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**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): April 20, 2021**

**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.

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**Item 2.02. Results of Operations and Financial Condition.**

On April 20, 2021, Intuitive Surgical, Inc. (“Intuitive”) issued a press release announcing its financial results for the quarter ended March 31, 2021. A copy of the press release is furnished hereto as Exhibit 99.1.

The information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section and shall not be deemed to be incorporated by reference into any filing of Intuitive under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01. Financial Statements and Exhibits.**

d) Exhibits.

**Exhibit No. Description**

99.1 [Press release issued by Intuitive Surgical, Inc., dated April 20, 2021](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

Date: April 20, 2021

INTUITIVE SURGICAL, INC.

By: /s/ Marshall L. Mohr

*Name: Marshall L. Mohr*

*Title: Executive Vice President and Chief Financial Officer*

Contact: Investor Relations  
(408) 523-2161

## INTUITIVE ANNOUNCES FIRST QUARTER EARNINGS

SUNNYVALE, CALIF. April 20, 2021 – Intuitive (the “Company”) (Nasdaq: ISRG), a global technology leader in minimally invasive care and the pioneer of robotic-assisted surgery, today announced financial results for the quarter ended March 31, 2021.

### Q1 Highlights

- Worldwide da Vinci procedures grew approximately 16% compared with the first quarter of 2020.
- The Company shipped 298 da Vinci Surgical Systems, an increase of 26% compared with 237 in the first quarter of 2020.
- The Company grew its da Vinci Surgical System installed base to 6,142 systems as of March 31, 2021, an increase of 8% compared with 5,669 as of the end of the first quarter of 2020.
- First quarter 2021 revenue of \$1.29 billion increased 18% compared with \$1.10 billion in the first quarter of 2020.
- First quarter 2021 GAAP net income was \$426 million, or \$3.51 per diluted share, compared with \$314 million, or \$2.62 per diluted share, in the first quarter of 2020.
- First quarter 2021 non-GAAP\* net income was \$427 million, or \$3.52 per diluted share, compared with \$323 million, or \$2.69 per diluted share, in the first quarter of 2020.

### Q1 Financial Summary

Gross profit, income from operations, net income, net income per diluted share, and diluted shares are reported on a GAAP and non-GAAP\* basis. The non-GAAP\* measures are described below and are reconciled to the corresponding GAAP measures at the end of this release.

First quarter 2021 revenue was \$1.29 billion, an increase of 18% compared with \$1.10 billion in the first quarter of 2020. Higher first quarter revenue was driven by growth in da Vinci procedures and system placements.

First quarter 2021 instruments and accessories revenue increased by 14% to \$706 million, compared with \$618 million in the first quarter of 2020, primarily driven by approximately 16% growth in da Vinci procedure volume.

First quarter 2021 systems revenue increased by 30% to \$369 million, compared with \$283 million in the first quarter of 2020. The Company shipped 298 da Vinci Surgical Systems in the first quarter of 2021, compared with 237 systems in the first quarter of 2020. The first quarter 2021 system shipments included 127 systems shipped under operating lease and usage-based arrangements, compared with 77 systems in the first quarter of 2020.

First quarter 2021 GAAP income from operations increased to \$417 million, compared with \$283 million in the first quarter of 2020. First quarter 2021 GAAP income from operations included share-based compensation expense of \$104 million, compared with \$91 million in the first quarter of 2020. First quarter 2021 non-GAAP\* income from operations increased to \$527 million, compared with \$384 million in the first quarter of 2020.

First quarter 2021 GAAP net income was \$426 million, or \$3.51 per diluted share, compared with \$314 million, or \$2.62 per diluted share, in the first quarter of 2020. First quarter 2021 GAAP net income included excess tax benefits of \$73 million, or \$0.61 per share, compared with \$65 million, or \$0.55 per share, in the first quarter of 2020.

First quarter 2021 non-GAAP\* net income was \$427 million, or \$3.52 per diluted share, compared with \$323 million, or \$2.70 per diluted share, in the first quarter of 2020.

The Company ended the first quarter of 2021 with \$7.2 billion in cash, cash equivalents, and investments, an increase of \$361 million during the quarter, primarily driven by cash generated from operations.

“We are pleased with this quarter’s performance,” said Intuitive CEO Gary Guthart. “Our performance reflects customers choosing Intuitive as COVID eases.”

Additional supplemental financial and procedure information has been posted to the Investor Relations section of the Intuitive website at <https://isrg.gcs-web.com/>.

**Webcast and Conference Call Information**

Intuitive will hold a teleconference at 1:30 p.m. PDT today to discuss the first quarter 2021 financial results. The call will be webcast by Nasdaq OMX and can be accessed on Intuitive's website at [www.intuitive.com](http://www.intuitive.com) or by dialing (877) 692-8955 using the access code 7781145.

