

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) January 25, 2005

INTERNATIONAL FLAVORS & FRAGRANCES INC.

(Exact Name of Registrant as Specified in Charter)

New York

1-4858

13-1432060

(State or Other Jurisdiction of  
Incorporation)

(Commission File Number)

(I.R.S. Employer Identification  
Number)

521 West 57th Street, New York, New York

10019

(Address of Principal Executive Offices)

(Zip  
Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

INFORMATION TO BE INCLUDED IN THE REPORT

Item 1.01. Entry Into a Material Definitive Agreement

Under the Company's Annual Incentive Plan ("AIP"), each executive officer of the Company has an annual incentive award target based on the achievement of specific quantitative corporate performance goals and derivative regional and/or category performance goals which are determined by the Compensation Committee of the Company's Board of Directors (the "Compensation Committee"). For 2004, the corporate performance criteria related to increases in revenue and improvements in operating profit as a percentage of sales. At its meeting held on January 25, 2005, the Compensation Committee determined the extent to which the corporate performance goals were achieved for 2004 and approved the payment of AIP awards to all executive officers in accordance with the AIP and the established performance criteria.

Under the Company's Long-Term Incentive Plan ("LTIP"), each executive officer of the Company has an award target for each three-year performance cycle based on the achievement of specific quantitative corporate performance goals which are determined by the Compensation Committee. For the 2002-2004 cycle, these performance criteria related to improvements in earnings per share and return on net tangible assets. At its meeting held on January 25, 2005, the Compensation Committee determined the extent to which the corporate performance goals were achieved for the 2002-2004 cycle and approved the payment of LTIP awards to all executive officers in accordance with the LTIP and the established performance criteria. Attached as Exhibit 10.1 are the performance criteria for the 2003-2005 and 2004-2006 cycles under the LTIP which were approved by the Compensation Committee in 2003 and 2004, respectively.

The Compensation Committee recommended, and the Board approved, the grant on May 11, 2004 to each executive officer of a Restricted Stock Unit ("RSU") award containing corporate performance criteria, in addition to time restrictions. The performance criteria related to earnings per share achieved in 2004 and return on invested capital achieved in 2004. At its meeting held on January 25, 2005, the Compensation Committee determined the

extent to which the corporate performance criteria were satisfied and approved the final number of RSU's awarded to each executive officer; the RSU's awarded remain subject to time restrictions before they vest.

Attached as Exhibit 10.2 is the Company's modified Vision 2001 Compensation Program.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

10.1 Performance Criteria for the 2003-2005 and 2004-2006 Cycles under the Company's Long-Term Incentive Plan

10.2 Updated Vision 2001 Compensation Program

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**INTERNATIONAL FLAVORS & FRAGRANCES  
INC.**

Dated: January 28, 2005

By: */s/ Dennis M. Meany*

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Name: Dennis M. Meany

Title: Senior Vice President, General Counsel and  
Secretary

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**EXHIBIT INDEX**

Exhibit No.    Description

10.1    Performance Criteria for the 2003-2005 and 2004-2006 Cycles under the Company's Long-Term Incentive Plan

10.2    Updated Vision 2001 Compensation Program

Performance Criteria for the 2003-2005 and 2004-2006 Cycles  
under the Company's Long-Term Incentive Plan

For the 2003-2005 and 2004-2006 cycles, the performance criteria under the Company's Long-Term Incentive Plan, which were determined by the Compensation Committee of the Company's Board of Directors, relate to improvements in earnings per share and return on invested capital.

