

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

INTUITIVETM

INTUITIVE SURGICAL, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing Party:

 - (4) Date Filed:

INTUITIVE™

1020 Kifer Road
Sunnyvale, CA 94086

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
Important Notice Regarding the Availability of Proxy Materials
for the Special Meeting of Stockholders to be Held on Friday, September 20, 2021

TO THE STOCKHOLDERS OF INTUITIVE SURGICAL, INC.:

You are cordially invited to attend a Special Meeting of Stockholders (the “Special Meeting”) of Intuitive Surgical, Inc., a Delaware corporation, to be held on Monday, September 20, 2021, at 3:00 p.m. Pacific Time. The Special Meeting will be held entirely online due to the COVID-19 pandemic, in order to support the health and well-being of our partners, employees, and stockholders. You will be able to attend and participate in the Special Meeting online by visiting www.virtualshareholdermeeting.com/ISRG2021SM, where you will be able to listen to the meeting live, submit questions, and vote.

This Special Meeting is being held for the purpose of approving a proposal to further amend our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Common Stock that we may issue from 300 million shares to 600 million shares for the purpose of, among other things, effecting a proposed three-for-one stock split of our issued and outstanding Common Stock as part of such amendment and to transact such other business as may properly come before the meeting or any adjournments thereof.

The Board of Directors has set the close of business on August 18, 2021, as the record date for determining those stockholders who will be entitled to vote at the Special Meeting. The enclosed proxy statement and proxy card are being sent to each stockholder as of the record date.

Important Notice Regarding the Availability of Proxy Materials for the Special Meeting of Stockholders to Be Held on Monday, September 20, 2021: The proxy statement is available in the SEC Filings section of the investor relations page of our corporate information website at <https://isrg.gcs-web.com/sec-filings>.

You are cordially invited to attend the Special Meeting and, if you plan to attend the Special Meeting online by visiting www.virtualshareholdermeeting.com/ISRG2021SM, you may find instructions by going to the Special Meeting of Stockholders section of the Investor Relations page of our corporate information website at <https://isrg.gcs-web.com/investors>. If you do not expect to attend or if you plan to attend but desire the proxy holders to vote your shares, please date and sign your proxy card and return it in the enclosed postage-paid envelope. You may also vote electronically through the Internet or by telephone, as described in the accompanying materials. Returning a signed proxy card or voting electronically will not affect your right to vote in the event you find it convenient to attend. Please vote promptly to avoid the expense of additional proxy solicitation.

On behalf of our Board of Directors, thank you for your participation in this important process.

By order of the Board of Directors

/s/ Gary S. Guthart, Ph.D.

Gary S. Guthart, Ph.D.

President and Chief Executive Officer

Sunnyvale, California

August [], 2021

Please note that attendance at the online Special Meeting will be limited to stockholders as of the record date, or their authorized representatives, and guests of Intuitive Surgical, Inc.

INTUITIVE SURGICAL, INC.

PROXY STATEMENT

For Special Meeting of Stockholders to be Held September 20, 2021 at 3:00 p.m. Pacific Time

This proxy statement is delivered to you by Intuitive Surgical, Inc., a Delaware corporation (“we,” “us,” “our,” “our Company” or “Intuitive”), in connection with our Special Meeting of Stockholders to be held on Monday, September 20, 2021, at 3:00 p.m. Pacific Time (the “Special Meeting”). The Special Meeting will be held entirely online due to the COVID-19 pandemic, in order to support the health and well-being of our partners, employees, and stockholders. You will be able to attend and participate in the Special Meeting online by visiting www.virtualshareholdermeeting.com/ISRG2021SM, where you will be able to listen to the meeting live, submit questions, and vote. The Special Meeting is being held for the purpose of approving a proposal to further amend our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Common Stock that we may issue from 300 million shares to 600 million shares for the purpose of, among other things, effecting a three-for-one stock split of our issued and outstanding Common Stock as part of the amendment (the “Proposal”) and to transact such other business as may properly come before the meeting or any adjournments thereof. The Board of Directors of Intuitive is soliciting proxies to be voted at the Special Meeting. The approximate date on which this proxy statement and the enclosed proxy will be first mailed to stockholders is August 25, 2021.