**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<sup>®</sup> and Ion<sup>™</sup> are trademarks or registered trademarks of Intuitive Surgical, Inc.

For more information, please visit the Company's website at [www.intuitive.com](http://www.intuitive.com).

## Forward-Looking Statements

This press release contains forward-looking statements. These forward-looking statements are necessarily estimates reflecting the best judgment of the Company's 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 include, but are not limited to, statements related to the expected impacts of the COVID-19 pandemic on our business, financial condition, and results of operations, the potential impact on our procedure volume, our acquisitions, our expected business, our expected new product introductions, the impacts of Extended Use Instruments, procedures and procedure adoption, future results of operations, future financial position, our ability to increase our revenues, the anticipated mix of our revenues between product and service revenues, our financing plans and future capital requirements, anticipated costs of revenue, anticipated expenses, our potential tax assets or liabilities, the effect of recent accounting pronouncements, our investments, anticipated cash flows, our ability to finance operations from cash flows and similar matters, and statements based on current expectations, estimates, forecasts, and projections about the economies and markets in which we operate and our beliefs and assumptions regarding these economies and markets. These forward-looking statements should be considered in light of various important factors, including, but not limited to, the following: our ability to obtain accurate procedure volume and mix in the midst of the COVID-19 pandemic; the risk that the COVID-19 pandemic could lead to further material delays and cancellations of, or reduced demand for, procedures; curtailed or delayed capital spending by hospitals; disruption to our supply chain, including increased difficulties in obtaining a sufficient amount of materials in the semiconductor and other markets; closures of our facilities; delays in surgeon training; delays in gathering clinical evidence; delays in obtaining new product approvals or clearances from the U.S. Food and Drug Administration due to the effects of the COVID-19 pandemic; the evaluation of the risks of robotic-assisted surgery in the presence of infectious diseases; diversion of management and other resources to respond to COVID-19 outbreaks; the impact of global and regional economic and credit market conditions on healthcare spending; the risk that the COVID-19 virus disrupts local economies and causes economies in our key markets to enter prolonged recessions; healthcare reform legislation in the U.S. 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, including the joint venture with Shanghai Fosun Pharmaceutical (Group) Co., Ltd.; our completion of and ability to successfully integrate acquisitions, including Schöolly Fiberoptic's robotic endoscope business and Orpheus Medical; 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; risks associated with our operations outside of the United States; unanticipated manufacturing disruptions or the inability to meet demand for products; our reliance on sole and single source suppliers; the results of legal proceedings to which we are or may become a party; product liability and other litigation claims; adverse publicity regarding us and the safety of our products and adequacy of training; our ability to expand into foreign markets; the impact of changes to tax legislation, guidance, and interpretations; changes in tariffs, trade barriers, and regulatory requirements; and other risk factors. Readers are cautioned not to place undue reliance on these forward-looking statements, which are based on current expectations and are subject to risks, uncertainties, and assumptions that are difficult to predict, including those risk factors identified under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2020, as updated by the Company's 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. The Company undertakes no obligation to publicly update or release any revisions to these forward-looking statements, except as required by law.

## **\*About Non-GAAP Financial Measures**

To supplement its consolidated financial statements, which are prepared and presented in accordance with accounting principles generally accepted in the United States (“GAAP”), the Company uses the following non-GAAP financial measures: non-GAAP gross profit, non-GAAP income from operations, non-GAAP net income, non-GAAP net income per diluted share (“EPS”), and non-GAAP diluted shares. The presentation of this financial information is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP.

The Company uses these non-GAAP financial measures for financial and operational decision-making and as a means to evaluate period-to-period comparisons. The Company believes that these non-GAAP financial measures provide meaningful supplemental information regarding its performance and liquidity by excluding items such as intangible asset charges, share-based compensation (“SBC”) expenses, and other special items. Intangible asset charges consist of non-cash charges, such as the amortization of intangible assets, as well as in-process R&D charges. The Company believes that both management and investors benefit from referring to these non-GAAP financial measures in assessing its performance and when planning, forecasting, and analyzing future periods. These non-GAAP financial measures also facilitate management’s internal comparisons to its historical performance and liquidity. The Company believes these non-GAAP financial measures are useful to investors, because (1) they allow for greater transparency with respect to key metrics used by management in its financial and operational decision-making, and (2) they are used by institutional investors and the analyst community to help them analyze the performance of the Company’s business.

*Non-GAAP gross profit.* The Company defines non-GAAP gross profit as gross profit, excluding intangible asset charges, expenses related to SBC, and litigation charges and recoveries.

*Non-GAAP income from operations.* The Company defines non-GAAP income from operations as income from operations, excluding intangible asset charges, certain acquisition-related items for the re-measurement of contingent consideration, expenses related to SBC, and litigation charges and recoveries.

