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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**April 30, 2013  
Date of Report (Date of earliest event reported)**

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**INTERNATIONAL FLAVORS & FRAGRANCES INC.**

(Exact Name of Registrant as Specified in Charter)

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**NEW YORK**  
(State or Other Jurisdiction  
of Incorporation)

**1-4858**  
(Commission  
File Number)

**13-1432060**  
(IRS Employer  
Identification No.)

**521 WEST 57<sup>th</sup> STREET  
NEW YORK, NEW YORK 10019**  
(Address of Principal Executive Offices) (Zip Code)

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

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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))
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**Item 2.05. Costs Associated with Exit or Disposal Activities.**

On May 3, 2013, International Flavors & Fragrances Inc. (the "Company") announced that it intends to close its fragrance ingredients manufacturing facility in Augusta, Georgia by July 2014 and plans to consolidate production into other Company facilities. A copy of the press release is furnished as Exhibit 99.1.

In connection with this closure, the Company expects to incur costs of \$16-\$21 million, consisting primarily of \$10-\$12 million in accelerated depreciation of fixed assets, \$3-\$4 million in personnel-related costs and \$3-\$5 million in plant shutdown and other related costs. Approximately \$3-\$4 million of these costs will be recorded in the second quarter of 2013, with the remainder expected to be recognized over the following four quarters. The Company expects that approximately 43 positions will be eliminated as a result of these decisions. The Company estimates that approximately \$6-\$9 million of the costs will result in future cash expenditures. Once fully implemented, the plant closure is expected to generate savings of approximately \$6 to \$8 million per year.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On April 30, 2013, the Company held its Annual Meeting of Shareholders. At the Annual Meeting, (i) twelve members were elected to serve as directors of the Company; (ii) the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2013 was ratified; and (iii) the compensation of the Company's named executive officers was approved in an advisory vote. Each of these proposals is described in detail in the Company's Proxy Statement filed with the Securities and Exchange Commission on March 12, 2013 (the "Proxy Statement"). The final results for the votes regarding each proposal are set forth below.

The directors elected to the Company's Board for terms expiring at the Annual Meeting in the year 2014, as well as the number of votes cast for, votes cast against, votes abstained and broker non-votes with respect to each of these individuals are set forth below:

	For	Against	Abstain	Broker Non-Votes
Marcello V. Bottoli	62,910,824	867,505	391,230	3,333,688
Linda B. Buck	63,687,000	92,837	389,722	3,333,688
J. Michael Cook	61,388,419	2,391,439	389,701	3,333,688
Roger W. Ferguson, Jr.	62,750,363	1,025,307	393,889	3,333,688
Andreas Fibig	63,624,726	139,019	405,814	3,333,688
Christina Gold	63,672,774	93,315	403,470	3,333,688
Alexandra A. Herzan	62,879,833	898,954	390,772	3,333,688
Henry W. Howell, Jr.	63,569,133	209,077	391,349	3,333,688
Katherine M. Hudson	63,673,544	99,753	396,262	3,333,688
Arthur C. Martinez	59,035,543	4,584,388	549,628	3,333,688
Dale F. Morrison	63,625,550	153,118	390,891	3,333,688
Douglas D. Tough	60,001,628	3,654,279	513,652	3,333,688

The proposal to ratify the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent accountants for 2013 received the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
64,825,082	2,120,403	555,762	0

The advisory proposal to approve the compensation paid to the Company's named executive officers, as disclosed in the Company's Proxy Statement, including the Compensation Discussion and Analysis, the compensation tables and related narrative disclosure, received the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
59,056,848	2,734,437	2,378,274	3,333,668

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

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by International Flavors & Fragrances Inc. on May 3, 2013.

**SIGNATURES**

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.

Date: May 3, 2013

By: /s/ Kevin C. Berryman

Name: Kevin C. Berryman

Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by International Flavors & Fragrances Inc. on May 3, 2013.

## NEWS RELEASE

**IFF Announces Closure of Fragrances Ingredients Plant in Augusta, Georgia**

*Production to be Consolidated into Existing Ingredients' Facilities*

New York, NY, May 3, 2013 – International Flavors & Fragrances Inc. (NYSE:IFF), a leading global creator of flavors and fragrances for consumer products, today announced its intention to close its Fragrances Ingredients manufacturing facility in Augusta, Georgia by July 2014 and to consolidate production into existing IFF Ingredients facilities. The closing of the Augusta plant will improve efficiencies within the Ingredients manufacturing network, thereby supporting the company's objective to ensure operations are cost-efficient and competitive.

“Providing innovative and cost-effective ingredients for use in our Fragrance Compounds business is our number one priority and is critical to our ability to create winning solutions for our customers,” said Nicolas Mirzayantz, Fragrances Group President. “Our Fragrance Ingredients business supplies our Fine Fragrance and Beauty Care and Functional Fragrances categories with differentiated and captive ingredients that provide us with a strategic and competitive advantage, and enable our perfumers to create winning consumer fragrances for our customers' brands.”

Mr. Mirzayantz continued, “With a changing competitive environment, we have decided to streamline those parts of our business that support lower value-added, commodity-like ingredients and remain focused on those areas that are more value-enhancing. Based on our ongoing business review, this is one of several actions we are taking to improve the competitiveness of our Fragrance Ingredients business, and to position our overall Fragrances business for long-term profitable growth.”

Rob Edelman, Senior Vice President Fragrance Ingredients added, “While market forces clearly dictate the optimization of Ingredients' production, we do not make decisions such as this lightly. We value our employees and will do everything possible to treat them with fairness and sensitivity. Moving production to existing Ingredients plants creates synergies for IFF that will improve customer service levels while we continue to invest for the future.”

**About IFF**

International Flavors & Fragrances Inc. (NYSE: IFF) is a leading global creator of flavors and fragrances used in a wide variety of consumer products. Consumers experience these unique scents and tastes in fine fragrances and beauty care, detergents and household goods, as well as beverages, sweet goods and food products. The Company leverages its competitive advantages of consumer insight, research and development, creative expertise, and customer intimacy to provide customers with innovative and differentiated product offerings. A member of the S&P 500 Index, IFF has more than 5,700 employees working in 32 countries worldwide. For more information, please visit our website at [www.iff.com](http://www.iff.com).

**Cautionary Statement Under The Private Securities Litigation Reform Act of 1995**

This press release contains “forward-looking statements” under the Federal Private Securities Litigation Reform Act of 1995, including statements regarding (i) the expected closing of IFF’s Augusta, Georgia manufacturing facility and consolidation of production into other IFF facilities; (ii) expected improvement in efficiencies within the Ingredients system resulting from the closing of the Augusta, Georgia manufacturing facility; (iii) expected improvements in the competitiveness of the Ingredients business and long-term profitable growth of the Fragrances business; and (iv) expected improvements in customer service resulting from the closing of the Augusta, Georgia manufacturing facility. These statements are based on management’s current expectations and assumptions regarding IFF’s business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. IFF’s actual results may differ materially from those contemplated by the forward-looking statements included in this release, and we wish to caution you against relying on any of these forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include the economic climate for IFF’s industry and demand for its fragrance ingredients, the ability of IFF to successfully close its manufacturing facility and transfer production to other facilities, unexpected or unforeseen costs associated with the closing of the Augusta, Georgia manufacturing facility, changes in consumer preferences, IFF’s ability to meet consumer demands, and other factors contained in the “Risk Factors” section of IFF’s Annual Report on Form 10-K filed with the SEC on February 26, 2013 and subsequent filings with the SEC. IFF assumes no responsibility to update forward-looking statements or to adapt them to future events or developments after the date of this release.

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