

INTUITIVE SURGICAL INC  
Form S-8  
April 29, 2011

As filed with the Securities and Exchange Commission on April 29, 2011

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**INTUITIVE SURGICAL, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State of Incorporation)

1266 Kifer Road

**77-0416458**  
(I.R.S. Employer Identification No.)

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Sunnyvale, California 94086

(Address of Principal Executive Offices including Zip Code)

2010 INCENTIVE AWARD PLAN

2009 EMPLOYMENT COMMENCEMENT INCENTIVE PLAN

(Full Title of the Plans)

Gary S. Guthart

President and Chief Executive Officer

Intuitive Surgical, Inc.

1266 Kifer Road

Sunnyvale, California 94086

(408) 523-2100

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code for Agent for Service)

Copy to:

Alan C. Mendelson, Esq.

Latham & Watkins LLP

140 Scott Drive

Menlo Park, California 94025

(650) 328-4600

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  (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities	Amount	Proposed	Proposed	Amount of
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<b>to be Registered</b>	<b>to be Registered (1)</b>	<b>Maximum Offering Price Per Share</b>	<b>Maximum Aggregate Offering Price</b>	<b>Registration Fee</b>
Common Stock, par value \$0.001 per share	1,250,000 (2)	\$354.60 (3)	\$443,250,000 (3)	\$51,461.33

- (1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the 2010 Incentive Award Plan or the 2009 Employment Commencement Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration, which results in an increase in the number of outstanding shares of the Registrant's Common Stock.
- (2) Represents (i) 1,200,000 shares available for future issuance under the 2010 Incentive Award Plan and (ii) 50,000 shares available for future issuance under the 2009 Employment Commencement Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) for the 1,250,000 shares registered hereunder (based on the average of the high (\$357.27) and low (\$351.92) prices for the Registrant's Common Stock reported by NASDAQ Global Select Market on April 28, 2011).

**REGISTRATION OF ADDITIONAL SECURITIES**

Intuitive Surgical, Inc. (the Company ) filed with the Securities and Exchange Commission the following Registration Statements on Form S-8 relating to shares of the Company s common stock, par value \$0.001 per share (the Common Stock ), to be offered and sold under the 2010 Incentive Award Plan and the 2009 Employment Commencement Incentive Plan (the Plans ) and the contents of such prior Registration Statements are incorporated by reference in this Registration Statement: Registration Statement on Form S-8 filed May 14, 2010 (File No. 333-166833) and Registration Statement on Form S-8 filed January 29, 2010 (File No. 333-164586). The Company is hereby registering an additional 1,250,000 shares issuable under the Plans, none of which have been issued as of the date of this Registration Statement.

**Item 8. Exhibits.**

See Index to Exhibits.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on this 29th day of April, 2011.

Intuitive Surgical, Inc.

By: */s/ Gary S. Guthart*  
 Gary S. Guthart, Ph.D.  
 President and Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Gary S. Guthart and Marshall L. Mohr, and each or any of them, such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's name, place and stead in any and all capacities, to sign any and all amendments (including post-effective amendments) and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
	President and Chief Executive Officer and  Director	
<i>/s/ Gary S. Guthart</i> Gary S. Guthart, Ph.D.	(Principal Executive Officer)	April 29, 2011
	Senior Vice President and Chief Financial  Officer	
<i>/s/ Marshall L. Mohr</i> Marshall L. Mohr	(Principal Financial Officer)	April 29, 2011
<i>/s/ Lonnie M. Smith</i> Lonnie M. Smith	Chairman of the Board of Directors	April 29, 2011
<i>/s/ Craig H. Barratt</i> Craig H. Barratt, Ph.D.	Director	April 29, 2011
<i>/s/ Eric H. Halvorson</i> Eric H. Halvorson	Director	April 29, 2011
<i>/s/ Amal M. Johnson</i> Amal M. Johnson	Director	April 29, 2011

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<i>/s/ Alan J. Levy</i> Alan J. Levy, Ph.D.	Director	April 29, 2011
<i>/s/ Floyd D. Loop</i> Floyd D. Loop, M.D.	Director	April 29, 2011
<i>/s/ Mark J. Rubash</i> Mark J. Rubash	Director	April 29, 2011
<i>/s/ George Stalk Jr.</i> George Stalk Jr.	Director	April 29, 2011

**INDEX TO EXHIBITS**

**Exhibit**

**Number**

- 4.1\* Intuitive Surgical, Inc. 2010 Incentive Award Plan, as amended and restated
- 4.2 Intuitive Surgical, Inc. 2009 Employment Commencement Incentive Plan, as amended and restated
- 5.1 Opinion of Latham & Watkins LLP
- 23.1 Consent of Latham & Watkins LLP (included in Exhibit 5.1)
- 23.2 Consent of Independent Registered Public Accounting Firm
- 24.1 Power of Attorney (included on signature page of this registration statement)

\* Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 000-30713) filed with the Securities and Exchange Commission on April 26, 2011.