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**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): August 5, 2021**

**INTUITIVE SURGICAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-30713**  
(Commission  
File Number)

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

**1020 Kifer Road**  
**Sunnyvale, California 94086**  
(Address of principal executive offices) (zip code)

**Registrant's telephone number, including area code: (408) 523-2100**

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))

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	ISRG	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

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**Item 8.01. Other Events.**

On August 5, 2021, Intuitive Surgical, Inc. (“Intuitive”) issued a press release announcing that its board of directors has approved an increase in the number of authorized shares of the Company’s common stock from 300,000,000 shares to 600,000,000 shares in connection with a three-for-one split of Intuitive’s common stock to be effected through an amendment to Intuitive’s Amended and Restated Certificate of Incorporation (the “Proposal”). The adoption of the Proposal is subject to the approval of Intuitive’s stockholders at a Special Meeting of Stockholders (the “Special Meeting of Stockholders”), which is currently scheduled to take place on September 20, 2021.

Copies of (i) the press release and (ii) Employee Frequently Asked Questions & Answers About the Stock Split are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated by reference herein.

**Additional Information and Where to Find It**

This Current Report on Form 8-K may be deemed to be solicitation material in respect of the solicitation of proxies from stockholders for the Special Meeting of Stockholders scheduled to be held on September 20, 2021. Intuitive intends to file with the U.S. Securities and Exchange Commission (the “SEC”) and make available to the stockholders of Intuitive of record on August 18, 2021, a proxy statement containing important information about the Proposal. **BEFORE MAKING ANY VOTING DECISION, INTUITIVE’S STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) CAREFULLY AND IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MATTERS TO BE CONSIDERED AT THE SPECIAL MEETING OF STOCKHOLDERS, INCLUDING THE PROPOSAL.**

Investors will be able to obtain the proxy statement and other relevant materials, when available, free of charge at the SEC’s website ([www.sec.gov](http://www.sec.gov)). In addition, documents filed with the SEC by Intuitive, including the proxy statement when available, will be available free of charge from Intuitive at Intuitive’s website at [www.intuitive.com](http://www.intuitive.com) or by calling Intuitive’s proxy solicitor Alliance Advisors, LLC at (866) 620-4282.

**Participants in the Solicitation**

Intuitive, its directors, nominees and executive officers, and Alliance Advisors, LLC, Intuitive’s proxy solicitor, may be deemed to be participants in the solicitation of proxies from Intuitive’s stockholders with respect to the matters to be considered at the Special Meeting of Stockholders, including the Proposal. Information regarding the names, affiliations, and direct or indirect interests (by security holdings or otherwise) of these persons will be described in the proxy statement to be filed with the SEC.

**Item 9.01. Financial Statements and Exhibits.**

d) Exhibits.

**Exhibit No. Description**

99.1	<a href="#">Press release issued by Intuitive Surgical, Inc., dated August 5, 2021.</a>
99.2	<a href="#">Employee Frequently Asked Questions &amp; Answers About the Stock Split.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 5, 2021

INTUITIVE SURGICAL, INC.

By: /s/ Marshall L. Mohr

*Name: Marshall L. Mohr*

*Title: Executive Vice President and Chief Financial Officer*

**INTUITIVE BOARD OF DIRECTORS APPROVES A THREE-FOR-ONE STOCK SPLIT**

SUNNYVALE, Calif., August 5, 2021 – Intuitive (Nasdaq: ISRG), a global technology leader in minimally invasive care and the pioneer of robotic-assisted surgery, today announced that its Board of Directors has approved a three-for-one split of the Company’s common stock to be effected through an Amendment to the Company’s Certificate of Incorporation.

Implementation of the stock split is subject to stockholder approval of the Amendment to the Certificate of Incorporation at the Special Meeting of Stockholders, which is currently scheduled to take place on September 20, 2021. Additional details regarding the Special Meeting of Stockholders and the proposed Amendment to the Certificate of Incorporation will be included in a proxy statement scheduled to be distributed to stockholders on or about August 25, 2021.

Subject to stockholder approval of the Amendment to the Certificate of Incorporation, each Intuitive stockholder of record at the close of business on the record date of September 27, 2021, will receive two additional shares for every one share held on the record date, and trading is expected to begin on a split-adjusted basis on October 5, 2021.

**About Intuitive**

Intuitive (Nasdaq: ISRG), headquartered in Sunnyvale, California, is a global technology leader in minimally invasive care and the pioneer of robotic-assisted surgery. At Intuitive, we believe that minimally invasive care is life-enhancing care. Through ingenuity and intelligent technology, we expand the potential of physicians to heal without constraints.

Intuitive brings more than two decades of leadership in robotic-assisted surgical technology and solutions to its offerings and develops, manufactures, and markets the da Vinci Surgical System and the Ion endoluminal system.

Da Vinci® and Ion™ are trademarks or registered trademarks of Intuitive Surgical, Inc.

For more information, please visit the Company’s website at [www.intuitive.com](http://www.intuitive.com).

