

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

Registration Statement

Under

The Securities Act of 1933

INTERNATIONAL FLAVORS & FRAGRANCES INC.
(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation or organization)

13-1432060
(I.R.S. Employer
Identification No.)

521 West 57th Street
New York, New York 10019
(Address of principal executive offices) (Zip Code)

IFF Global Employee Stock Purchase Plan
(Full title of the plan)

Stephen A. Block
Senior Vice-President, General Counsel & Secretary
International Flavors & Fragrances Inc.
521 West 57th Street
New York, New York 10019
(212) 765-5500

(Name, address and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.12 1/2 par value. Common Stock Purchase Rights (2)(3)	5,000,000 shares	\$18.66(4)	\$93,281,250	\$24,627

(1) Pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers any additional shares of Common Stock which may be issuable pursuant to the antidilution provisions of the IFF Global Employee Stock Purchase Plan.

(2) In addition, pursuant to Rule 416(c), this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

(3) The Rights to purchase Common Stock will be attached to and will trade with shares of Common Stock of the Company.

(4) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h). The price is based upon the average of the high and low prices of International Flavors & Fragrances Inc. Common Stock on November 24, 2000, as reported on the New York Stock Exchange.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The Section 10(a) prospectus relating to the Plan is omitted from this Registration Statement pursuant to the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The documents listed in (a) through (c) below are incorporated by reference in this registration statement and all documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the registration statement and to be part thereof from the date of filing of such documents.

(a) The registrant's Annual Report on Form 10-K for the year ended December 31, 1999.

(b) The registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, June 30, and September 30, 2000 and the registrant's Current Reports on Form 8-K filed on March 22, 2000, September 27, 2000, October 2, 2000 and November 13, 2000.

(c) The description of the registrant's shares of Common Stock, including the Rights related to the shares as set forth in the Shareholder Protection Rights Agreement, contained in the registrant's registration statement filed under the Exchange Act, file no. 1-4858, including any amendment or report filed for the purpose of updating such description.

Item 4. Description of Securities.

Not applicable. The registrant's common stock is registered under Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel.

PricewaterhouseCoopers LLP, the registrant's independent accountants, have no interest in the registrant.

Stephen A. Block, Esq., Senior Vice-President, General Counsel and Secretary of the registrant, beneficially owns 61,432 shares of the registrant's Common Stock as of the date of this Registration Statement. Mr. Block has passed upon the legality of the shares offered under this Registration Statement.

Item 6. Indemnification of Directors and Officers.

On July 24, 1986, New York substantially revised the provisions of the New York Business Corporation Law ("BCL") to permit New York corporations to extend broader protection to their directors and officers by way of indemnity and advancement of expenses than that previously afforded by New York law. On October 31, 1986, the Board of Directors of the registrant amended the registrant's By-laws to extend such indemnification and advancement of expenses to its directors and officers. Article II, Section 14 of the registrant's By-laws, as amended, provides among other things that a corporation may indemnify a person against judgments, fines, amounts paid in settlement and reasonable expenses arising out of litigation, to which such person shall have been made a party by reason of the fact he is or was a director or officer of the corporation, unless a judgment or other final adjudication adverse to such person establishes that his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the action so adjudicated, or that he personally gained in fact a personal

profit or other advantage to which he was not entitled. The By-laws also permit the registrant to advance litigation expenses of such director or officer upon receipt of an undertaking to repay such advances if the director or officer is ultimately determined not to be entitled to indemnification.

In July 1987, New York added Section 402(b) to the BCL which permits New York corporations, with shareholder approval, to amend their certificates of incorporation in order to eliminate or limit the personal liability of directors to a corporation and its shareholders for damages arising from breaches of the directors' duty. On May 13, 1988, the registrant amended its Certificate of Incorporation by adding a new Article XI which had been approved by the shareholders on May 12, 1988. Article XI provides that no director of the registrant shall be personally liable to the registrant or its shareholders for damages for any breach of duty as a director. Article XI does not permit elimination or limitation of the liability of any director if a judgment or other final adjudication adverse to him establishes that (i) his acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he personally derived a financial profit or other advantage to which he was not legally entitled, or (ii) that his action involved (a) an improper declaration of any dividend or other distribution, (b) an improper redemption by the registrant of its own shares, (c) the distribution of assets to shareholders after dissolution, without paying or adequately providing for, with certain exceptions, known liabilities of the registrant or (d) the making of an improper loan to a director. Article XI also does not authorize any limitation on the ability of the registrant or its shareholders to obtain injunctive relief, specific performance or other equitable remedies, and would not apply to acts or omissions which occurred prior to the filing of the amendment to the registrant's Certificate of Incorporation containing the limitation on directors' liability.

