

INTERNATIONAL FLAVORS & FRAGRANCES INC  
Form 8-K  
May 02, 2019

**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): May 1, 2019**

**INTERNATIONAL FLAVORS & FRAGRANCES INC.**

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

<b>New York</b> <b>(State or Other Jurisdiction</b>	<b>1-4858</b> <b>(Commission File Number)</b>	<b>13-1432060</b> <b>(IRS Employer</b>
<b>of Incorporation)</b>		<b>Identification No.)</b>

**521 West 57th Street** **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)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value 12 1/2¢ per share	IFF	New York Stock Exchange
6.00% Tangible Equity Units	IFFT	New York Stock Exchange
0.500% Senior Notes due 2021	IFF 21	New York Stock Exchange
1.75% Senior Notes due 2024	IFF 24	New York Stock Exchange
1.800% Senior Notes due 2026	IFF 26	New York Stock Exchange

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

On May 1, 2019, International Flavors & Fragrances Inc. (the Company) held its Annual Meeting of Shareholders. At the Annual Meeting, (i) eleven individuals 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 2019 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 18, 2019 (the Proxy Statement). The final results for the votes regarding each proposal are set forth below.

The individuals elected to the Company's Board of Directors for terms expiring at the Annual Meeting in 2020, as well as the number of votes cast for, votes cast against, abstentions and broker non-votes with respect to each of these individuals are set forth below:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Marcello V. Bottoli	85,572,129	885,777	107,459	9,198,651
Dr. Linda B. Buck	85,448,841	1,011,043	105,481	9,198,651
Michael L. Ducker	86,183,330	269,918	112,117	9,198,651
David R. Epstein	86,094,347	362,853	108,165	9,198,651
Roger W. Ferguson, Jr.	85,190,674	1,267,528	107,163	9,198,651
John F. Ferraro	86,270,191	187,220	107,954	9,198,651
Andreas Fibig	82,460,702	3,850,213	254,450	9,198,651
Christina Gold	85,882,123	576,211	107,031	9,198,651
Katherine M. Hudson	86,172,540	288,150	104,675	9,198,651
Dale F. Morrison	85,968,893	487,725	108,747	9,198,651
Stephen Williamson	86,310,558	146,722	108,085	9,198,651

The proposal to ratify the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2019 received the following votes:

For	Against	Abstain
92,573,272	2,769,833	420,911

The advisory proposal to approve the compensation paid to the Company's named executive officers in 2018, as disclosed in the Proxy Statement, received the following votes:

For	Against	Abstain	Broker Non-Votes
78,185,297	8,182,169	197,899	9,198,651

**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/ Nanci Prado  
Name: Nanci Prado  
Title: Deputy General Counsel

Date: May 2, 2019