

INTERNATIONAL FLAVORS & FRAGRANCES INC
Form S-8 POS
December 21, 2010

As filed with the Securities and Exchange Commission on December 20, 2010

Registration No. 333-102825

**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
incorporation or organization)

13-1432060
(IRS Employer
Identification No.)

521 West 57th Street, New York, New York
(Address of principal executive offices)

10019
(Zip Code)

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

International Flavors & Fragrances Inc. 2000 Stock Award and Incentive Plan

Dennis M. Meany, Esq.
Senior Vice President, General Counsel and Secretary
International Flavors & Fragrances Inc.
521 West 57th Street
New York, New York 10019
Telephone: (212) 765-5500

(Name, address, including zip code, 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.

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

EXPLANATORY STATEMENT DEREGISTRATION OF SHARES

International Flavors & Fragrances Inc. (the Company) has filed this Post-Effective Amendment No. 1 to Form S-8 Registration Statement (Post-Effective Amendment) to deregister certain securities issuable under the International Flavors & Fragrances Inc. 2000 Stock Award and Incentive Plan (the 2000 Plan), which were originally registered by the Company on a Form S-8 Registration Statement (File No. 333-102825) filed with the Securities and Exchange Commission (the Commission) on January 30, 2003 (the Prior Registration Statement).

On February 2, 2010, the Board of Directors adopted, subject to shareholder approval, the International Flavors & Fragrances Inc. 2010 Stock Award and Incentive Plan (the 2010 Plan). On April 27, 2010, the 2010 Plan was approved by the shareholders at the Company s annual meeting of shareholders. The 2010 Plan provides, among other things, that shares of the Company s common stock, par value \$0.122 per share (Common Stock), that are authorized to be awarded under the 2000 Plan and that, as of April 27, 2010, have not been issued and are not subject to outstanding awards granted under the 2000 Plan shall become available for issuance under the 2010 Plan.

As of the date of this Post-Effective Amendment, there are 749,669 shares of Common Stock that are authorized to be awarded under the 2000 Plan but that, as of April 27, 2010, have not been issued and are not subject to outstanding awards granted under the 2000 Plan, and as a result, are now available for issuance under the 2010 Plan. These 749,669 shares of Common Stock are no longer available for new awards under the 2000 Plan and will not be issued under the 2000 Plan.

The Company is concurrently filing a separate registration statement on Form S-8 to register these 749,669 shares of Common Stock and additional shares of Common Stock for issuance under the 2010 Plan.

Except to the extent specified above, the Prior Registration Statement as previously filed is not amended or otherwise affected by this Post-Effective Amendment thereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 (the Securities Act), 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 the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, and State of New York, on this 20th day of December, 2010.

INTERNATIONAL FLAVORS & FRAGRANCES
INC.

By: /s/ Dennis M. Meany

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

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

| Signature | Title | Date |
|---|--|-------------------|
| /s/ Douglas D. Tough Douglas D. Tough | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | December 20, 2010 |
| /s/ Kevin C. Berryman Kevin C. Berryman | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | December 20, 2010 |
| /s/ Margaret Hayes Adame* Margaret Hayes Adame | Director | December 20, 2010 |
| /s/ Marcello Bottoli* Marcello Bottoli | Director | December 20, 2010 |
| /s/ Linda B. Buck* Linda B. Buck | Director | December 20, 2010 |

| Signature | Title | Date |
|-----------------------------|----------|-------------------|
| /s/ J. Michael Cook* | Director | December 20, 2010 |
| J. Michael Cook | | |
| /s/ Roger W. Ferguson, Jr.* | Director | December 20, 2010 |
| Roger W. Ferguson, Jr. | | |
| /s/ Peter A. Georgescu* | Director | December 20, 2010 |
| Peter A. Georgescu | | |
| /s/ Alexandra A. Herzan* | Director | December 20, 2010 |
| Alexandra A. Herzan | | |
| /s/ Henry W. Howell, Jr.* | Director | December 20, 2010 |
| Henry W. Howell, Jr. | | |
| /s/ Katherine M. Hudson* | Director | December 20, 2010 |
| Katherine M. Hudson | | |
| /s/ Arthur C. Martinez* | Director | December 20, 2010 |
| Arthur C. Martinez | | |

* Signed by Jodie Simon Friedman, as attorney-in-fact on behalf of each person so indicated pursuant to powers of attorney previously filed with the Commission or filed herewith.

By: /s/ Jodie Simon Friedman

Attorney-in-Fact

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|-------------------|
| 24 | Power of Attorney |