

INTERNATIONAL FLAVORS & FRAGRANCES INC  
Form 8-K  
May 02, 2016

**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 2, 2016**

**INTERNATIONAL FLAVORS & FRAGRANCES INC.**

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

**New York**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-4858**  
**(Commission**  
  
**File Number)**

**13-1432060**  
**(IRS Employer**  
  
**Identification No.)**

**521 West 57th Street**

**New York, New York** **10019**  
**(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 5.07. Submission of Matters to a Vote of Security Holders.**

On May 2, 2016, 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 2016 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 17, 2016 (the Proxy Statement). The final results for the votes regarding each proposal are set forth below.

The directors elected to the Company's Board for terms expiring at the Annual Meeting in 2017, as well as the number of votes cast for, votes cast against, votes abstained 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    | 60,280,722 | 105,766        | 22,370         | 3,635,657                   |
| Dr. Linda Buck         | 60,331,977 | 54,583         | 22,298         | 3,635,657                   |
| Michael L. Ducker      | 60,137,351 | 249,219        | 22,288         | 3,635,657                   |
| David R. Epstein       | 60,256,240 | 130,845        | 21,773         | 3,635,657                   |
| Roger W. Ferguson, Jr. | 59,441,986 | 943,701        | 23,171         | 3,635,657                   |
| John F. Ferraro        | 60,272,248 | 113,662        | 22,948         | 3,635,657                   |
| Andreas Fibig          | 56,865,786 | 2,053,232      | 1,489,840      | 3,635,657                   |
| Christina Gold         | 60,205,267 | 179,682        | 23,909         | 3,635,657                   |
| Henry W. Howell, Jr.   | 59,405,146 | 876,686        | 127,026        | 3,635,657                   |
| Katherine M. Hudson    | 60,219,332 | 166,734        | 22,792         | 3,635,657                   |
| Dale F. Morrison       | 60,165,048 | 218,279        | 25,531         | 3,635,657                   |

The proposal to ratify the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2016 received the following votes:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 62,033,179 | 1,990,436      | 20,900         | 0                           |

The advisory proposal to approve the compensation paid to the Company's named executive officers, as disclosed in the Company's Proxy Statement, including the Compensation Discussion and Analysis, the compensation tables and related narrative disclosure, received the following votes:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 55,739,885 | 4,502,136      | 166,837        | 3,635,657                   |

**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, 2016