If your shares of Common Stock are registered directly in your name, you are considered, with respect to those shares, the stockholder of record. Stockholders of record may vote virtually at the Special Meeting by visiting www.virtualshareholdermeeting.com/ISRG2021SM or by proxy using the enclosed proxy card, by telephone, or electronically through the Internet.

The deadline for stockholders of record to vote by telephone or electronically through the Internet is 11:59 p.m. Eastern Time, on September 19, 2021. Set forth below is a summary of the three voting methods which stockholders of record may utilize to submit their votes by proxy:

Vote by Telephone — You may vote by proxy by calling the toll-free number found on the voting instruction form. Use any touch-tone telephone to vote your proxy 24 hours a day, 7 days a week. Have your proxy card (which contains your control number) in hand when you call, and follow the instructions provided.

Vote Electronically through the Internet — You may vote by proxy via the Internet by visiting www.proxyvote.com. Use the Internet to vote your proxy 24 hours a day, 7 days a week. Have your proxy card (which contains your control number) in hand when you access the website. Follow the instructions to obtain your records and to create an electronic voting instruction form. The Internet voting procedures comply with Delaware law.

Vote by Mail — Mark, sign, and date your proxy card, and return it in the postage-paid envelope we have provided you.

We urge you to vote promptly using one of these methods to ensure your vote is counted.

If you vote by telephone or electronically through the Internet, you do not need to return your proxy card.

Please note that, although there is no charge to you for voting by telephone or electronically through the Internet, there may be costs associated with electronic or telephonic access, such as usage charges of Internet service providers and telephone companies. We do not cover these costs; they are solely your responsibility.

If your shares of Common Stock are held in an account at a brokerage firm, bank, broker-dealer, or other similar organization, then you are the beneficial owner of shares held in “street name,” and you should have received these proxy materials from that organization rather than us. The organization holding your shares is considered the stockholder of record for purposes of voting at the Special Meeting. As a beneficial owner, you have the right to direct the organization holding your shares on how to vote the shares held in your account using the voting instructions received from such organization. You may vote in person at the Special Meeting only if you obtain a legal proxy from the broker, trustee, or nominee that holds your shares giving you the right to vote the shares at the Special Meeting.

If a proxy in the accompanying form is duly executed and returned, the shares represented by the proxy will be voted as directed. If no direction is given, the shares represented by the proxy will be voted FOR the proposal. If you are a stockholder of record, you may revoke your proxy at any time before it is voted at the Special Meeting by:

- delivering written notice of revocation to our Corporate Secretary at 1020 Kifer Road, Sunnyvale, California 94086;
- submitting a later dated proxy; or
- attending the Special Meeting and voting virtually by visiting www.virtualshareholdermeeting.com/ISRG2021SM.

Attendance at the Special Meeting will not in itself constitute a revocation of your proxy. If your shares are held in street name and you want to change your vote, please contact your broker, bank, or other nominee to find out how to do so. We will incur the cost of this solicitation of proxies that will be made by mail. In addition, our officers and other regularly engaged employees may, in a limited number of instances, solicit proxies personally or by telephone. We will reimburse banks, brokerage firms, other custodians, nominees, and fiduciaries for reasonable expenses incurred in sending proxy materials to beneficial owners of our Common Stock. We have retained Alliance Advisors, LLC to solicit proxies for a fee of \$10,000 plus a reasonable amount to cover out-of-pocket expenses for proxy solicitation services.

Only stockholders of record at the close of business on August 18, 2021, will be entitled to vote at the Special Meeting. There were [] shares of Common Stock outstanding on that date. Each share of Common Stock is entitled to one vote. The presence in person or by proxy of holders of a majority of the outstanding shares of stock entitled to vote is necessary to constitute a quorum for the Special Meeting. A quorum must be established to consider any matter.

The Proposal will be considered as having passed if it receives the affirmative “for” vote of the holders of a majority of the stock of the Company entitled to vote.

If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, under the rules of various national and regional securities exchanges, the organization that holds your shares may generally vote your uninstructed shares on “routine” matters but cannot vote on “non-routine” matters. The Proposal is considered a “routine” matter under applicable rules. If the organization that holds your shares does not receive instructions from you on how to vote your shares on the Proposal, the organization that holds your shares will be able to vote your shares on the Proposal. Generally, broker non-votes occur on a matter when a broker is not permitted to vote on that matter without instructions from the beneficial owner and instructions are not given. Accordingly, no broker non-votes will likely result from this proposal. A properly executed proxy marked “Abstain” with respect to the Proposal will not be voted, although it will be counted for purposes of determining whether there is a quorum. The Proposal will be determined by a majority of the stock of the Company entitled to vote as described in the preceding paragraph, and proxies marked “Abstain” as to the Proposal will have the same effect as a vote cast against the Proposal.

