will be made promptly.

IFF intends to complete the acquisition of Bush Boake Allen through a merger in which all shares of common stock not validly tendered in the tender offer will be converted into the right to receive \$48.50 per share in cash. Payment of such amount will be made following the merger upon proper presentation of certificates formerly representing shares to The Bank of New York, Paying Agent for the merger, together with a properly completed letter of transmittal. Transmittal materials will be sent to stockholders following the merger.

IFF is the world's leading creator and manufacturer of flavors and fragrances used by others to impart or improve flavor or fragrance in a wide variety of consumer products. IFF has sales, manufacturing and creative facilities in more than 35 countries worldwide with sales of \$1.44 billion in 1999.

Bush Boake Allen, which conducts operations on six continents, has 60 locations in 38 countries worldwide. Bush Boake Allen supplies flavors and fragrances to the world's leading consumer products companies for use in foods, beverages, soaps and detergents, cosmetics, toiletries, personal care items and related products. Its aroma chemicals, natural extracts and essential oils serve as raw materials for a wide range of compounded flavors and fragrances. Bush Boake Allen had 1999 worldwide sales of \$499 million.