On December 9, 1975, the registrant's Board of Directors adopted a resolution pursuant to which the registrant is obligated to indemnify, to the extent permitted by law, any director, officer or employee of the registrant against any liability arising out of claims under the Employee Retirement Income Security Act of 1974.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit
Number

5	Opinion of Legal Counsel
23(a)	Consent of PricewaterhouseCoopers LLP
23(b)	Consent of Legal Counsel (included in Exhibit 5)
24	Power of Attorney

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the

estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

2. That, for the purpose of determining any liability under the Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 27th day of November, 2000.

INTERNATIONAL FLAVORS & FRAGRANCES INC.

By: /s/ DOUGLAS J. WETMORE

Douglas J. Wetmore,
Senior Vice-President and Chief
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
* ----- Richard A. Goldstein	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	November 27, 2000
* ----- Douglas J. Wetmore	Senior Vice-President, Chief Financial Officer and Director (Principal Financial Officer and Principal Accounting Officer)	November 27, 2000
* ----- Margaret Hayes Adame	Director	November 27, 2000
* ----- Richard M. Furlaud	Director	November 27, 2000
* ----- Peter A. Georgescu	Director	November 27, 2000
* ----- Carlos A. Lobbosco	Director	November 27, 2000
* ----- George Rowe, Jr.	Director	November 27, 2000
* ----- Henry P. van Ameringen	Director	November 27, 2000
* ----- William D. Van Dyke, III	Director	November 27, 2000
* /s/ STEPHEN A. BLOCK ----- Stephen A. Block Attorney-in-fact		

EXHIBIT INDEX

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November 27, 2000

International Flavors & Fragrances Inc.
521 West 57th Street
New York, New York 10019

Re: IFF Global Employee Stock Purchase Plan

Gentlemen:

I am Senior Vice-President, General Counsel and Secretary of International Flavors & Fragrances Inc. (the "Company") and have represented the Company in connection with the IFF Global Employee Stock Purchase Plan (the "Plan"). I have reviewed the Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), relating to the registration of an aggregate of 5,000,000 shares of the Company's common stock, par value \$.12 1/2 per share ("Common Stock"), to be issued by the Company pursuant to the Plan. I have reviewed the Registration Statement, the charter and by-laws of the Company, corporate proceedings of the Board of Directors relating to the issuance of shares of Common Stock, and such other documents, corporate records and matters of law as I have deemed necessary for purposes of this opinion letter, and based thereupon I am of the opinion that the shares of Common Stock that may be issued pursuant to the Plan will be, when issued and paid for in accordance with the Plan, duly authorized, validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion letter as Exhibit 5 to the Registration Statement to effect the registration of the Common Stock under the Act and to the reference to me under the caption "Interests of Named Experts and Counsel" therein.

Very truly yours,

INTERNATIONAL FLAVORS & FRAGRANCES
INC.

/s/ STEPHEN A. BLOCK

Stephen A. Block
Senior Vice-President, General
Counsel and Secretary

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated January 27, 2000 relating to the financial statements and financial statement schedule of International Flavors & Fragrances Inc., which appears in International Flavors & Fragrances Inc.'s Annual Report on Form 10-K for the year ended December 31, 1999.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
New York, New York
November 27, 2000

POWER OF ATTORNEY

The undersigned director and/or officer of International Flavors & Fragrances Inc., a New York corporation, which is about to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a new Registration Statement on Form S-8 or on other appropriate form, for the purpose of registering shares of the Corporation's Common Stock to be issued as and when purchased by employees under the "IFF Global Employee Stock Purchase Plan" hereby constitutes and appoints Stephen A. Block or Peter J. Serritella his (her) attorneys, and each of them his (her) attorney with power to act without the other, with full power of substitution and resubstitution, for him (her) and in his (her) name, place and stead to sign in any and all capacities such new Registration Statement, and any and all amendments thereto, and to file the same with all exhibits thereto and other documents in connection therewith, granting unto such attorneys, and each of them, full power and authority to do so and perform all and every act necessary to be done in connection therewith, as fully to all intents and purposes as he (she) might or could do if personally present, hereby ratifying the acts of such attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has hereunto set his (her) hand and seal this 14th day of November, 2000.

/s/ MARGARET HAYES ADAME

Margaret Hayes Adame

/s/ RICHARD M. FURLAUD

Richard M. Furlaud

/s/ PETER A. GEORGESCU

Peter A. Georgescu

/s/ CARLOS A. LOBBOSCO

Carlos A. Lobbosco

/s/ GEORGE ROWE, JR.

George Rowe, Jr.

/s/ HENRY P. VAN AMERINGEN

Henry P. van Ameringen

/s/ WILLIAM D. VAN DYKE, III

William D. Van Dyke, III

/s/ RICHARD A. GOLDSTEIN

Richard A. Goldstein

/s/ DOUGLAS J. WETMORE

Douglas J. Wetmore