By properly signing and returning the enclosed proxy card or by voting through the Internet or by telephone, you are giving the persons who are designated by the Board of Directors as proxies the authority to vote your shares in the manner that you indicate on your proxy card. The Board of Directors has designated Gary S. Guthart, Ph.D., Marshall L. Mohr, and Siang Chin to serve as proxies for the Special Meeting. If any other matters properly come before the Special Meeting or any postponement or adjournment of the meeting, the persons designated as proxies intend to vote in accordance with their best judgment on such matters. The proxy confers discretionary authority to the persons designated in our proxy to vote with respect to all other matters that may properly come before the Special Meeting.

Our principal executive office is located at 1020 Kifer Road, Sunnyvale, California 94086.

PROPOSAL NO. 1

AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FOR THE PURPOSE OF EFFECTING A THREE-FOR-ONE STOCK SPLIT

Description of the Proposed Amendment

Our Amended and Restated Certificate of Incorporation (“Certificate of Incorporation”) currently authorizes the issuance of up to 300 million shares of Common Stock, \$0.001 par value per share (“Common Stock”) and 2.5 million shares of Preferred Stock, \$0.001 par value per share (“Preferred Stock”).

On August 4, 2021, our Board of Directors adopted resolutions approving, subject to stockholder approval at the Special Meeting, an amendment (the “Amendment”) to the Certificate of Incorporation to increase the number of authorized shares of Common Stock from 300 million shares to 600 million shares for the purpose of, among other things, effecting a three-for-one split of our issued and outstanding Common Stock as part of such amendment. The Amendment would not affect the number of authorized shares of Preferred Stock. Currently, there are no shares of Preferred Stock issued and outstanding. The Board of Directors determined that the Amendment is advisable and in the best interests of Intuitive and directed that the proposed Amendment be submitted for approval by stockholders at the Special Meeting. The full text of the Amendment to the Certificate of Incorporation is set forth in [Appendix A](#) to this Proxy Statement.

Purposes and Effects of the Proposed Amendment

Our Board of Directors has approved, subject to stockholder approval of the Amendment, a three-for-one split of our issued and outstanding Common Stock (the “Stock Split”) to be effected as part of the Amendment. If our stockholders approve the Amendment, the Amendment will become effective on the date that it is filed with the Secretary of State of the State of Delaware, and each stockholder of record at the close of business on such date will become the record owner of, and be entitled to receive, two additional shares of Common Stock for each share of Common Stock then owned of record by such stockholder. If the Amendment is approved, the Company currently anticipates filing the Amendment with the Secretary of State of the State of Delaware on September 27, 2021.

All shares issued as a result of the proposed Stock Split will be issued in book-entry form, either through the Direct Registration System (“DRS”) or as a credit to an existing account of a stockholder of record. Consequently, certificates representing shares of Common Stock currently issued should be retained by each stockholder and should not be returned to the Company or to its transfer agent, as it will not be necessary to submit outstanding certificates for exchange.

Our Board of Directors is recommending the proposed increase in the number of authorized shares of Common Stock to provide adequate shares of Common Stock for the Stock Split and to give Intuitive the flexibility to issue shares of Common Stock for future corporate needs. As a general matter, the Board of Directors would be able to issue these additional shares of Common Stock in its discretion from time to time without further action or approval of our stockholders, subject to and as limited by any rules or listing requirements of the Nasdaq Stock Market or of any other applicable rules or regulations.

The Stock Split. The trading price of our Common Stock has risen significantly over the past several years. Our Board of Directors regularly evaluates the effect of the trading price of our Common Stock on the liquidity and marketability of our Common Stock and believes the considerable price appreciation has made our Common Stock less affordable and, therefore, attractive to fewer investors. The closing market price of our Common Stock on August 18, 2021, was \$[] as reported on the Nasdaq Global Select Market. The Board of Directors believes that effecting the Stock Split would make our shares more affordable and attractive to a broader group of potential investors, increase liquidity in the trading of our Common Stock, and increase the attractiveness of our employee equity awards. The Board of Directors believes it is in our best interests to increase the number of authorized shares of Common Stock to accommodate the Stock Split.

