

INTERNATIONAL FLAVORS & FRAGRANCES INC
Form 8-A12B
March 15, 2016

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934

INTERNATIONAL FLAVORS & FRAGRANCES INC.
(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of incorporation or
organization)

95-3540776
(I.R.S. Employer Identification Number)

521 West 57th Street

New York, New York 10019

(Address of principal executive offices) (Zip Code)

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

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| 1.75% Senior Notes Due 2024 | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box.

Securities Act registration statement file number to which this form relates: **333-209889**

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Item 1.

Item 1. Description of Registrant's Securities to be Registered.

The description of the 1.75% Senior Notes due 2024 (the Notes) of International Flavors & Fragrances Inc. (the Registrant) to be registered hereunder appearing under the caption Description of Debt Securities in the Prospectus dated March 2, 2016 included in the Registrant's automatic shelf registration statement on Form S-3 (No. 333-209889) originally filed with the U.S. Securities and Exchange Commission (the Commission) under the Securities Act of 1933, as amended, on March 2, 2016, and under the caption Description of the Notes in the Prospectus Supplement dated March 7, 2016 and filed with the Commission on March 8, 2016 relating to the offering of the Notes, are incorporated herein by reference to such filings.

Item 2. Exhibits.

The following exhibits are being filed with the Commission in connection with this Registration Statement:

| Exhibit No. | Description |
|--------------------|---|
| 4.1 | Indenture, dated as of March 2, 2016, among the Registrant and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-209889) filed on March 2, 2016). |
| 4.2 | Supplemental Indenture, dated as of March 14, 2016, between the Registrant and U.S. Bank National Association, as trustee, including the form of Notes (Incorporated by reference to Exhibit 4.7 to the Registrant's Current Report on Form 8-K filed on March 14, 2016). |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

INTERNATIONAL FLAVORS & FRAGRANCES INC.

Date: March 15, 2016

By: /s/ Alison A. Cornell

Name: Alison A. Cornell

Executive Vice President and Chief Financial

Title: Officer