

INTERNATIONAL FLAVORS & FRAGRANCES INC  
Form S-8 POS  
May 06, 2015

As filed with the Securities and Exchange Commission on May 6, 2015

Registration No. 333-171297

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

INTERNATIONAL FLAVORS & FRAGRANCES INC.

(Exact Name of Registrant as Specified in Its Charter)

New York  
(State or Other Jurisdiction of)

13-1432060  
(I.R.S. Employer)

**Incorporation or Organization)**

**Identification No.)**

**521 West 57<sup>th</sup> St**

**New York, New York 10019**

**(Address of Principal Executive Offices) (Zip Code)**

**INTERNATIONAL FLAVORS AND FRAGRANCES INC.**

**2010 STOCK AWARD AND INCENTIVE PLAN**

**(Full Title of the Plan)**

**Anne Chwat, Esq.**

**General Counsel**

**International Flavors & Fragrances Inc.**

**521 West 57th Street**

**New York, New York 10019**

**Telephone: (212) 765-5500**

**(Name, Address and Telephone Number, Including Area Code, of Agent for Service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

(Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

### EXPLANATORY NOTE

International Flavors & Fragrances Inc. (the Registrant ) has filed this Post-Effective Amendment No. 1 to Form S-8 (this Post-Effective Amendment ) to deregister certain securities to be offered and sold under the International Flavors & Fragrances Inc. 2010 Stock Award and Incentive Plan (the 2010 Plan ), which were originally registered by the Registrant pursuant to its registration statement on Form S-8 (File No. 333-171297) filed with the Securities and Exchange Commission (the Commission ) on December 21, 2010 (the 2010 Registration Statement ).

On May 6, 2015, the Registrant's shareholders approved the International Flavors & Fragrances Inc. 2015 Stock Award and Incentive Plan (the 2015 Plan ). No future grants in respect of shares of the Registrant's common stock, value \$0.12 ½ per share (the Common Stock ) will be made under the 2010 Plan. Pursuant to the 2015 Plan, any shares of Common Stock that remain available for issuance under the 2010 Plan as of March 11, 2015 (the Effective Date ) and any shares of Common Stock that become available in connection with the cancellation, forfeiture, or expiration of awards issued and outstanding as of the Effective Date under the 2010 Plan or the International Flavors & Fragrances Inc. 2000 Stock Award and Incentive Plan (the 2000 Plan and collectively with the 2010 Plan, the Prior Plans ) are to be included in the number of shares of Common Stock available for issuance under the 2015 Plan.

In accordance with Instruction E to the General Instructions to Form S-8 and the principles set forth in Interpretation 89 under Section G of the Manual of Publicly Available Telephone Interpretations of the Commission Division of Corporate Finance (July 1997), this Post-Effective Amendment is being filed to deregister 1,293,729 shares of Common Stock that remained available for issuance under the 2010 Plan as of the Effective Date and that now will be available for issuance under the 2015 Plan (the Carryover Shares ). A registration statement on Form S-8 is being filed contemporaneously with the filing of this Post-Effective Amendment to register the offer and sale under the 2015 Plan of (i) 1,500,000 newly registered shares of Common Stock, (ii) the Carryover Shares and (iii) a number of newly registered shares of Common Stock equal to the number of shares of Common Stock that are subject to outstanding awards under the Prior Plans as of the Effective Date and that may become available for issuance under the 2015 Plan in connection with the cancellation, forfeiture, or expiration of the outstanding awards under the Prior Plans.

The 2010 Registration Statement and the registration statement on Form S-8 (File No. 333-102825) filed by the Registrant on January 30, 2003 in connection with the offer and sale of shares of Common Stock under the 2000 Plan, will remain in effect to cover the potential issuance of shares of Common Stock that remain subject to awards granted under the Prior Plans that are issued and outstanding as of the Effective Date (such awards, the Outstanding Awards ). However, if and upon the cancellation, forfeiture, or expiration of the Outstanding Awards, the number of shares of Common Stock that are subject to such Outstanding Awards will become available for issuance under the 2015 Plan. The offer and sale of a number of newly registered shares equal to the number of shares of Common Stock that are subject to Outstanding Awards is being registered on a registration statement on Form S-8 contemporaneously with the filing of this Post-Effective Amendment.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on May 6, 2015.

INTERNATIONAL FLAVORS &  
FRAGRANCES INC.

By: /s/Andreas Fibig  
Andreas Fibig

Chief Executive Officer

**POWER OF ATTORNEY**

**KNOWN TO ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints each of Richard O Leary, Interim Chief Financial Officer, Vice President and Controller and Anne Chwat, Senior Vice President, General Counsel and Corporate Secretary, individually, his or her attorney-in-fact, with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that each said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Andreas Fibig	Chairman of the Board of Directors	May 6, 2015
Andreas Fibig	and Chief Executive Officer <b>(Principal Executive Officer)</b>	
/s/ Richard O Leary	Interim Chief Financial Officer,	May 6, 2015
Richard O Leary	Vice President and Controller <b>(Principal Financial Officer &amp; Principal Accounting Officer)</b>	
/s/ Marcello V. Bottoli	Director	May 6, 2015
Marcello V. Bottoli		

/s/ Dr. Linda Buck

Director

May 6, 2015

Dr. Linda Buck

/s/ Roger W. Ferguson, Jr.	Director	May 6, 2015
Roger W. Ferguson, Jr.		
/s/ John F. Ferraro	Director	May 6, 2015
John F. Ferraro		
/s/ Christina Gold	Director	May 6, 2015
Christina Gold		
/s/ Henry W. Howell, Jr.	Director	May 6, 2015
Henry W. Howell, Jr.		
/s/ Katherine M. Hudson	Director	May 6, 2015
Katherine M. Hudson		
/s/ Dale F. Morrison	Director	May 6, 2015
Dale F. Morrison		