Effects of the Stock Split. Following the payment date of the Stock Split, each stockholder will own three times the number shares of our Common Stock such stockholder held prior to the effective date. However, the Stock Split will affect all of our stockholders uniformly and will not affect any stockholder’s percentage ownership of our Common Stock. Proportionate voting rights and other rights and preferences of the holders of our Common Stock will not be affected by the Stock Split. The number of stockholders of record will also not be affected by the Stock Split. The Stock Split will also proportionately increase the number of shares of Common Stock available for issuance under our equity compensation plans.

Assuming the proposed Amendment is adopted and we effect the Stock Split, based on the shares of Common Stock outstanding as of July 31, 2021, the following number of shares of Common Stock would be authorized, outstanding, and available for future issuance after the Stock Split:

	Shares of Common Stock as of July 31, 2021	
	Pre-Amendment & Pre-Stock Split	Post-Amendment & Post- Stock Split
Common Stock authorized	300,000,000	600,000,000
Common Stock outstanding	118,898,578	356,695,734
Common Stock issuable pursuant to outstanding options and vesting of RSUs	5,650,476	16,951,428
Common Stock available for future issuance:		
2010 Incentive Award Plan	8,689,570	26,068,710
2000 Employee Stock Purchase Plan	925,113	2,775,339
Total Common Stock authorized and available for issuance ⁽¹⁾	165,836,263	197,508,789

(1) Assumes all of the shares of Common Stock available for issuance pursuant to our equity compensation plans are in fact issued.

Accounting Consequences of Stock Split. The par value per share of our Common Stock will remain unchanged at \$0.001 per share after the Stock Split. As a result, on the payment date of the Stock Split, the stated capital on our consolidated balance sheet attributable to Common Stock will be increased proportionately and the additional paid-in capital account will be decreased by the amount by which the stated capital is increased. Per share net income or loss will be decreased for current and prior periods, because there will be additional shares of our Common Stock outstanding. We do not anticipate that any other accounting consequences, including changes to the amount of stock-based compensation expense to be recognized in any period, will arise as a result of the Stock Split.

Reservation of Right to Abandon Stock Split. We reserve the right to not proceed with the Amendment and to abandon the Amendment, including the Stock Split, without further action by our stockholders at any time before the effectiveness of the filing of the Amendment with the Secretary of State of the State of Delaware, even if the authority to effect the Amendment is approved by our stockholders at the Special Meeting. By voting in favor of the Amendment, you are expressly also authorizing our Board of Directors to delay, not proceed with, and abandon, the proposed Amendment and the Stock Split if it should so decide, in its sole discretion, that such action is in the best interests of our company and its stockholders. If the Board elects to abandon the Amendment, the number of authorized shares of Common Stock will remain 300,000,000, and the Stock Split will not be effected.

Other Purposes. After completion of the Stock Split, the remaining newly authorized shares of Common Stock would be issuable for any proper corporate purpose, including future acquisitions, capital-raising or financing transactions involving Common Stock, convertible securities or other equity securities, stock splits, stock dividends, and current or future equity compensation plans. Our Board of Directors believes that these additional shares will provide Intuitive with needed flexibility to issue shares in the future without the potential expense or delay incident to obtaining stockholder approval for any particular issuance. We may issue the additional shares, together with currently authorized but unused and unreserved shares, at such time, to such persons, and for such consideration as the Board of Directors may determine to be in our best interests without further stockholder approval, except as otherwise required by law or stock exchange rules. Except for shares of Common Stock available for issuance pursuant to our equity compensation plans and shares of Common Stock to be issued to effect the Stock Split, Intuitive does not currently have any other plans, agreements, commitments, or understandings with respect to the issuance of the additional shares (or the currently authorized but unissued shares) of Common Stock, nor does Intuitive currently have any plans, arrangements, commitments, or understandings with respect to the issuance of any shares of Preferred Stock.

Rights of Additional Authorized Shares of Common Stock

Any additional authorized shares of Common Stock, if and when issued, would be part of our existing class of Common Stock and would have the same rights and privileges as the currently outstanding shares of Common Stock. The holders of Common Stock are not entitled to preemptive rights or cumulative voting.

