| SEC Form 4 |
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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

| OMB Number: 3235-02 | | | | | | | | |
|--------------------------|-----|--|--|--|--|--|--|--|
| Estimated average burden | | | | | | | | |
| hours per response: | 0.5 | | | | | | | |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| 1. Name and Address of Reporting Person* O'Leary Richard | | | | | 2. Issuer Name and Ticker or Trading Symbol <u>INTERNATIONAL FLAVORS &</u> <u>FRAGRANCES INC</u> [IFF] | | | | | | | (Che | ck all applic Director | able) | rting Person(s) to Issuer 10% Owner itle Other (specify | | |
|--|---|--|--|--|--|--------------------------|-----------------------------------|--|---------------------------|--------------------|---|--|--|--|---|---|---------------------------------------|
| (Last) (First) (Middle) 521 WEST 57TH STREET | | | | 3. Date of Earliest Transaction (Month/Day/Year) 07/15/2020 | | | | | | | | below) | P & Integ | gratio | below)` n Officer | | |
| (Street) NEW YORK NY 10019 (City) (State) (Zip) | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | dividual or Joint/Group Filing (Check Applicable) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| | | Ta | ble I - Nor | ו-Deriva | tive | Securities | s Acc | uired. D |)isp | oosed of. | or Bene | eficially | Owned | | | | |
| 1. Title of Security (Instr. 3) | | | 2. Transa Date (Month/D | ction | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. | | 4. Securities Acquired (A | | (A) or | 5. Amoun Securities Beneficia Owned Fe Reported | s Ily ollowing | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | | | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | | | (1130.4) |
| Common | Stock | | | | | | | | | | | | 22, | 516 | | D | |
| | | | Table II - | | | ecurities alls, warra | | | | | | | Dwned | | | · · · · · | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution D if any (Month/Day/ | ate, Tra Co | nsactio le (Inst | action Derivative I | | Expiration Date of Sect (Month/Day/Year) Underl Deriva | | | 7. Title and of Securitie Underlying Derivative S (Instr. 3 and | es Security | Derivative d Security S (Instr. 5) B F R | 9. Number or derivative Securities Beneficially Owned Following Reported Transaction(| e s dly g | Ownershi Form: Direct (D) or Indirect (I) (Instr. 4 | Beneficial Ownership (Instr. 4) |
| | | | | Co | le V | (A) | (D) | Date | Т | | | Amount or Number | | (Instr. 4) | on(s) | | |
| Stock Equivalent Unit | | | | | | (~) | | Exercisab | | Expiration Date | | of Shares | | | | | |
| 1 | (1) | 07/15/2020 | | А | | 10.339 ⁽²⁾ | | (3) | | | Title | | \$129.72 | 5,430.49 | 95 ⁽⁴⁾ | D | |
| Purchased Restricted Stock Units | (1) | 07/15/2020 | | A | | | | | | Date | Title Common | Shares | \$129.72 | 5,430.49 | | D | |
| Restricted Stock | | 07/15/2020 | | A | | | | (3) | 2 C | (3) | Title Common Stock | Shares 10.339 | \$129.72 | | 1 | | |
| Restricted Stock Units Purchased Restricted Stock | (5) | 07/15/2020 | | A | | | | (3) 04/01/202 | 1 C | (3) 04/01/2022 | Title Common Stock Common Common Common | Shares 10.339 5,311 | \$129.72 | 5,311 | 2 | D | |

Explanation of Responses:

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

2. Reflects Units under the Company's deferred compensation plan resulting from deferral of compensation and the 25% premium contributed by the Company on such Units. Units contributed by the Company are subject to vesting based on continued employment through December 31, 2021.

3. The Units are payable in Common Stock upon earlier of termination of employment or January 1 following retirement.

4. Includes Units acquired during the period upon reinvestment of dividends under the Company's deferred compensation plan during 2020. The transactions were exempt pursuant to Rule 16a-11.

5. The Purchased Restricted Stock Units ("PRSUs") convert to Common Stock on a one-for-one basis.

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

/s/ Nanci Prado, attorney in fact 07/17/2020

** 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.