
**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
AMENDED AND RESTATED INTUITIVE SURGICAL, INC. 2000 EMPLOYEE STOCK PURCHASE PLAN
(Full Title of the Plans)

Gary S. Guthart, Ph.D.
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	<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.

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 Amended and Restated 2000 Employee Stock Purchase Plan (the “Amended ESPP”), and the contents of such prior Registration Statements are incorporated by reference in this Registration Statement: 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), Registration Statement on Form S-8 filed May 14, 2010 (File No. 333-166833), Registration Statement on Form S-8 filed May 14, 2009 (File No. 333-159228), Registration Statement on Form S-8 filed July 25, 2008 (File No. 333-152558), Registration Statement on Form S-8 filed June 1, 2007 (File No. 333-143433), Registration Statement on Form S-8 filed June 14, 2006 (File No. 333-135004), Registration Statement on Form S-8 filed August 3, 2005 (File No. 333-127162), Registration Statement on Form S-8 filed June 15, 2004 (File No. 333-116499), Registration Statement on Form S-8 filed September 20, 2002 (File No. 333-99893), Registration Statement on Form S-8 filed July 18, 2001 (File No. 333-65342), and Registration Statement on Form S-8 filed August 11, 2000 (File No. 333-43558). The Company is hereby registering an aggregate of 9,000,000 additional shares, consisting of 5,000,000 shares issuable under the Amended 2010 Plan and 4,000,000 shares issuable under the Amended ESPP, none of which have been issued as of the date of this Registration Statement.

Exhibits.

Item 8.

<u>Exhibit No.</u>	<u>Description</u>
4.1(1)	Amended and Restated Intuitive Surgical, Inc. 2010 Incentive Award Plan.
4.2(2)	Amended and Restated Intuitive Surgical, Inc. 2000 Employee Stock Purchase 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 April 30, 2024 (File No. 000-30713).
2. Incorporated by reference to Exhibit 10.2 filed with the Company’s Current Report on Form 8-K filed on April 30, 2024 (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 19, 2024.

INTUITIVE SURGICAL, INC.

By: /s/ Gary S. Guthart
Gary S. Guthart, Ph.D.
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Gary S. Guthart, Ph.D. 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
<i>/s/ Gary S. Guthart</i> Gary S. Guthart, Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	July 19, 2024
<i>/s/ Jamie E. Samath</i> Jamie E. Samath	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	July 19, 2024
<i>/s/ Fredrik Widman</i> Fredrik Widman	Vice President and Corporate Controller (Principal Accounting Officer)	July 19, 2024
<i>/s/ Craig H. Barratt</i> Craig H. Barratt, Ph.D.	Chair of the Board of Directors	July 19, 2024
<i>/s/ Joseph C. Beery</i> Joseph C. Beery	Director	July 19, 2024
<i>/s/ Lewis Chew</i> Lewis Chew	Director	July 19, 2024
<i>/s/ Amal M. Johnson</i> Amal M. Johnson	Director	July 19, 2024
<i>/s/ Sreelakshmi Kolli</i> Sreelakshmi Kolli	Director	July 19, 2024
<i>/s/ Amy L. Ladd</i> Amy L. Ladd, M.D.	Director	July 19, 2024
<i>/s/ Keith R. Leonard Jr.</i> Keith R. Leonard Jr.	Director	July 19, 2024
<i>/s/ Jami Dover Nachtsheim</i> Jami Dover Nachtsheim	Director	July 19, 2024
<i>/s/ Monica P. Reed</i> Monica P. Reed, M.D.	Director	July 19, 2024
<i>/s/ Mark J. Rubash</i> Mark J. Rubash	Director	July 19, 2024

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LATHAM & WATKINS LLP

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Milan	

July 19, 2024

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

Re: Registration Statement on Form S-8; 9,000,000 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 9,000,000 shares of common stock of the Company, par value \$0.001 per share (the “*Shares*”), consisting of (i) 5,000,000 shares issuable under the Company’s Amended and Restated 2010 Incentive Award Plan (the “*2010 Plan*”) and (ii) 4,000,000 shares issuable under the Company’s Amended and Restated 2000 Employee Stock Purchase Plan (together with the 2010 Plan, the “*Plans*”), 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 Plans, assuming in each case that the individual issuances, grants or awards under the Plans 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 Plans (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

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, 2024 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, 2023.

/s/ PricewaterhouseCoopers LLP
San Jose, California
July 19, 2024

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	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	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 ⁽²⁾	\$420.58 ⁽³⁾	\$2,102,900,000	\$0.0001476	\$310,388.04
Equity	Common stock \$0.001 par value per share	Rule 457(c) and Rule 457(h)	4,000,000 ⁽⁴⁾	\$357.49 ⁽⁵⁾	\$1,429,960,000	\$0.0001476	\$211,062.10
Total Offering Amounts					\$ 3,532,860,000		\$521,450.14
Total Fee Offsets							\$— ⁽⁶⁾
Net Fee Due							\$521,450.14

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's Common Stock ("Common Stock") that become issuable under the Registrant's Amended and Restated 2010 Incentive Award Plan (the "Amended 2010 Plan") or Amended and Restated 2000 Employee Stock Purchase Plan (the "Amended ESPP") by reason 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.
- (2) Represents 5,000,000 additional shares of Common Stock reserved for issuance under the Amended 2010 Plan.
- (3) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$420.58 per share, which is the average of the high and low prices of Common Stock on July 18, 2024, as reported on the Nasdaq Global Select Market.
- (4) Represents 4,000,000 additional shares of Common Stock reserved for issuance under the Amended ESPP.
- (5) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$357.49 per share, which is the average of the high and low prices of Common Stock on July 18, 2024, as reported on the Nasdaq Global Select Market, multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the Amended ESPP.
- (6) The Registrant does not have any fee offsets.