
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. 2)

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.
Stephen F. Arcano, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036-6522
Telephone: (212) 735-3000

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.

** \$201,302 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. 2 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.

Item 11. Additional Information.

Item 11 is hereby amended and supplemented to add the following:

On October 30, 2000, Parent and the Company announced that the waiting period under the HSR Act applicable to the Offer expired at 11:59 p.m., New York City time, October 26, 2000. Parent and the Company issued a joint press release, a copy of which is attached hereto as Exhibit (a)(9) and is incorporated herein by reference.

Item 12. Exhibits.

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

(a)(9) Press Release, dated October 30, 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: October 30, 2000

INTERNATIONAL FLAVORS & FRAGRANCES AND
BUSH BOAKE ALLEN ANNOUNCE EXPIRATION
OF HART-SCOTT-RODINO WAITING PERIOD

NEW YORK (October 30, 2000) - International Flavors & Fragrances Inc. (NYSE:IFF) and Bush Boake Allen Inc. (NYSE:BOA) today announced that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, has expired in connection with the previously announced acquisition of Bush Boake Allen. On October 6, 2000, IFF and Bush Boake Allen announced that B Acquisition Corp., a wholly-owned subsidiary of IFF, had commenced a tender offer for all of the outstanding shares of common stock of Bush Boake Allen at a price of \$48.50 per share, as provided under an Agreement and Plan of Merger, dated as of September 25, 2000.

The tender offer is scheduled to expire at 12:00 midnight, New York City time, on Friday, November 3, 2000, unless extended. According to The Bank of New York, the depository for the offer, as of the close of business on October 27, 2000, 13,302,685 shares of Bush Boake Allen common stock, representing approximately 68.7% of the issued and outstanding shares of common stock, had been validly tendered and not withdrawn.

Questions and requests for assistance with respect to the offer may be directed to the Information Agent or the Dealer Manager for the offer. The Information Agent is Georgeson Shareholder Communications Inc., 17 State Street, 10th Floor, New York, New York 10004. Banks and brokers call collect (212) 440-9800. All others calls toll free (800) 223-2064.

The Dealer Manager for the offer is Morgan Stanley Dean Witter, 1585 Broadway, New York, New York 10036.

The Depository for the offer is The Bank of New York, One Wall Street, New York, New York 10286.

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.

BBA, which conducts operations on six continents, has 60 locations in 38 countries worldwide. BBA 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. BBA had 1999 worldwide sales of \$499 million.