

INTERNATIONAL FLAVORS & FRAGRANCES INC  
Form 8-K  
February 09, 2009  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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**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)**

February 3, 2009

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)**

**Registrant's telephone number, including area code**

(212) 765-5500

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 Instruction 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)

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

On February 3, 2009, the Board of Directors of the Company approved an amendment to Article II, Section 2 of the Company's By-laws to decrease the number of directors from thirteen (13) to twelve (12) effective April 28, 2009. Our By-laws currently provide that a director must retire effective as of the annual meeting of shareholders following his or her 72<sup>nd</sup> birthday; therefore, the Board approved this change to the By-laws as a result of Dr. Gunter Blobel's anticipated retirement as a director as of the date of our next annual meeting of shareholders, April 28, 2009.

The Amended and Restated By-laws of the Company reflecting that amendment are filed with this report as Exhibit 3.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.    Document

3.1            By-laws of International Flavors & Fragrances Inc., as amended and restated effective as of April 28, 2009

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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: February 9, 2009

By: /s/ Richard A. O'Leary  
Name: Richard A O'Leary  
Title: Vice President, Corporate Development  
and Interim Chief Financial Officer

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**EXHIBITS INDEX**

<u>Exhibit No.</u>	<u>Document</u>
3.1	By-laws of International Flavors & Fragrances Inc., as amended and restated effective as of April 28, 2009