*Non-GAAP net income and EPS.* The Company defines non-GAAP net income as net income (loss), excluding intangible asset charges, non-cash impairment charges and recoveries, certain acquisition-related items for the re-measurement of contingent consideration, expenses related to SBC, litigation charges and recoveries, unrealized gains on strategic investments, adjustments attributable to noncontrolling interest in joint venture, net of the related tax effects, and tax adjustments, including the excess tax benefits or deficiencies associated with SBC arrangements and the net tax effects related to intra-entity transfers of non-inventory assets. The Company excludes the excess tax benefits or deficiencies associated with SBC arrangements as well as the tax effects associated with non-cash amortization of deferred tax assets related to intra-entity non-inventory transfers, because the Company does not believe these items correlate with the on-going results of its core operations. The tax effects of the non-GAAP items are determined by applying a calculated non-GAAP effective tax rate, which is commonly referred to as the with-and-without method. Without excluding these tax effects, investors would only see the gross effect that these non-GAAP adjustments had on the Company’s operating results. The Company’s calculated non-GAAP effective tax rate is generally higher than its GAAP effective tax rate. The Company defines non-GAAP EPS as non-GAAP net income divided by non-GAAP diluted shares, which are calculated as GAAP weighted average outstanding shares plus dilutive potential shares outstanding during the period.

There are a number of limitations related to the use of non-GAAP measures versus measures calculated in accordance with GAAP. Non-GAAP gross profit, non-GAAP income from operations, non-GAAP net income, and non-GAAP EPS exclude items such as intangible asset charges, re-measurement of contingent consideration, SBC, excess tax benefits or deficiencies associated with SBC arrangements, and non-cash amortization of deferred tax assets related to intra-entity transfer of non-inventory assets, which are primarily recurring items. SBC has been, and will continue to be for the foreseeable future, a significant recurring expense in the Company’s business. In addition, the components of the costs that the Company excludes in its calculation of non-GAAP net income and non-GAAP EPS may differ from the components that its peer companies exclude when they report their results of operations. Management addresses these limitations by providing specific information regarding the GAAP amounts excluded from non-GAAP net income and non-GAAP EPS and evaluating non-GAAP net income and non-GAAP EPS together with net income (loss) and net income (loss) per share calculated in accordance with GAAP.

**INTUITIVE SURGICAL, INC.**  
**UNAUDITED QUARTERLY CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
**(IN MILLIONS, EXCEPT PER SHARE DATA)**

	Three months ended		
	March 31, 2021	December 31, 2020	March 31, 2020
<b>Revenue:</b>			
Instruments and accessories	\$ 705.9	\$ 746.9	\$ 617.5
Systems	368.7	366.8	283.3
Services (1)	217.5	215.4	198.7
Total revenue	1,292.1	1,329.1	1,099.5
<b>Cost of revenue:</b>			
Product	319.3	362.1	296.7
Service	70.2	71.2	64.6
Total cost of revenue	389.5	433.3	361.3
Gross profit	902.6	895.8	738.2
<b>Operating expenses:</b>			
Selling, general and administrative (2)	326.0	330.2	308.1
Research and development	159.8	149.8	147.1
Total operating expenses	485.8	480.0	455.2
Income from operations (3)	416.8	415.8	283.0
Interest and other income, net (4)	32.0	20.7	25.1
Income before taxes	448.8	436.5	308.1
Income tax expense (benefit) (5)	13.6	72.9	(8.1)
Net income	435.2	363.6	316.2
Less: net income (loss) attributable to noncontrolling interest in joint venture	8.9	(1.6)	2.7
Net income attributable to Intuitive Surgical, Inc.	\$ 426.3	\$ 365.2	\$ 313.5
<b>Net income per share attributable to Intuitive Surgical, Inc.:</b>			
<b>Basic</b>	\$ 3.61	\$ 3.11	\$ 2.69
<b>Diluted (6)</b>	\$ 3.51	\$ 3.02	\$ 2.62
<b>Weighted average shares outstanding:</b>			
<b>Basic</b>	118.1	117.6	116.4
<b>Diluted</b>	121.3	121.1	119.8
(1) Services revenue includes the effect of the following item:			
Customer relief program	\$ —	\$ 1.7	\$ —
(2) Selling, general and administrative includes the effect of the following item:			
Contributions to the Intuitive Foundation	\$ —	\$ (25.0)	\$ —
(3) Income from operations includes the effect of the following item:			
Intangible asset charges	\$ (6.9)	\$ (12.0)	\$ (13.3)
(4) Interest and other income, net includes the effect of the following item:			
Unrealized gains on strategic investments	\$ 14.3	\$ 4.7	\$ —
(5) Income tax expense (benefit) includes the effect of the following items:			
Excess tax benefits related to share-based compensation arrangements	\$ (73.4)	\$ (21.3)	\$ (65.4)
(6) Diluted net income per share includes the effect of the following items:			
Customer relief program, net of tax	\$ —	\$ 0.01	\$ —
Contributions to the Intuitive Foundation, net of tax	\$ —	\$ (0.16)	\$ —
Intangible asset charges, net of tax	\$ (0.05)	\$ (0.09)	\$ (0.10)
Unrealized gains on strategic investments, net of tax	\$ 0.09	\$ 0.03	\$ —
Excess tax benefits related to share-based compensation arrangements	\$ 0.61	\$ 0.18	\$ 0.55