**Additional Information and Where to Find It**

This press release may be deemed to be solicitation material in respect of the solicitation of proxies from stockholders for the Special Meeting of Stockholders scheduled to be held on September 20, 2021. Intuitive intends to file with the U.S. Securities and Exchange Commission (the “SEC”) and make available to the stockholders of Intuitive of record on August 18, 2021, a proxy statement containing important information about a proposal to approve an Amendment to Intuitive’s Certificate of Incorporation to increase the authorized number of shares of common stock from 300 million shares to 600 million shares for the purpose of, among other things, effecting a proposed three-for-one stock split of the common stock (the “Proposal”). BEFORE MAKING ANY VOTING DECISION, INTUITIVE’S STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) CAREFULLY AND IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MATTERS TO BE CONSIDERED AT THE SPECIAL MEETING OF STOCKHOLDERS, INCLUDING THE PROPOSAL.

Investors will be able to obtain the proxy statement and other relevant materials, when available, free of charge at the SEC’s website ([www.sec.gov](http://www.sec.gov)). In addition, documents filed with the SEC by Intuitive, including the proxy statement when available, will be available free of charge from Intuitive at Intuitive’s website at [www.intuitive.com](http://www.intuitive.com) or by calling Intuitive’s proxy solicitor Alliance Advisors, LLC at (866) 620-4282.

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**Forward-Looking Statements**

This press release contains forward-looking statements, including statements regarding the stock split and the Special Meeting of Stockholders. These forward-looking statements are necessarily estimates reflecting the best judgment of the Company’s management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These forward-looking statements should, therefore, be considered in light of various important factors, including, but not limited to, the following: the results of the stockholder vote to approve the Amendment to the Certificate of Incorporation; the possibility that our Board of Directors may elect not to proceed with the Amendment to the Certificate of Incorporation if 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; and other risk factors under the heading “Risk Factors” in our

report on Form 10-K for the year ended December 31, 2020, as updated by the Company’s other filings with the Securities and Exchange Commission. Statements using words such as “estimates,” “projects,” “believes,” “anticipates,” “plans,” “expects,” “intends,” “may,” “will,” “could,” “should,” “would,” “targeted,” and similar words and expressions are intended to identify forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The Company undertakes no obligation to publicly update or release any revisions to these forward-looking statements, except as required by law.

**Contact**

Global Public Affairs

Intuitive Surgical

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+1-408-523-7337



## Employee Frequently Asked Questions & Answers About the Stock Split

All of the following information is qualified in its entirety by the information in our preliminary proxy statement, which has been filed with the SEC.

### Question 1. What is a stock split, and what is the record date for the Intuitive stock split?

In a 3-for-1 stock split, each stockholder receives 2 additional shares for each 1 share that he or she holds as of a certain date, known as the “record date.” As a result, the number of issued shares is multiplied by 3.

If the Amendment to the Amended and Restated Certificate of Incorporation effecting the stock split is approved by stockholders, we currently anticipate that the record date of the stock split will be September 27, 2021, and each stockholder of record at the close of business on September 27, 2021 will become the owner of 2 additional shares of common stock for each 1 share of common stock then owned of record by such stockholder. The price per share is divided by 3, resulting in no change to the value held by stockholders.

### Question 2. Why did Intuitive’s Board of Directors authorize a stock split?

The Board of Directors believes that the stock split would increase our ability to more accurately compensate our employees, make our shares more affordable and attractive to a broader group of potential investors, and increase liquidity in the trading of our common stock.

### Question 3. Does this action signal incremental management confidence regarding future business performance?

This stock split should not be interpreted as a signal of incremental confidence in our future financial results.

### Question 4. What is the distribution date?

The distribution date for the additional shares is currently anticipated to be October 4, 2021. If shares are registered in your name as of the market close on the record date, you will be entitled to receive shares pursuant to the split unless you sell the shares before the distribution date (see also Questions 6 and 7 below).

### Question 5. When will the stock begin trading at its post-split price on NASDAQ?

ISRG stock is currently anticipated to begin trading at the post-split price on October 5, 2021.

### Question 6. What happens if I sell some of my shares before the record date?

If you sell your shares before the record date (currently anticipated to be September 27, 2021), you will not be entitled to receive the additional split shares.

### Question 7. What happens if I sell some of my shares between the record date and the distribution date?

If you sell your shares between the record date and the distribution date, you will not be entitled to receive the additional split shares.

### Question 8. Will the stock split affect my outstanding stock options, restricted stock units (RSUs) and the Company’s equity compensation plans?

Yes, proportionate adjustments will be made to all of the above. The number of shares of common stock subject outstanding stock options and RSUs as of the record date will be multiplied by 3 and the exercise price of outstanding stock options as of the record date will be divided by 3.

### Question 9. Will my option or RSU vesting schedule change?

No, your vesting schedule will stay the same.

### Question 10. Will the shares I receive from the stock split result in taxable income?

For U.S. taxpayers, the stock split should not be taxable for federal income tax purposes, but you should discuss the stock split with your accountant or tax advisor if you have questions about your particular tax situation. For non-U.S. taxpayers, please consult with your accountant or tax advisor as tax treatment may vary by jurisdiction.

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### Participants in the Solicitation

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