

INTERNATIONAL FLAVORS & FRAGRANCES INC  
Form 8-K  
September 08, 2004

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): September 8, 2004

**INTERNATIONAL FLAVORS & FRAGRANCES INC.**  
(Exact Name of Registrant as Specified in Charter)

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

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

**13-1432060**  
(I.R.S. Employer Identification No.)

**521 West 57th Street, New York, New York**  
(Address of Principal Executive Offices)

**10019**  
(Zip Code)

**(212) 765-5500**  
(Registrant's telephone number, including area code)

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 (*see* General Instructions A.2. below):

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))

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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

Effective September 8, 2004, the Board of Directors of International Flavors & Fragrances Inc. (the Company) elected Henry W. Howell, Jr. to the Company's Board of Directors. Mr. Howell will serve as a member of the Company's Nominating and Governance and Audit Committees. For more information regarding Mr. Howell please see the copy of the Company's press release attached hereto as Exhibit 99.1.

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

The Company has amended Article II, Section 2 of its By-laws effective September 8, 2004, to increase the number of directors from eight to nine. A copy of the By-laws as amended is attached hereto as Exhibit 3(ii).

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits.

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3(ii)	By-laws of International Flavors & Fragrances Inc., as amended through September 8, 2004.
99.1	Press Release of International Flavors & Fragrances, Inc., dated September 8, 2004.

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**SIGNATURE**

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.**

Dated: September 8, 2004

By: DENNIS M. MEANY

Name: Dennis M. Meany  
Title: Senior Vice President, General Counsel  
and Secretary

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
3(ii)	By-laws of International Flavors & Fragrances, Inc., as amended through September 8, 2004.
99.1	Press Release of International Flavors & Fragrances Inc., dated September 8, 2004.