Potential Effects of Future Issuances

The Stock Split will affect all of our stockholders uniformly and will not affect any stockholder's percentage ownership of our Common Stock. However, other future issuances of shares of Common Stock or securities convertible into shares of Common Stock could have a dilutive effect on Intuitive's earnings per share, book value per share, and the voting power and interest of current stockholders. While we do not intend the Amendment to deter or prevent a change in control, we could use the additional shares of Common Stock (as we could use the currently authorized but unissued shares of our stock) to hinder persons seeking to acquire or take control of our company or to dilute voting power of the outstanding shares. We are not aware of any efforts to obtain control of our company, and we have not made this proposal in response to any such efforts.

Effective Date of Proposed Amendment and Issuance of Shares for Stock Split

If the Amendment is adopted by the required vote of stockholders, such Amendment will become effective on the date the Amendment is filed with the Secretary of State of the State of Delaware, which will become the record date for the determination of the owners of Common Stock entitled to additional shares. If the Amendment is approved, the Company currently anticipates that the record date will be September 27, 2021, and the distribution date for such additional shares will be October 4, 2021. Our Board of Directors reserves the right, notwithstanding stockholder approval of the Amendment to the Certificate of Incorporation, and without further action by the stockholders, to elect not to proceed with the Amendment if, at any time prior to filing the Amendment, the Board of Directors determines that it is no longer in the best interests of the Company and stockholders to proceed with the Stock Split.

Please do not destroy or send your existing stock certificates to the Company. If the Amendment is adopted, those certificates will remain valid for the number of shares shown thereon and should be carefully preserved by you. All shares issued as a result of the proposed Stock Split will be issued in book-entry form, either through DRS or as a credit to an existing stockholder of record account. You will receive information about the additional shares to which you are entitled on or around the distribution date.

If the amendment is approved, the Company will provide additional details about the implementation of the Stock Split on its website following the Special Meeting.

IMPORTANT NOTE: PLEASE DO NOT DESTROY OR RETURN YOUR EXISTING STOCK CERTIFICATES. CERTIFICATES REPRESENTING SHARES OF COMMON STOCK ISSUED PRIOR TO THE STOCK SPLIT WILL CONTINUE TO REPRESENT THE SAME NUMBER OF SHARES OF COMMON STOCK AFTER THE EFFECTIVE DATE OF THE STOCK SPLIT.

Vote Required

Approval of the Amendment to the Amended and Restated Certificate of Incorporation requires the affirmative vote of the holders of a majority of the outstanding stock of the Company entitled to vote thereon.

Recommendation of the Board

THE BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 300 MILLION SHARES TO 600 MILLION SHARES FOR THE PURPOSE OF, AMONG OTHER THINGS, EFFECTING A THREE-FOR-ONE SPLIT OF OUR ISSUED AND OUTSTANDING COMMON STOCK AS PART OF SUCH AMENDMENT.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information in the following table sets forth the ownership of our common stock, as of July 31, 2021, by: (i) any person who is known by us to be the beneficial owner of more than five percent of our common stock; (ii) each of our Named Executive Officers named in the Compensation Discussion and Analysis section of our definitive proxy statement on Schedule 14A for our 2021 Annual Meeting of Stockholders filed with the SEC on March 10, 2021; (iii) each of our directors; and (iv) all executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Under such rules, beneficial ownership includes any shares over which the individual has sole or shared voting power or investment power as well as any shares that the individual has sole or shared voting power as well as any shares that the individual has the right to acquire within 60 days of July 31, 2021, through the exercise of any stock options, warrants, or other rights or upon vesting of RSUs. The percentage of shares beneficially owned is computed based on 118,898,578 shares of our common stock outstanding as of July 31, 2021. Shares of our common stock that a person has the right to acquire within 60 days of July 31, 2021, are deemed outstanding for purposes of computing the percentage ownership of the person holding such rights but are not deemed outstanding for purposes of computing the percentage ownership of any other person, except with respect to the percentage ownership of all directors and executive officers as a group. Unless otherwise noted below, the address for each beneficial owner listed is c/o Intuitive Surgical, Inc., 1020 Kifer Rd., Sunnyvale, California 94086.

