

INTERNATIONAL FLAVORS & FRAGRANCES INC  
Form 8-K  
February 07, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

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

**Date of report (Date of earliest event reported): February 6, 2014**

**INTERNATIONAL FLAVORS & FRAGRANCES INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**New York**  
**(State or Other Jurisdiction**

**of Incorporation)**

**521 West 57th Street**

**1-4858**  
**(Commission**

**File Number)**

**13-1432060**  
**(IRS Employer**

**Identification No.)**

**10019**

**New York, New York**  
**(Address of Principal Executive Offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: (212) 765-5500**

**(Former name or former address, if changed since last report)**

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:

- .. 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))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 6, 2014, the Board of Directors (the Board ) of International Flavors & Fragrances Inc. (the Company ) approved an amendment to the Company's By-laws (the By-laws ), effective as of the same date. The principal change effected by the adoption of the amended By-laws was to require disclosure by directors and director nominees of compensation and voting arrangements with third parties in connection with service on the Board and for such directors and director nominees to represent and agree that they will comply with all applicable policies and guidelines of the Company, including those relating to corporate governance, conflict of interest, confidentiality, share ownership and trading policies.

The foregoing description is qualified in its entirety by the Company's amended By-laws, which are attached hereto as Exhibit 3(ii) and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
3(ii)	By-laws of International Flavors & Fragrances Inc., effective as of February 6, 2014.

**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.**

By: /s/ Kevin C. Berryman

Name: Kevin C. Berryman

Title: Executive Vice President and Chief Financial  
Officer

Date: February 6, 2014

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
3(ii)	By-laws of International Flavors & Fragrances Inc., effective as of February 6, 2014.