**INTUITIVE SURGICAL, INC.**  
**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(IN MILLIONS)**

	March 31, 2021	December 31, 2020
Cash, cash equivalents, and investments	\$ 7,230.5	\$ 6,869.1
Accounts receivable, net	654.3	645.5
Inventory	576.8	601.5
Property, plant, and equipment, net	1,592.9	1,577.3
Goodwill	344.5	336.7
Deferred tax assets	336.6	367.7
Other assets	804.8	771.1
Total assets	<u>\$ 11,540.4</u>	<u>\$ 11,168.9</u>
Accounts payable and other accrued liabilities	\$ 961.0	\$ 1,027.4
Deferred revenue	389.2	382.4
Total liabilities	1,350.2	1,409.8
Stockholders' equity	10,190.2	9,759.1
Total liabilities and stockholders' equity	<u>\$ 11,540.4</u>	<u>\$ 11,168.9</u>

**INTUITIVE SURGICAL, INC.**  
**UNAUDITED RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES**  
**(IN MILLIONS, EXCEPT PER SHARE DATA)**

	Three months ended		
	March 31, 2021	December 31, 2020	March 31, 2020
<b>GAAP gross profit</b>	\$ 902.6	\$ 895.8	\$ 738.2
Share-based compensation expense	20.7	21.5	18.0
Intangible asset charges	4.5	9.5	9.7
<b>Non-GAAP gross profit</b>	<u>\$ 927.8</u>	<u>\$ 926.8</u>	<u>\$ 765.9</u>
<b>GAAP income from operations</b>	\$ 416.8	\$ 415.8	\$ 283.0
Share-based compensation expense	103.6	103.2	90.6
Intangible asset charges	6.9	12.0	13.3
Litigation recoveries	—	—	(1.2)
Acquisition-related items	—	3.6	(1.4)
<b>Non-GAAP income from operations</b>	<u>\$ 527.3</u>	<u>\$ 534.6</u>	<u>\$ 384.3</u>
<b>GAAP net income attributable to Intuitive Surgical, Inc.</b>	\$ 426.3	\$ 365.2	\$ 313.5
Share-based compensation expense	103.6	103.2	90.6
Intangible asset charges	6.9	12.0	13.3
Litigation recoveries	—	—	(1.2)
Acquisition-related items	—	2.9	(1.4)
Unrealized gains on strategic investments	(14.3)	(4.7)	—
Tax adjustments (1)	(94.9)	(40.8)	(90.0)
Adjustments attributable to noncontrolling interest in joint venture	(0.4)	(4.0)	(2.0)
<b>Non-GAAP net income attributable to Intuitive Surgical, Inc.</b>	<u>\$ 427.2</u>	<u>\$ 433.8</u>	<u>\$ 322.8</u>
<b>GAAP net income per share attributable to Intuitive Surgical, Inc. - diluted</b>	\$ 3.51	\$ 3.02	\$ 2.62
Share-based compensation expense	0.85	0.85	0.76
Intangible asset charges	0.06	0.10	0.11
Litigation recoveries	—	—	(0.01)
Acquisition-related items	—	0.02	(0.01)
Unrealized gains on strategic investments	(0.12)	(0.04)	—
Tax adjustments (1)	(0.78)	(0.34)	(0.76)
Adjustments attributable to noncontrolling interest in joint venture	—	(0.03)	(0.02)
<b>Non-GAAP net income per share attributable to Intuitive Surgical, Inc. - diluted</b>	<u>\$ 3.52</u>	<u>\$ 3.58</u>	<u>\$ 2.69</u>

(1) For the three months ended March 31, 2021, tax adjustments included: (a) excess tax benefits associated with share-based compensation arrangements of \$(73.4) million, or \$(0.61) per diluted share; (b) tax impact related to intra-entity transfers of non-inventory assets of \$11.3 million, or \$0.09 per diluted share; and (c) other tax adjustments effects determined by applying a calculated non-GAAP effective tax rate of \$(32.8) million, or \$(0.27) per diluted share.