

**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.)

**950 Kifer Road**  
**Sunnyvale, California 94086**  
(Address of Principal Executive Offices including Zip Code)

**2000 EQUITY INCENTIVE PLAN**  
**2000 EMPLOYEE STOCK PURCHASE PLAN**  
**2000 NON-EMPLOYEE DIRECTORS' STOCK OPTION PLAN**  
(Full Title of the Plan)

**Lonnie Smith**  
**President and Chief Executive Officer**  
**Intuitive Surgical, Inc.**  
**950 Kifer Road**  
**Sunnyvale, California 94086**  
**(408) 523-2100**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code for Agent for Service)

**Copy to:**  
**Alan C. Mendelson, Esq.**  
**Latham & Watkins LLP**  
**135 Commonwealth Drive**  
**Menlo Park, California 94025**  
**(650) 328-4600**

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Maximum Amount of Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value	3,156,218(2)	\$ 17.78(3)	\$ 56,117,556(3)	\$ 7,110

- (1) This registration statement shall also cover any additional shares of common stock which become issuable under the 2000 Equity Incentive Plan, the 2000 Employee Stock Purchase Plan and the 2000 Non-Employee Directors' Plan (the "Plans"), 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) Represents (i) 2,657,781 shares available for future grants under the 2000 Equity Incentive Plan, (ii) 342,616 shares available for future grants under the 2000 Employee Stock Purchase Plan, and (iii) 155,821 shares available for future grants under the 2000 Non-Employee Directors' Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) for the 3,156,218 shares registered hereunder (based on the average of the high (\$17.97) and low (\$17.58) prices for the Company's Common Stock reported by the Nasdaq National Market on June 10, 2004).

Proposed sales to take place as soon after the effective date of the registration statement  
as options granted under the Plans are exercised.

## 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 (the "Common Stock"), to be offered and sold under the 2000 Equity Incentive Plan, the 2000 Employee Stock Purchase Plan and the 2000 Non-Employee Directors' Plan (the "Plans") and the contents of such prior Registration Statements are incorporated by reference in this Registration Statement: (1) Registration Statement on Form S-8 filed August 11, 2000 (File No. 333-43558); (2) Registration Statement on Form S-8 filed July 18, 2001 (File No. 333-65342); and (3) Registration Statement on Form S-8 filed September 20, 2002 (File No. 333-99893). The Registrant is hereby registering an additional 2,657,781 shares issuable under the 2000 Equity Incentive Plan, 342,616 shares issuable under the 2000 Employee Stock Purchase Plan and 155,821 shares issuable under the 2000 Non-Employee Directors' Plan, none of which have been issued as of the date of this Registration Statement.

**Item 8.**      **Exhibits.**

See Index to Exhibits.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 June 15, 2004.

Intuitive Surgical, Inc.

By: /s/ Lonnie M. Smith

Lonnie M. Smith  
Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Lonnie M. Smith and Susan K. Barnes, and each or any of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his 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 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, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Lonnie M. Smith</u> Lonnie M. Smith	President, Chief Executive Officer and Director (Principal Executive Officer)	June 15, 2004
<u>/s/ Susan K. Barnes</u> Susan K. Barnes	Senior Vice President, Chief Financial Officer and Assistant Secretary (Principal Financial and Accounting Officer)	June 15, 2004
<u>/s/ Robert W. Duggan</u> Robert W. Duggan	Director	June 15, 2004
<u>/s/ Eric H. Halvorson</u> Eric H. Halvorson	Director	June 15, 2004
<u>/s/ Richard J. Kramer</u> Richard J. Kramer	Director	June 15, 2004
<u>/s/ Alan J. Levy</u> Alan J. Levy, Ph.D.	Director	June 15, 2004
<u>/s/ William J. Mercer</u> William J. Mercer	Director	June 15, 2004
<u>/s/ William C. Meyers,</u> William C. Meyers, M.D.	Director	June 15, 2004
<u>/s/ D. Keith Grossman</u> D. Keith Grossman	Director	June 15, 2004

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## INDEX TO EXHIBITS

<u>Exhibit Number</u>	
4.1	Intuitive Surgical, Inc. 2000 Equity Incentive Plan*
4.2	Intuitive Surgical, Inc. 2000 Employee Stock Purchase Plan*
4.3	Intuitive Surgical, Inc. 2000 Non-Employee Directors' Plan*
4.4	Amendment to the Intuitive Surgical 2000 Non-Employee Directors' Plan approved June 30, 2003**
5.1	Opinion of Latham & Watkins LLP
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, Independent Auditors
24.1	Power of Attorney (included on signature page of this registration statement)

\* Incorporated by reference to the Company's Registration Statement on Form S-1, as amended (File No. 333-33016), originally filed with the Securities and Exchange Commission on March 22, 2000.

\*\* Incorporated by reference to the Company's Registration Statement on Form S-4, as amended (File No. 333-104093), originally filed with the Securities and Exchange Commission on March 28, 2003.

June 15, 2004

Intuitive Surgical, Inc.  
950 Kifer Road  
Sunnyvale, California 94086

Ladies and Gentlemen:

In connection with the registration by Intuitive Surgical, Inc., a Delaware corporation (the "Company"), of 3,156,218 shares of common stock, par value \$0.001 per share (the "Shares"), issuable under the Company's 2000 Equity Incentive Plan, 2000 Employee Stock Purchase Plan, and 2000 Non-Employee Directors' Plan (the "Plans"), under the Securities Act of 1933, as amended, on Form S-8 filed with the Securities and Exchange Commission on June 14, 2004 (the "Registration Statement"), you have requested our opinion with respect to the matters set forth below.

In our capacity as your special counsel in connection with such registration, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares. In addition, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter.

We are opining herein as to the effect on the subject transaction only of the General Corporation Law of the State of Delaware, and we express no opinion with respect to the applicability thereto, or the effect thereon, of any other laws.

Subject to the foregoing, it is our opinion that, as of the date hereof, the Shares have been duly authorized by all necessary corporate action of the Company, and, upon issuance, delivery and payment therefor in the manner contemplated by the Plans, will be validly issued, fully paid and nonassessable.

We consent to your filing this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Latham & Watkins LLP

Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm

The Board of Directors  
Intuitive Surgical, Inc.

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the 2000 Equity Incentive Plan, 2000 Employee Stock Purchase Plan and 2000 Non-Employee Directors' Stock Option Plan, of our report dated February 5, 2004 with respect to the consolidated financial statements and schedule of Intuitive Surgical, Inc. included in its Annual Report (Form 10-K, as amended) for the year ended December 31, 2003, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

San Jose, California  
June 15, 2004