SEC Form 4	
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## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Ī OMB APPROVAL

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

## 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	son*	INTE	er Name <b>and</b> Ticke ERNATIONA GRANCES I	L FLAV	<u>DRS &amp;</u>	5. Rela (Check X	Owner		
(Last) 521 WEST 57T	(First) H STREET	(Middle)	3. Date 05/01/	of Earliest Transad 2020	ction (Month/E	Day/Year)		Officer (give title below)	Other below	(specify )
(Street) NEW YORK	NY	10019	4. If Am	endment, Date of	Original Filed	(Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Form filed by On	e Reporting Per	son
(City)	(State)	(Zip)						Form filed by Mo Person	re than One Rej	oorting
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security	Title of Security (Instr. 3) 2. Transaction Date (Month/Dav/Year) 2A. Deemed Execution Date, (Month/Dav/Year) 2. Transaction Date Execution Date, Code (Instr. 3)						5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial	

	(Month/Day/Year)	Code ( 8)						(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
		Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(instr. 4)
Common Stock							2,065	D	
Common Stock							1,100	Ι	By Trust

	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. Transacti Code (Ins 8)	ion a str. E A (, C ()	. Numb f Derivati ecuriti cquire A) or Dispose f (D) Instr. 3 nd 5)	ve es d	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title an Amount o Securities Underlyin Derivative (Instr. 3 an	f g s Security	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)
										Amount or Number				

Date Exercisable

05/01/2020

Expiration Date

05/01/2020

Titlo

Common

Stock Units Stock Commor (3) 05/01/2020 997 (4) (4) 997 (2) Equivalent A Stock Unit Explanation of Responses:

(A) (D)

Code v

D

(1)

Restricted

Stock

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

05/01/2020

2. Upon the vesting of RSUs on May 1, 2020, the reporting person deferred the receipt of 997 shares of Common Stock and received instead 997 Stock Equivalent Units pursuant to IFF's deferred compensation plan

977

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

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

5. Includes Units acquired during the period upon reinvestment of dividends under the Company's deferred compensation plan from 2019 through 2020. The transactions were exempt pursuant to Rule 16a-11.

<u>/s/ Nanci Prado, attorney in</u>	05/05/2020
<u>fact</u>	
** Signature of Reporting Person	Date

of Shares

977

(2)

20

20,491.917<sup>(5)</sup>

D

D

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.