## Vision 2001 Compensation Program — updated 2005 — Compensation Elements

There are six elements of Vision 2001 Compensation Program:

- Salary
- Annual Incentive
- Long Term Incentive
- Equity
- Perquisites
- Deferred Compensation

## International Flavors &amp; Fragrances Inc.

Vision 2001 Compensation Program - updated 2005 - Compensation Elements  
(Incentive elements and equity represented as a percentage of base salary)

Salary Grade	Salary Grade Range (\$000s)		Annual Incentive (a)			Long Term Incentive			Restricted Stock Grants (c)			
	Min.	Max.	Threshold	Target	Max.	Threshold	Target	Max.	Minimum	Target	Max.	
CEO	\$900	-	60.0%	120.0%	180.0%	25.0%	100.0%	150.0%	60.0%	120.0%	180.0%	
L	\$450	- \$750	37.5%	75.0%	112.5%	20.0%	80.0%	120.0%	55.0%	110.0%	165.0%	
K	\$325	- \$585	27.5%	55.0%	82.5%	16.3%	65.0%	97.5%	47.5%	95.0%	142.5%	
J	\$275	- \$495	22.5%	45.0%	67.5%	15.0%	60.0%	90.0%	40.0%	80.0%	120.0%	
I	\$200	- \$360	22.5%	45.0%	67.5%	12.5%	50.0%	75.0%	37.5%	75.0%	112.5%	
H	\$160	- \$300	17.5%	35.0%	52.5%	10.0%	40.0%	60.0%	22.5%	45.0%	67.5%	
G	\$130	- \$250	17.5%	35.0%	52.5%		--	--	--	30.0%	--	
F	\$100	- \$200	12.5%	25.0%	37.5%		--	--	--	20.0%	--	
E	\$ 75	- \$150	10.0%	20.0%	30.0%		--	--	--	15.0%	--	
D	\$ 60	- \$110	5.0%	10.0%	15.0%		--	--	--	10.0%	--	
C	\$ 50	- \$ 90	4.0%	8.0%	12.0%		--	--	--	8.0%	--	
B	\$ 40	- \$ 65		n/a(b)			--	--	--	--	--	
A	\$ 30	- \$ 50		n/a(b)			--	--	--	--	--	

(a) For Salary Grades G and below, target percentages expressed are for US based employees; target percentages vary in other countries based on competitive practice.

(b) Where competitively warranted, local incentive plans are in place.

(c) For Salary Grades H and above, restricted stock grants are subject to both performance criteria and service vesting provisions; for Salary Grades G and below, restricted stock grants are subject to service vesting provisions only.

Vision 2001 Compensation Program - updated 2005 - Other Elements  
Perquisites Plan

Salary Grade	Car	Vacation	Severance	Annual Physical Parking		Class of Air Travel	Financial Counseling & Estate Planning	Fitness Club (e)
CEO	Yes	per Board	per Contract (a)	Yes	Yes	First or Business	Yes (c)	Yes
L	Yes	4 Weeks	per ESP (b)	Yes	Yes	First or Business	Yes (c)	Yes
K	Yes	4 Weeks	per ESP (b)	Yes	Yes	First or Business	Yes (c)	Yes
J	Yes	4 Weeks	per ESP (b)	Yes	Yes	First or Business	Yes (c)	Yes
I	Yes	4 Weeks	per ESP (b)	Yes	Yes	Business or Coach	Yes (d)	Yes
H	Yes	4 Weeks	per ESP (b)	Yes	Yes	Business or Coach	Yes (d)	Yes
G	No	4 Weeks	12 months	Yes	No	Coach or Bus (> 5 hrs)	No	No
F	No	3 Weeks	per Policy (6 mos min.)	No	No	Coach or Bus (> 5 hrs)	No	No
E	No	3 Weeks	per Policy (6 mos min.)	No	No	Coach or Bus (> 5 hrs)	No	No
D	No	per Policy	per Policy	No	No	Coach or Bus (> 5 hrs)	No	No
C	No	per Policy	per Policy	No	No	--	No	No
B	No	per Policy	per Policy	No	No	--	No	No
A	No	per Policy	per Policy	No	No	--	No	No

- (a) Covered under Executive Separation Policy except as provided in CEO letter agreement.
- (b) ESP = Executive Separation Policy.
- (c) Individual financial counseling from specified provider annually and estate/tax planning provided up to an amount of \$4,000 per 3 year period.
- (d) Individual financial counseling from specified provider annually.
- (e) Fitness club subsidy provided to a maximum of \$3,000 per year.