SEC Form 5

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

Form 3 Holdings Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

OMB APPROVAL

Estimated average hours per response: 1.0

| Form 4 Transactio | ons Reported. | Filed | l 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* Ferraro John Francis (Last) (First) (Middle) 521 WEST 57TH STREET | | | 2. Issuer Name and Ticker or Trading Symbol <u>INTERNATIONAL FLAVORS & FRAGRANCES INC</u> [IFF] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2017 | | ationship of Reporting Per- c all applicable) Director Officer (give title below) | son(s) to Issuer 10% Owner Other (specify below) | | | | | | |
| (Street) NEW YORK (City) | NY (State) | 10019 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | vidual or Joint/Group Filing Form filed by One Rep Form filed by More that Person | orting Person | | | | | | |

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

| | | | · · · | · • | | | | | |
|---|--|-------------------|-------|--|---------------|-------|--|--------------|--|
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/Date) | | | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | Beneficially | Form: Direct | 7. Nature of Indirect Beneficial |
| | | (wonthibay) real) | 0) | Amount | (A) or (D) | Price | Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | | Ownership (Instr. 4) |

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. Nur of Deriva Secur Acqui (A) or Dispo of (D) (Instr. and 5 | ative rities ired osed 3, 4 | Expiration Date (Month/Day/Year) | | te Amount of | | 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) |
|---|---|--|---|---|---|---|-------------------------------------|--------------------|-----------------|--|---|--|--|--|
| | | | | | (A) | , (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Equivalent Unit | (1) | 12/31/2017 | | A | 28 ⁽²⁾ | | (3) | (3) | Common Stock | 28 | \$0.0000 | 1,927 | D | |

Explanation of Responses:

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

2. Units acquired upon reinvestment of dividends accrued on Units under the Company's deferred compensation plan during 2017. The acquisition of Units with reinvested dividends is exempt from line item reporting under SEC Rule 16a-11.

3. The Units are payable in Common Stock upon retirement or other termination of directorship.

Nanci Prado, attorney in fact

** Signature of Reporting Person

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.

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02/02/2018 Date

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