The following table indicates those owners and their total number of beneficially owned shares, including shares subject to options exercisable or RSUs vesting within 60 days after July 31, 2021; however, unless otherwise indicated, these shares do not include any options or RSUs awarded after July 31, 2021:

Beneficial Owner	Beneficial Ownership	
	Number of Shares	Percent of Total
T. Rowe Price Associates, Inc.	9,599,898 (1)	8.1 %
The Vanguard Group	9,127,891 (2)	7.7 %
BlackRock, Inc.	8,888,304 (3)	7.5 %
FMR LLC	5,190,152 (4)	4.4 %
Gary S. Guthart, Ph.D.	578,371 (5)	0.5 %
David J. Rosa	203,491 (6)	*
Marshall L. Mohr	95,432 (7)	*
Myriam J. Curet, M.D.	26,684 (8)	*
Amal M. Johnson	25,593 (9)	*
Craig H. Barratt, Ph.D.	19,068 (10)	*
Alan J. Levy, Ph.D.	15,118 (11)	*
Mark J. Rubash	10,685 (12)	*
Jami Dover Nachtsheim	5,435 (13)	*
Keith R. Leonard Jr.	3,397 (14)	*
Don R. Kania, Ph.D.	2,943 (15)	*
Amy L. Ladd, M.D.	1,571 (16)	*
Bob DeSantis	1,069 (17)	*
Joseph C. Beery	1,021 (18)	*
Monica P. Reed, M.D.	—	*
All executive officers and directors as a group (17 persons)	1,006,359 (19)	0.8 %

(*) Represents less than 0.5% of the issued and outstanding shares.

- (1) Based on information provided by T. Rowe Price Associates, Inc. ("T. Rowe Price"), 100 East Pratt Street, Baltimore, MD 21202, in a Schedule 13G filed with the SEC on February 16, 2021, reporting beneficial ownership of Intuitive's stock as of December 31, 2020. According to such Schedule 13G, T. Rowe Price has sole power to vote or direct the vote with respect to 3,736,230 shares and sole power to dispose or direct the disposition with respect to 9,599,898 shares.
- (2) Based on information provided by The Vanguard Group ("Vanguard"), 100 Vanguard Blvd, Malvern, PA 19355, in a Schedule 13G filed with the SEC on February 10, 2021, reporting beneficial ownership of Intuitive's stock as of December 31, 2020. According to such Schedule 13G, Vanguard has sole power to vote or direct the vote with respect to 0 shares, shared voting power for 202,968 shares, sole dispositive power for 8,605,362 shares, and shared dispositive power for 522,529 shares.

- (3) Based on information provided by BlackRock, Inc. (“BlackRock”), 55 East 52nd Street, New York, NY 10055, in a Schedule 13G filed with the SEC on January 29, 2021, reporting beneficial ownership of Intuitive’s stock as of December 31, 2020. According to such Schedule 13G, BlackRock has sole power to vote or direct the vote with respect to 7,967,159 shares and sole power to dispose or direct the disposition with respect to 8,888,304 shares.
- (4) Based on information provided by FMR LLC. (“FMR”), 245 Summer Street, Boston, MA 02210, in a Schedule 13G filed with the SEC on February 8, 2021, reporting beneficial ownership of Intuitive’s stock as of December 31, 2020. According to such Schedule 13G, FMR has sole power to vote or direct the vote with respect to 742,945 shares and sole power to dispose or direct the disposition with respect to 5,190,152 shares.
- (5) Includes 370,318 shares held by G Guthart & D Guthart TTE Guthart Family Trust U/A DDTD 11-9-2000, 11,600 shares held by G Guthart & D Guthart TTEE Joseph Clay Guthart 2020 Irrev TR U/A DTD 10-30-20, 11,600 shares held by G Guthart & D Guthart TTEE Mia Hannah Guthart 2020 Irrev TR U/A DTD 10-30-20, and 184,853 shares issuable pursuant to options exercisable within 60 days of July 31, 2021.
- (6) Includes 32,712 shares directly owned and 170,779 shares issuable pursuant to options exercisable within 60 days of July 31, 2021.
- (7) Includes 31,904 shares owned by the Mohr Trust Dated April 15, 2005 and 63,528 shares issuable pursuant to options exercisable within 60 days of July 31, 2021.
- (8) Includes 95 shares directly owned and 26,589 shares issuable pursuant to options exercisable within 60 days of July 31, 2021.
- (9) Includes 3,723 shares directly owned and 21,870 shares issuable pursuant to options exercisable within 60 days of July 31, 2021.
- (10) Includes 7,981 shares held by the Barratt-Oakley Trust dated November 29, 2004, of which Dr. Barratt is a trustee and has voting and investment authority over the shares held by the trust, and 11,087 shares issuable pursuant to options exercisable within 60 days of July 31, 2021.
- (11) Includes 8,094 shares directly owned and 7,024 shares issuable pursuant to options exercisable within 60 days of July 31, 2021.
- (12) Includes 4,815 shares directly owned and 5,870 shares issuable pursuant to options exercisable within 60 days of July 31, 2021.
- (13) Includes 1,342 shares directly owned and 4,093 shares issuable pursuant to options exercisable within 60 days of July 31, 2021.
- (14) Includes 849 shares directly owned and 2,548 shares issuable pursuant to options exercisable within 60 days of July 31, 2021.
- (15) Includes 744 shares directly owned and 2,199 shares issuable pursuant to options exercisable within 60 days of July 31, 2021.
- (16) Includes 255 shares directly owned and 1,316 shares issuable pursuant to options exercisable within 60 days of July 31, 2021.
- (17) Includes 364 shares directly owned and 705 shares issuable pursuant to options exercisable within 60 days of July 31, 2021.
- (18) Includes 255 shares directly owned and 766 shares issuable pursuant to options exercisable within 60 days of July 31, 2021.
- (19) Includes 514,610 shares issuable pursuant to options exercisable within 60 days of July 31, 2021.

