

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

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 6, 2015

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)

10019
(Zip Code)

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

(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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

In connection with the election of ten directors at the Company's annual meeting, the Board of Directors of the Company (the Board) approved an amendment to Article II, Section 2 of the Company's By-Laws to decrease the number of directors from twelve (12) to ten (10) effective May 6, 2015.

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

On May 6, 2015, the Company held its Annual Meeting of Shareholders. At the Annual Meeting, (i) ten 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 2015 was ratified; (iii) the compensation of the Company's named executive officers was approved in an advisory vote and (iv) the Company's 2015 Stock Award and Incentive Plan was approved. Each of these proposals is described in detail in the Company's Proxy Statement filed with the Securities and Exchange Commission on March 18, 2015 (the Proxy Statement). The final results for the votes regarding each proposal are set forth below.

The directors elected to the Board for terms expiring at the Annual Meeting in the year 2016, 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 V. Bottoli | 61,664,720 | 52,453 | 244,746 | 3,850,665 |
| Linda B. Buck | 61,682,667 | 34,658 | 244,594 | 3,850,665 |
| Michael L. Ducker | 61,360,167 | 354,529 | 247,223 | 3,850,665 |
| Roger W. Ferguson, Jr. | 61,579,255 | 135,401 | 247,263 | 3,850,665 |
| John F. Ferraro | 61,428,554 | 285,954 | 247,411 | 3,850,665 |
| Andreas Fibig | 58,788,417 | 1,347,171 | 1,826,331 | 3,850,665 |
| Christina Gold | 61,601,199 | 114,961 | 245,759 | 3,850,665 |
| Henry W. Howell, Jr. | 60,886,429 | 828,188 | 247,302 | 3,850,665 |
| Katherine M. Hudson | 61,682,922 | 34,083 | 244,914 | 3,850,665 |
| Dale F. Morrison | 61,655,681 | 59,840 | 246,398 | 3,850,665 |

The proposal to ratify the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent accountants for 2015 received the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|---------------------|
| 63,680,326 | 1,870,172 | 262,086 | 0 |

The advisory proposal to approve the compensation paid to 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 | Against | Abstain | Broker Non-Votes |
|-----|---------|---------|---------------------|
|-----|---------|---------|---------------------|

58,295,899

3,349,077

316,943

3,850,665

The proposal to approve the Company's 2015 Stock Award and Incentive Plan received the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|---------------------|
| 58,950,077 | 2,718,525 | 293,317 | 3,850,665 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

| No. | Description |
|-------|--|
| 3(ii) | By-Laws of International Flavors & Fragrances Inc., effective as of May 6, 2015. |

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

By: /s/ Richard O Leary
 Name: Richard O Leary
 Title: Interim Chief Financial
 Officer
 Date: May 6, 2015