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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 11, 2017**

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**INTUITIVE SURGICAL, INC.**

(Exact name of registrant as specified in its charter)

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**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**

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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))
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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.

**Item 8.01. Other Events.**

On August 11, 2017, 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 100,000,000 shares to 300,000,000 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 22, 2017.

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. Intuitive intends to file with the Securities and Exchange Commission (the “SEC”) and make available to the stockholders of Intuitive of record on August 25, 2017 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) WHEN IT BECOMES AVAILABLE CAREFULLY AND IN ITS ENTIRETY 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 (<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’s website at <http://phx.corporate-ir.net/phoenix.zhtml?c=122359&p=irol-irhome> or by calling Intuitive’s proxy solicitor MacKenzie Partners, Inc. at (800) 322-2885.

**Participants in the Solicitation**

Intuitive, its directors, nominees and executive officers, and MacKenzie Partners, Inc., 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.

| <b>Exhibit No.</b> | <b>Description</b>                                                       |
|--------------------|--------------------------------------------------------------------------|
| 99.1               | Press release issued by Intuitive Surgical, Inc., dated August 11, 2017. |
| 99.2               | Employee Frequently Asked Questions & Answers About the Stock Split.     |

**SIGNATURES**

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

INTUITIVE SURGICAL, INC.

Date: August 11, 2017

By /s/ Marshall L. Mohr

*Name:* Marshall L. Mohr

*Title:* Senior Vice President and Chief Financial Officer

## EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Description</b>                                                       |
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Contact: Investor Relations  
(408) 523-2161

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

SUNNYVALE, CALIF. August 11, 2017 - Intuitive Surgical, Inc. (NASDAQ: ISRG), a global technology leader in robotic-assisted, minimally invasive 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 22, 2017. 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 30, 2017.

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 29, 2017, will receive two additional shares for every one share held on the record date, and trading will begin on a split-adjusted basis on October 6, 2017.

#### About Intuitive Surgical, Inc.

Intuitive Surgical, Inc. (NASDAQ: ISRG), headquartered in Sunnyvale, California, is a global technology leader in robotic-assisted, minimally invasive surgery. Intuitive Surgical develops, manufactures and markets robotic technologies designed to improve clinical outcomes and help patients return more quickly to active and productive lives. The Company's mission is to extend the benefits of minimally invasive surgery to the broadest possible base of patients. Intuitive Surgical - Taking surgery beyond the limits of the human hand™.

#### About the *da Vinci* Surgical System

The *da Vinci* Surgical System is a surgical platform designed to enable complex surgery using a minimally invasive approach. The *da Vinci* Surgical System consists of an ergonomic surgeon console or consoles, a patient-side cart with three or four interactive arms, a high-performance vision system and proprietary *EndoWrist* instruments. Powered by state-of-the-art technology, the *da Vinci* Surgical System is designed to scale, filter, and seamlessly translate the surgeon's hand movements into more precise movements of the *EndoWrist* instruments. The net result is an intuitive interface with improved surgical capabilities. By providing surgeons with superior visualization, enhanced dexterity, greater precision, and ergonomic comfort, the *da Vinci* Surgical System makes it possible for skilled surgeons to perform more minimally invasive procedures involving complex dissection or reconstruction. Surgeons, hospitals, and patients benefit from a large community of users and the Company's robotic-assisted surgical ecosystem, beginning with the robotic platforms, and also including the broad instrument product line, imaging solutions, training programs and technology, clinical validation, field clinical support, field technical support, and program optimization. For more information about clinical evidence related to *da Vinci* Surgery, please visit [www.intuitivesurgical.com/company/clinical-evidence/](http://www.intuitivesurgical.com/company/clinical-evidence/).

*da Vinci*® and *EndoWrist*® are trademarks of Intuitive Surgical, Inc.

## **Additional Information and Where to Find it**

This press release may be deemed to be solicitation material with respect to the solicitation of proxies from our stockholders for our Special Meeting of Stockholders scheduled to be held on September 22, 2017. We intend to file with the U.S. Securities and Exchange Commission (the “SEC”) and distribute to our stockholders of record on August 25, 2017 a proxy statement containing important information about a proposal to approve an Amendment to our Certificate of Incorporation to increase the authorized number of shares of common stock from 100 million shares to 300 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, OUR 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, 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 (<http://www.sec.gov>). In addition, documents filed with the SEC by us, including the proxy statement when available, will be available free of charge from us at our website at <http://phx.corporate-ir.net/phoenix.zhtml?c=122359&p=irol-irhome> or by calling our proxy solicitor MacKenzie Partners, Inc. at (800) 322-2885.

## **Participants in the Solicitation**

We, our directors, nominees and executive officers, and MacKenzie Partners, Inc., our proxy solicitor, may be deemed to be participants in the solicitation of proxies from our 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.

## **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 our 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; the impact of global and regional economic and credit market conditions on healthcare spending; healthcare reform legislation in the United States and its impact on hospital spending, reimbursement and fees levied on certain medical device revenues; changes in hospital admissions and actions by payers to limit or manage surgical procedures; the timing and success of product development and market acceptance of developed products; the results of any collaborations, in-licensing arrangements, joint ventures, strategic alliances or partnerships; procedure counts; regulatory approvals, clearances and restrictions or any dispute that may occur with any regulatory body; guidelines and recommendations in the healthcare and patient communities; intellectual property positions and litigation; competition in the medical device industry and in the specific markets of surgery in which we operate; unanticipated manufacturing disruptions or the inability to meet demand for products; the results of legal proceedings to which we are or may become a party; product liability and other litigation claims; adverse publicity regarding the Company and the safety of our products and adequacy of training; our ability to expand into foreign markets; and other risk factors under the heading “Risk Factors” in our report on Form 10-K for the year ended December 31, 2016, as updated by our 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. We undertake no obligation to publicly update or release any revisions to these forward-looking statements, except as required by law.

## 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 29, 2017, and each stockholder of record at the close of business on September 29, 2017 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.

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

The Board of Directors believes that 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.

**Question 3. What is the distribution date?**

The distribution date for the additional shares is currently anticipated to be October 5, 2017. 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 5 and 6 below).

**Question 4. 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 6, 2017.

**Question 5. 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 29, 2017), you will not be entitled to receive the additional split shares.

**Question 6. 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 7. 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 8. Will my option or RSU vesting schedule change?**

No, your vesting schedule will stay the same.

**Question 9. 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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