

INTUITIVE SURGICAL INC  
Form 8-K  
August 12, 2013

**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 8, 2013

**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.)

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1266 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))

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

(e) On August 8, 2013, the Compensation Committee of the Board of Directors of Intuitive Surgical, Inc. (the Company) approved the following stock option grants to the Company's named executive officers (as identified in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 6, 2013) pursuant to the Company's 2010 Incentive Award Plan, with a grant date of August 15, 2013. The shares subject to the option grants vest according to the following schedule: 14.583% of the total number of shares subject to the options shall vest on September 15, 2013, and 1/48th of the total number of shares subject to the options shall vest monthly thereafter, such that the options shall be 100% vested on the date that is 42 months from the grant date, subject to the executive remaining in service with the Company through each vesting date. The exercise price per share will be the closing price of the Company's stock on The Nasdaq Stock Market on the grant date.

| Named Executive Officer | Number of Shares Subject to Grant |
|-------------------------|-----------------------------------|
| Gary S. Guthart, Ph.D.  | 7,500                             |
| Jerome J. McNamara      | 7,000                             |
| Marshall L. Mohr        | 6,000                             |
| Mark J. Meltzer         | 6,000                             |
| David J. Rosa           | 12,000                            |

**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 12, 2013

By */s/ Gary S. Guthart*

Name: Gary S. Guthart

Title: President and Chief Executive Officer