

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

**521 West 57th Street**

**10019**

|                                                                              |                   |
|------------------------------------------------------------------------------|-------------------|
| <b>New York, New York</b><br><b>(Address of Principal Executive Offices)</b> | <b>(Zip Code)</b> |
| <b>Registrant's telephone number, including area code: (212) 765-5500</b>    |                   |

**(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<br>Symbol(s) | Name of each exchange<br>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<br/>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:

|            |                |                |
|------------|----------------|----------------|
| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
| 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:

|            |                |                |                             |
|------------|----------------|----------------|-----------------------------|
| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
| 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