

Winder Investment Pte Ltd
Form 4
September 19, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Winder Investment Pte Ltd

2. Issuer Name **and** Ticker or Trading
Symbol
INTERNATIONAL FLAVORS &
FRAGRANCES INC [IFF]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
#03-00 8 ROBINSON ROAD, ASO
BUILDING

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2018

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
SINGAPORE, U0 048544

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/17/2018		P		2,272,160	A	\$ 130.25
					17,872,160	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Winder Investment Pte Ltd - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date Date	Title Amount or Number of Shares
6.00% Tangible Equity Units	(1)	09/17/2018		P	2,958,500	(1) (1)	Common Stock 927,193 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Winder Investment Pte Ltd #03-00 8 ROBINSON ROAD, ASO BUILDING SINGAPORE, UO 048544			X	

Signatures

/s/ William Lexmond, Director, on behalf of Winder Investment Pte. Ltd. 09/19/2018

_____*Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Each 6.00% Tangible Equity Unit ("TEU") includes a prepaid stock purchase contract that will automatically settle on September 15, 2021 (the "Settlement Date") (subject to postponement in certain limited circumstances) for between 0.3134 and 0.3839 shares of the Issuer's common stock (subject to adjustment in certain circumstances), based upon the applicable market value of the Issuer's common
- (1) stock prior to settlement. The Reporting Person may elect to settle the purchase contracts prior to the Settlement Date at the minimum settlement rate of 0.3134 shares of the Issuer's common stock. On or after June 18, 2019 and prior to the Settlement Date, the Issuer may elect to settle the purchase contracts at the maximum settlement rate of 0.3839 shares of the Issuer's common stock. The purchase contracts may also be settled early in connection with certain fundamental changes of the Issuer.
- (2) Represents the minimum number of shares of the Issuer's common stock initially issuable upon settlement of the purchase contracts included in the TEUs based on the minimum settlement rate.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.