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

1020 Kifer Road
Sunnyvale, California 94086
(Address of Principal Executive Offices including Zip Code)

AMENDED AND RESTATED INTUITIVE SURGICAL, INC. 2010 INCENTIVE AWARD PLAN
(Full Title of the Plan)

David J. Rosa **Chief Executive Officer** **Intuitive Surgical, Inc.** **1020 Kifer Road** **Sunnyvale, California 94086** **(408) 523-2100**	**Copy to:** **Mark V. Roeder** **John C. Williams** **Latham & Watkins LLP** **140 Scott Drive** **Menlo Park, California 94025** **(650) 328-4600**

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

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, to be offered and sold under the Company's Amended and Restated Intuitive Surgical, Inc. 2010 Incentive Award Plan (the "Amended 2010 Plan"), and the contents of such prior Registration Statements are incorporated by reference in this Registration Statement: Registration Statement on Form S-8 filed July 19, 2024 (File No. 333-280923), Registration Statement on Form S-8 filed July 22, 2022 (File No. 333-266304), Registration Statement on Form S-8 filed July 21, 2021 (File No. 333-258073), Registration Statement on Form S-8 filed July 23, 2020 (File No. 333-240046), Registration Statement on Form S-8 filed July 25, 2019 (File No. 333-232829), Registration Statement on Form S-8 filed October 20, 2017 (File No. 333-221043), Registration Statement on Form S-8 filed May 2, 2016 (File No. 333-211064), Registration Statement on Form S-8 filed May 1, 2015 (File No. 333-203793), Registration Statement on Form S-8 filed June 17, 2013 (File No. 333-189399), Registration Statement on Form S-8 filed April 20, 2012 (File No. 333-180863), Registration Statement on Form S-8 filed April 29, 2011 (File No. 333-173803), and Registration Statement on Form S-8 filed May 14, 2010 (File No. 333-166833). The Company is hereby registering an additional 5,000,000 shares issuable under the Amended 2010 Plan, none of which have been issued as of the date of this Registration Statement.

Item 8. **Exhibits.**

Exhibit No.	Description
4.1(1)	Amended and Restated Intuitive Surgical, Inc. 2010 Incentive Award Plan.
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)
107.1	Filing Fee Table

1. Incorporated by reference to Exhibit 10.1 filed with the Company's Current Report on Form 8-K filed on May 5, 2025 (File No. 000-30713).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 July 23, 2025.

INTUITIVE SURGICAL, INC.

By: */s/ David J. Rosa*
David J. Rosa
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints David J. Rosa and Jamie E. Samath, 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 or she 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, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ David J. Rosa **David J. Rosa**	Chief Executive Officer and Director (Principal Executive Officer)	July 23, 2025
/s/ Jamie E. Samath **Jamie E. Samath**	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 23, 2025
/s/ Fredrik Widman **Fredrik Widman**	Vice President and Corporate Controller (Principal Accounting Officer)	July 23, 2025
/s/ Gary S. Guthart **Gary S. Guthart, PhD**	Executive Chair of the Board	July 23, 2025
/s/ Craig H. Barratt **Craig H. Barratt, Ph.D.**	Lead Independent Director of the Board	July 23, 2025
/s/ Joseph C. Beery **Joseph C. Beery**	Director	July 23, 2025
/s/ Lewis Chew **Lewis Chew**	Director	July 23, 2025
/s/ Amal M. Johnson **Amal M. Johnson**	Director	July 23, 2025
/s/ Sreelakshmi Kolli **Sreelakshmi Kolli**	Director	July 23, 2025
/s/ Amy L. Ladd **Amy L. Ladd, M.D.**	Director	July 23, 2025
/s/ Keith R. Leonard Jr. **Keith R. Leonard Jr.**	Director	July 23, 2025
/s/ Jami Dover Nachtsheim **Jami Dover Nachtsheim**	Director	July 23, 2025
/s/ Monica P. Reed **Monica P. Reed, M.D.**	Director	July 23, 2025

Exhibit 107.1

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Intuitive Surgical, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title [1]	Fee Calculation Rule	Amount Registered [2]	Proposed Maximum Offering Price Per Unit [3]	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock $0.001 par value per share	Rule 457(c) and Rule 457(h)	5,000,000	$510.68	$2,553,400,000	$0.0001531	$390,925.54
Total Offering Amounts			5,000,000		$ 2,553,400,000		$390,925.54
Total Fee Offsets							$—
Net Fee Due							$390,925.54

(1) This Registration Statement (the "Registration Statement") registers the issuance of the common stock of Intuitive Surgical, Inc. (the "Registrant"), par value $0.001 (the "Common Stock") issuable pursuant to restricted stock units assumed by the Registrant as a result of the Registrant's Amended and Restated 2010 Incentive Award Plan.

(2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate number of additional shares that may be offered or issued as a result of any stock dividend, stock split, recapitalization, or similar transaction effected without the receipt of consideration that results in an increase in the number of the outstanding shares of Common Stock.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on July 16, 2025.

Exhibit 5.1

140 Scott Drive
Menlo Park, California 94025
Tel: +1.650.328.4600 Fax: +1.650.463.2600
www.lw.com

LATHAM & WATKINS LLP

FIRM/AFFILIATE OFFICES

Austin
Beijing
Boston
Brussels
Century City
Chicago
Dubai
Düsseldorf
Frankfurt
Hamburg
Hong Kong
Houston
London
Los Angeles
Madrid
Milan
Munich
New York
Orange County
Paris
Riyadh
San Diego
San Francisco
Seoul
Silicon Valley
Singapore
Tel Aviv
Tokyo
Washington, D.C.

July 23, 2025

Intuitive Surgical, Inc.
1020 Kifer Road
Sunnyvale, CA 94086

Re: Registration Statement on Form S-8; 5,000,000 shares of Common Stock, par value $0.001 per share

To the addressee set forth above:

We have acted as special counsel to Intuitive Surgical, Inc., a Delaware corporation (the "***Company***"), in connection with the registration by the Company of up to an aggregate of 5,000,000 shares of common stock of the Company, par value $0.001 per share (the "***Shares***"), consisting of 5,000,000 shares issuable under the Company's Amended and Restated 2010 Incentive Award Plan (the "***Plan***") under the Securities Act of 1933, as amended (the "***Act***"), pursuant to a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "***Commission***") on the date hereof (the "***Registration Statement***"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters.

We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and have been issued by the Company (for legal consideration not less than par value) in the circumstances contemplated by the Plan, assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Intuitive Surgical, Inc. of our report dated January 31, 2025 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Intuitive Surgical, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ PricewaterhouseCoopers LLP
San Jose, California
July 23, 2025