

INTERNATIONAL FLAVORS & FRAGRANCES INC
Form 8-K
May 07, 2012

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, 2012

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.)

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521 West 57th Street, New York, New York

(Address of Principal Executive Offices)

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

10019
(Zip Code)

(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 1, 2012, Margaret Hayes Adame retired from the Board of Directors of International Flavors & Fragrances Inc. (the Company).

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Shareholders on May 1, 2012. At the Annual Meeting, (i) eleven members 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 2012 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 12, 2012 (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 the year 2013, 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:

| | For | Against | Abstain | Broker Non-Votes |
|------------------------|------------|-----------|---------|------------------|
| Marcello Bottoli | 63,078,425 | 482,457 | 85,310 | 3,582,077 |
| Linda B. Buck | 63,423,955 | 143,552 | 78,685 | 3,582,077 |
| J. Michael Cook | 61,275,450 | 2,285,881 | 84,861 | 3,582,077 |
| Roger W. Ferguson, Jr. | 62,966,432 | 591,100 | 88,660 | 3,582,077 |
| Andreas Fibig | 63,399,142 | 161,999 | 85,051 | 3,582,077 |
| Alexandra A. Herzan | 63,090,904 | 477,139 | 78,149 | 3,582,077 |
| Henry W. Howell, Jr. | 63,447,332 | 111,767 | 87,093 | 3,582,077 |
| Katherine M. Hudson | 63,426,940 | 139,352 | 79,900 | 3,582,077 |
| Arthur C. Martinez | 54,150,115 | 9,392,172 | 103,905 | 3,582,077 |
| Dale F. Morrison | 63,339,774 | 161,051 | 85,367 | 3,582,077 |
| Douglas D. Tough | 60,279,195 | 3,275,482 | 91,515 | 3,582,077 |

The proposal to ratify the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent accountants for 2012 received the following votes:

| | |
|-------------------|------------|
| For: | 64,863,899 |
| Against: | 2,278,167 |
| Abstain: | 86,203 |
| Broker Non-Votes: | 0 |

The advisory proposal to approve the compensation of 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:

| | |
|-------------------|------------|
| For: | 59,856,967 |
| Against: | 2,003,718 |
| Abstain: | 1,785,507 |
| Broker Non-Votes: | 3,582,077 |

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.

Dated: May 7, 2012

By: /s/ Anne Chwat
Name: Anne Chwat
Title: Senior Vice President, General Counsel and Corporate Secretary