SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

I 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 Epstein Davi	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol INTERNATIONAL FLAVORS & FRAGRANCES INC [IFF]		tionship of Reporting Per all applicable) Director	10% Owner	
(Last) 521 WEST 57T	(First) H STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2020	-	Officer (give title below)	Other (specify below)	
(Street) NEW YORK NY 10019			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	 lividual or Joint/Group Filing (Check Applicabl Form filed by One Reporting Person Form filed by More than One Reporting Person 		
(City)	(State)	(Zip) Table I - Non-Deriva	ative Securities Acquired, Disposed of, or Benefi	icially			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	 Reported Transaction(s) (Instr. 3 and 4) 		(iiisu: 4)

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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	te	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	05/01/2020		D			997	05/01/2020	05/01/2020	Common Stock	997	(2)	0.0000	D	
Stock Equivalent Unit	(3)	05/01/2020		А		997		(4)	(4)	Common Stock	997	(2)	5,254.654 ⁽⁵⁾	D	

Explanation of Responses:

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

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

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 during 2020. The transactions were exempt pursuant to Rule 16a-11.

/s/ Nanci Prado, attorney in 05/05/2020 <u>fact</u>

** 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.