DEADLINE FOR RECEIPT OF STOCKHOLDER PROPOSALS FOR THE 2022 ANNUAL MEETING OF STOCKHOLDERS

Any stockholder who meets the requirements of the proxy rules under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), may submit to the Board proposals to be considered for submission to the stockholders at the 2022 Annual Meeting of Stockholders. In order to be considered for inclusion in the proxy material to be disseminated by the Board, your proposal must comply with the requirements of Rule 14a-8 under the Exchange Act and be submitted in writing by notice delivered or mailed by first-class United States mail, postage prepaid, to our Corporate Secretary at:

Intuitive Surgical, Inc.
Attn: Corporate Secretary
1020 Kifer Road
Sunnyvale, CA 94086-5301

and must be received no later than November 12, 2021. Your notice must include the following:

- Your name and address and the text of the proposal to be introduced.
- The number of shares of stock you hold of record, beneficially own, and represent by proxy as of the date of your notice.
- A representation that you intend to appear in person or by proxy at the 2022 Annual Meeting of Stockholders to introduce the proposal specified in your notice.

The chair of the meeting may refuse to acknowledge the introduction of your proposal if it is not made in compliance with the foregoing procedures or the applicable provisions of our Amended and Restated Bylaws (“Bylaws”). Our Bylaws also provide for separate notice procedures to recommend a person for nomination as a director or to propose business to be considered by stockholders at a meeting outside the processes of Rule 14a-8. To be considered timely under these provisions, the stockholder’s notice must be received by our Corporate Secretary at our principal executive offices at the address set forth above no earlier than December 23, 2021, and no later than January 22, 2022. If the date of our 2022 Annual Meeting of Stockholders is more than 30 days before or more than 60 days after April 21, 2022, the stockholder’s notice must be received not later than the 90th day prior to such annual meeting or, if later, the 10th day following the day on which public announcement of the date of such annual meeting was first made. A stockholder providing such notice must also further update and supplement such notice so that the information provided or required to be provided is true and correct as of the record date for the meeting and as of the date that is 10 business days prior to the meeting or any adjournment or postponement thereof, and such update and supplement must be received by our Corporate Secretary at our principal executive offices not later than 5 business days after the record date for the meeting (in the case of the update and supplement required to be made as of the record date) and not later than 8 business days prior to the date for the meeting or, if practicable, any adjournment or postponement thereof (and, if not practicable, on the first practicable date prior to the date to which the meeting has been adjourned or postponed) (in the case of the update and supplement required to be made as of 10 business days prior to the meeting or any adjournment or postponement thereof). Our Bylaws also specify requirements as to the form and content of a stockholder’s notice. We recommend that any stockholder wishing to make a nomination for director or to bring any other item before an annual meeting, other than proposals intended to be included in the proxy materials pursuant to Rule 14a-8, review a copy of our Bylaws, as amended and restated to date, which can be found at www.intuitive.com or obtained, without charge, from our Corporate Secretary at the address above.

