

INTUITIVE SURGICAL INC  
Form 8-K  
April 23, 2018

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 19, 2018

INTUITIVE SURGICAL, INC.  
(Exact name of registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 000-30713<br>(Commission File Number) | 77-0416458<br>(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))

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 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Stockholders held on April 19, 2018 (the “Annual Meeting”), the stockholders of Intuitive Surgical, Inc. (the “Company”) voted on the following three proposals, each of which is described in detail in the Company’s definitive proxy statement (the “Proxy Statement”) filed with the Securities and Exchange Commission on March 2, 2018:

Proposal No. 1: To elect nine members to the Board of Directors to serve a one-year term expiring at the 2019 Annual Meeting of Stockholders:

| Nominee                   | For        | Against   | Abstain | Broker Non-votes |
|---------------------------|------------|-----------|---------|------------------|
| Craig H. Barratt, Ph.D.   | 89,385,838 | 907,456   | 109,057 | 10,027,876       |
| Michael A. Friedman, M.D. | 88,868,859 | 1,424,933 | 108,559 | 10,027,876       |
| Gary S. Guthart, Ph.D.    | 90,036,657 | 259,926   | 105,768 | 10,027,876       |
| Amal M. Johnson           | 88,807,039 | 1,481,506 | 113,806 | 10,027,876       |
| Keith R. Leonard, Jr.     | 89,771,639 | 517,760   | 112,952 | 10,027,876       |
| Alan J. Levy, Ph.D.       | 87,587,425 | 2,756,187 | 58,739  | 10,027,876       |
| Jami Dover Nachtsheim     | 89,770,335 | 518,200   | 113,816 | 10,027,876       |
| Mark J. Rubash            | 89,747,500 | 539,492   | 115,359 | 10,027,876       |
| Lonnie M. Smith           | 89,184,522 | 1,107,978 | 109,851 | 10,027,876       |

Each of the nominees nominated in Proposal No. 1 was elected.

Proposal No. 2: To consider and approve, on an advisory basis, the compensation of the Company’s Named Executive Officers as disclosed in the Proxy Statement:

| For        | Against   | Abstain | Broker Non-votes |
|------------|-----------|---------|------------------|
| 86,144,619 | 4,146,290 | 111,442 | 10,027,876       |

Proposal No. 2 was approved on an advisory basis.

Proposal No. 3: To ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018:

| For         | Against | Abstain |
|-------------|---------|---------|
| 100,189,793 | 157,877 | 82,557  |

Proposal No. 3 was approved.

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:

April  
23,  
2018

By: /s/ Jamie E. Samath

Name: Jamie E. Samath

Title: Vice President, Corporate Controller, and Principal Accounting Officer