

**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 Plans)

Gary S. Guthart
President and Chief Executive Officer
Intuitive Surgical, Inc.
1020 Kifer Road
Sunnyvale, California 94086
(408) 523-2100

Copy to:
Mark V. Roeder, Esq.
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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share	4,000,000	\$604.57 ⁽²⁾	\$2,418,260,010 ⁽²⁾	\$313,890.15

(1) This Registration Statement shall also cover any additional shares of common stock which become issuable under the Amended and Restated Intuitive Surgical, Inc. 2010 Incentive Award 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) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act of 1933, as amended, for the 4,000,000 shares registered hereunder (based on the average of the high (\$612.77) and low (\$596.36) prices for the Registrant's common stock reported by The Nasdaq Global Select Market on July 16, 2020).

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 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 4,000,000 additional shares issuable under the Amended 2010 Plan, none of which have been issued as of the date of this Registration Statement.

Interests of Named Experts and Counsel.

Item 5.

Certain attorneys of Latham & Watkins LLP, counsel to the Registrant, own an aggregate of less than 1% of the Registrant’s common stock.

Exhibits.

Item 8.

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Amended and Restated Intuitive Surgical, Inc. 2010 Incentive Award Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on April 28, 2020)</u>
5.1	<u>Opinion of Latham & Watkins LLP</u>
23.1	<u>Consent of Latham & Watkins LLP (included in Exhibit 5.1)</u>
23.2	<u>Consent of Independent Registered Public Accounting Firm</u>
24.1	<u>Power of Attorney (included on signature page of this Registration Statement)</u>

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 this 23rd day of July, 2020.

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 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
<i>/s/ Gary S. Guthart</i> Gary S. Guthart, Ph.D.	President, Chief Executive Officer, and Director	July 23, 2020
<i>/s/ Marshall L. Mohr</i> Marshall L. Mohr	Executive Vice President and Chief Financial Officer	July 23, 2020
<i>/s/ Jamie E. Samath</i> Jamie E. Samath	Senior Vice President, Finance, and Principal Accounting Officer	July 23, 2020
<i>/s/ Craig H. Barratt</i> Craig H. Barratt, Ph.D.	Chairman of the Board of Directors	July 23, 2020
<i>/s/ Joseph C. Beery</i> Joseph C. Beery	Director	July 23, 2020
<i>/s/ Amal M. Johnson</i> Amal M. Johnson	Director	July 23, 2020
<i>/s/ Don R. Kania</i> Don R. Kania, Ph.D.	Director	July 23, 2020
<i>/s/ Amy L. Ladd</i> Amy L. Ladd, M.D.	Director	July 23, 2020
<i>/s/ Keith R. Leonard Jr.</i> Keith R. Leonard Jr.	Director	July 23, 2020
<i>/s/ Alan J. Levy</i> Alan J. Levy, Ph.D.	Director	July 23, 2020
<i>/s/ Jami Dover Nachtsheim</i> Jami Dover Nachtsheim	Director	July 23, 2020
<i>/s/ Mark J. Rubash</i> Mark J. Rubash	Director	July 23, 2020

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LATHAM & WATKINS LLP

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July 23, 2020

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

Re: Registration Statement on Form S-8; 4,000,000 shares of Common Stock, par value \$0.001 per share

Ladies and Gentlemen:

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 4,000,000 shares of common stock of the Company, par value \$0.001 per share (the “**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 only 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 holders and have been issued by the Company against payment therefor (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 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 issue 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 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.

Very truly yours,

/s/ Latham & Watkins LLP

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 February 7, 2020 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, 2019.

/s/ PricewaterhouseCoopers LLP
San Jose, California
July 23, 2020