SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Clyburn Frank	INTERNATIONAL FLAVORS & FRAGRANCES INC [IFF]	

(Last) (First) (Middle)		Director	10% Owner
521 WEST 57TH STREET	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2022	X Officer (give title below)	Other (specify below)

Chief Executive Officer

(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK NY 10019		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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 Deferred Stock Units	(1)	03/01/2022		A		6,619		(2)	(2)	Common Stock	6,619	$0.0000	6,619	D	
Restricted Stock Units	(3)	03/01/2022		A		23,363		03/01/2025	03/01/2025	Common Stock	23,363	$0.0000	23,363	D	
Stock Settled Appreciation Rights	$128.41	03/01/2022		A		29,613(4)		03/01/2023	03/01/2029	Common Stock	29,613	$0.0000	29,613	D	

Explanation of Responses:

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

2. The DSUs will vest in five equal tranches on each of March 1, 2023, March 1, 2024, March 1, 2025, March 1, 2026, and March 1, 2027, in each case subject to the reporting person's continued employment with the Company. The DSUs are payable in Common Stock upon termination of employment.

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

4. The Stock Settled Appreciation Rights will vest in three equal tranches on each of March 1, 2023, March 1, 2024, and March 1, 2025, in each case subject to the reporting person's continued employment with the Company.

/s/ Jennifer Johnson, attorney in fact	03/03/2022
** 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.