| SEC Form 4 |  |
|------------|--|
|------------|--|

Common Stock

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

| OMB Number:          | 3235-0287 |
|----------------------|-----------|
| Estimated average bu | ırden     |
| hours per response:  | 0.5       |

D

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

FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed 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 Addre      | 1 0                 | INTE          | 2. Issuer Name and Ticker or Trading Symbol<br><u>INTERNATIONAL FLAVORS &amp;</u><br><u>FRAGRANCES INC</u> [ IFF ] |  |  |      |  |        | tionship of Reporting<br>( all applicable)<br>Director<br>Officer (give title<br>below) | 10% 0   | Owner<br>(specify                                   |            |
|------------------------|---------------------|---------------|--|--|--|------|--|--------|---|---|---|------------|
| (Last)<br>521 WEST 57T | (First)<br>H STREET | (Middle)      |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/03/2020 |  |      |  |        |   | Controller  |   |            |
| (Street)               |                     |               | 4. If Am   | 4. If Amendment, Date of Original Filed (Month/Day/Year)       |  |      |  |        |   | ndividual or Joint/Group Filing (Check Applicable<br>e)           |   |            |
| NEW YORK               | NY                  | 10019         |  |  |  |      |  |        |   | Form filed by One Reporting Person                                |   |            |
| (City)                 | (State)             | (Zip)         |  |  |  |      |  |        |   | Form filed by Mor<br>Person                                       | e than One Repo                                     | orting     |
|                        |                     | Table I - Non | -Derivative S  | ecurities Acqu   | uired,                                     | Disp | oosed of, o  | r Bene | ficially (  | Dwned   |   |            |
| Date                   |                     |               | 2. Transaction<br>Date<br>(Month/Day/Year)   | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year)    | Transaction Disposed Of (I<br>Code (Instr. |      | Securities Acquired (A)<br>isposed Of (D) (Instr. 3, 4 |        | Beneficially<br>Owned Following   | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership |            |
|                        |                     |               |  | Code V Amount (A) or Pr  |  |      |  |        | Price   | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                    |   | (Instr. 4) |

| Common Stock   | 04/03/2020 | 04/03/2020 | F |  | 514 <sup>(3)</sup> | D | \$ <u>98.9</u> | 14,027.717 | D |  |  |  |
|--|------------|------------|---|--|--------------------|---|----------------|------------|---|--|--|--|
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned   (e.g., puts, calls, warrants, options, convertible securities) |            |            |   |  |                    |   |                |            |   |  |  |  |

M 1.512<sup>(1)</sup> A **\$**0<sup>(2)</sup> 14.541.717

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | Deri<br>Seco<br>Acq<br>or D<br>of (E | umber of<br>vative<br>urities<br>uired (A)<br>isposed<br>)) (Instr.<br>and 5) | 6. Date Exerc<br>Expiration Da<br>(Month/Day/N | ate                | Securities Underlying                  |           |     | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|--------------------------------------|---|--|--------------------|--|-----------|-----|--|--|--|
|   |   |  |   | Code                         | v | (A)                                  | (D)   | Date<br>Exercisable                            | Expiration<br>Date | Title Amount or<br>Number of<br>Shares |           |     | (Instr. 4)   |  |  |
| Purchased<br>Restricted<br>Stock<br>Units           | (2)   | 04/03/2020                                 |   | М                            |   |                                      | 1,512 <sup>(1)</sup>  | 04/03/2020                                     | 04/03/2020         | Common<br>Stock                        | 1,512     | (2) | 0.0000   | D  |  |
| Purchased<br>Restricted<br>Stock<br>Units           | (2)   |  |   |                              |   |                                      |   | 04/01/2022                                     | 04/01/2022         | Common<br>Stock                        | 1,741     |     | 1,741  | D  |  |
| Purchased<br>Restricted<br>Stock<br>Units           | (2)   |  |   |                              |   |                                      |   | 04/02/2021                                     | 04/02/2021         | Common<br>Stock                        | 1,713     |     | 1,713  | D  |  |
| Stock<br>Equivalent<br>Unit                         | (4)   |  |   |                              |   |                                      |   | (5)  | (5)                | Common<br>Stock                        | 5,015.837 |     | 5,015.837 <sup>(6)</sup>   | D  |  |

Explanation of Responses:

1. Reflects vesting of Purchased Restricted Stock Units ("PRSUS") granted on May 3, 2017 pursuant to the Equity Choice Program ("ECP").

04/03/2020

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

3. Reflects shares withheld for taxes payable upon the vesting of PRSUs.

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

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

6. 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.

/s/ Nanci Prado, attorney in fact 04/07/2020

\*\* 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.