In addition, our Bylaws permit certain of our stockholders who have beneficially owned 3% or more of our outstanding common stock continuously for at least three years to submit nominations to be included in our proxy materials for up to 25% of the total number of directors then serving. Notice of proxy access director nominations for the 2022 Annual Meeting of Stockholders must be delivered to our Corporate Secretary at our principal executive offices at the address noted above no earlier than December 23, 2021, and no later than the close of business on January 22, 2022. The notice must set forth the information required by our Bylaws with respect to each proxy access director nomination that an eligible stockholder or stockholders intend to present at the 2022 Annual Meeting of Stockholders and must otherwise be in compliance with our Bylaws.

OTHER BUSINESS

Our Board of Directors does not know of any other matter to be acted upon at the meeting. However, if any other matter shall properly come before the meeting, the proxy holders named in the proxy accompanying this proxy statement will have authority to vote all proxies in accordance with their discretion.

By order of the Board of Directors

/s/ Gary S. Guthart, Ph.D.

Gary S. Guthart, Ph.D.

President and Chief Executive Officer

Sunnyvale, California

August [], 2021

Appendix A

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

Intuitive Surgical, Inc. (the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That Paragraph (A) of Article Four of Exhibit A of the Amended and Restated Certificate of Incorporation is hereby amended to read in its entirety as follows:

“A. Classes of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares which the corporation is authorized to issue is six hundred two million five hundred thousand (602,500,000) shares, of which six hundred million (600,000,000) shares shall be Common Stock, par value \$0.001 per share, and two million five hundred thousand (2,500,000) shares shall be Preferred stock, par value \$0.001 per share. At the effective time of this Certificate of Amendment (the “Effective Time”), each issued and outstanding share of the corporation’s Common Stock shall be divided into three (3) validly issued, fully paid and non-assessable shares of Common Stock reflecting a three (3) for one (1) stock split (the “Stock Split”). The Stock Split shall occur without any further action on the part of the corporation or the holders of shares of Common Stock and whether or not certificates representing such holders’ shares prior to the Stock Split are surrendered for cancellation.”

SECOND: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed this [] day of [], 2021.

By:

Siang Chin
*Vice President, Assistant General Counsel, and
Corporate Secretary*

INTUITIVE SURGICAL, INC.
1020 KIEFER ROAD
SUNNYVALE, CA 94086

VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. Eastern Time on September 19, 2021 for shares held directly and by 11:59 P.M. Eastern Time on September 15, 2021 for shares held in a Plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/ISRG2021SM

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. Eastern Time on September 19, 2021 for shares held directly and by 11:59 P.M. Eastern Time on September 15, 2021 for shares held in a Plan. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D58818-S29203

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

INTUITIVE SURGICAL, INC.



The Board of Directors recommends you vote FOR the following proposal:

For Against Abstain

- 1. TO APPROVE THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FOR THE PURPOSE OF EFFECTING A THREE-FOR-ONE STOCK SPLIT.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

Important Notice Regarding the Availability of Proxy Materials for the Special Meeting:
The Notice and Proxy Statement is available at www.proxyvote.com.

D58819-S29203

**INTUITIVE SURGICAL, INC.
Special Meeting of Stockholders
September 20, 2021 3:00 P.M., Pacific Time
This proxy is solicited by the Board of Directors**

The stockholder(s) hereby appoint(s) Gary S. Guthart, Ph.D., Marshall L. Mohr, and Siang Chin, or any of them, as proxies, each with the power to appoint his or her substitute, to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of Intuitive Surgical, Inc. that the stockholder(s) is/are entitled to vote at the Special Meeting of Stockholders to be held at 3:00 P.M., Pacific Time on September 20, 2021 via live webcast at www.virtualshareholdermeeting.com/ISRG2021SM, or any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted "FOR" Proposal 1 in accordance with the Board of Directors' recommendation.

Any additional business as properly may come before the Special Meeting of Stockholders or any adjournment or postponement thereof will be voted in accordance with the judgment of the person voting the proxy. You may revoke this proxy at any time prior to commencement of voting at the Special Meeting of Stockholders or any adjournment or postponement thereof.

Continued and to be signed on reverse side