
**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): January 30, 2020

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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On January 30, 2020, Lonnie M. Smith informed the Board of Directors (the “Board”) of Intuitive Surgical, Inc. (the “Company”) that he has decided to retire from the Board and, accordingly, will not stand for re-election to the Board at the Company’s 2020 Annual Meeting of Stockholders. Mr. Smith plans to continue to serve as chair of the Board until the Company’s 2020 Annual Meeting of Stockholders. Mr. Smith will join the Board of Directors of the Intuitive Foundation after his retirement.

The Board elected Dr. Craig H. Barratt to succeed Mr. Smith as chair effective as of the date of the Company’s 2020 Annual Meeting of Stockholders. Dr. Barratt is the senior vice president and general manager of the Connectivity Group at Intel Corporation. He has served on the Board since 2011 and as independent lead director since 2018.

Item 7.01. Regulation FD.

A copy of the press release announcing the retirement of Mr. Smith and the election of Dr. Barratt is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number Description

99.1 [Press Release dated February 3, 2020.](#)

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.

INTUITIVE SURGICAL, INC.

Date: February 3, 2020

By: /s/ Marshall L. Mohr

Name: Marshall L. Mohr

Title: Executive Vice President and Chief Financial Officer

**Intuitive Announces Retirement of Board Chair Lonnie M. Smith;
Dr. Craig H. Barratt Succeeds Smith as New Chair**

SUNNYVALE, Calif., Monday, Feb. 3, 2020— Intuitive (Nasdaq: ISRG), a global technology leader in minimally invasive care and the pioneer of robotic-assisted surgery, announced today that Lonnie M. Smith has decided to retire from the company's board of directors when his term ends at the company's 2020 annual meeting of stockholders, currently scheduled for April. Mr. Smith will join the board of directors of the Intuitive Foundation after his retirement.

Intuitive's board of directors elected Dr. Craig H. Barratt to succeed Mr. Smith as chair effective as of the date of the company's 2020 annual meeting of stockholders. Dr. Barratt is the senior vice president and general manager of the Connectivity Group at Intel Corporation. He has served on Intuitive's board since 2011 and as independent lead director since 2018.

"It has been an honor to serve as the chair of Intuitive's board. During the past 23 years, I have had the privilege of working with an extraordinary team, who have taken the company from a start-up of approximately 12 people with an early prototype, to an organization of more than 7,100 team members who are transforming surgery, with more than 5,500 currently installed daVinci surgical systems, over 21,000 peer reviewed articles published and 1.2 million surgical procedures performed this past year," said Smith. "I look forward to assisting the team in their future philanthropic efforts with the Intuitive Foundation."

Mr. Smith has served as chair of Intuitive's board since joining the company as CEO in June 1997.

"Lonnie's contributions to Intuitive are extensive and his philosophy lives in the company's mission and culture," said Gary Guthart, Intuitive CEO. "On behalf of the company, I extend our thanks for his unwavering guidance of the team. I am delighted that Lonnie's work with us will continue in the form of assisting our Foundation."

The Intuitive Foundation launched in 2018 to promote health, develop educational tools and advance clinical understanding globally through a combination of research grants, philanthropic giving, and volunteerism in local communities. The Foundation awards grants in technology research, clinical research, and clinical education and training. Additionally, the Foundation supports clinical fellowships, and projects related to STEM educational programs and healthcare training with a particular focus on underserved communities.

"I am honored to serve as chair of Intuitive's board, a company whose mission and culture I wholeheartedly support," Barratt said. "Lonnie leaves a strong legacy of outstanding stewardship that I am committed to uphold."

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[®], da Vinci X[®], da Vinci Xi[®], Ion[™], and SynchroSeal[™] are trademarks or registered trademarks of Intuitive Surgical, Inc.

For more information, please visit the Company's website at www.intuitive.com.

Photos of the da Vinci surgical robot systems are available for press use from <https://www.intuitive.com/en-us/about-us/press/press-resources>.

Surgical Risks

For important safety information, indications for use, risks, full cautions and warnings related to the use of da Vinci systems, please refer to www.intuitive.com/safety.

Forward-Looking Statement

This press release contains forward-looking statements, including statements regarding the retirement of Mr. Smith and the appointment of Dr. Barratt to succeed Mr. Smith as chair of Intuitive's board. These forward-looking statements are based on current expectations and estimates 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 re-election of Dr. Barratt to our board of directors by our shareholders at the 2020 annual meeting of stockholders and other risk factors under the heading "Risk Factors" in the company's annual report on Form 10-K for the year ended December 31, 2018, as updated by the company's other filings with the Securities and Exchange Commission. You should not 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

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