

INTUITIVE SURGICAL INC  
Form 8-K  
April 26, 2019

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 25, 2019

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

|                                                                    |                             |                                         |
|--------------------------------------------------------------------|-----------------------------|-----------------------------------------|
| Delaware                                                           | 000-30713                   | 77-0416458                              |
| (State or other jurisdiction<br>of incorporation)                  | (Commission<br>File Number) | (I.R.S. Employer<br>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 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;

5.02. Compensatory Arrangements of Certain Officers.

(e) Compensatory Arrangements of Certain Officers.

Approval of the Amendment and Restatement of the 2010 Incentive Award Plan

The Board of Directors (the “Board”) of Intuitive Surgical, Inc. (the “Company”) previously adopted, subject to stockholder approval, an increase in the number of shares of common stock reserved for issuance pursuant to awards granted under the Company’s 2010 Incentive Award Plan (the “2010 Plan”) from 24,450,000 to 28,450,000 (the “Award Pool Increase”) and an extension of the term of the 2010 Plan to 2029 (the “Extension of Term”). At the Company’s Annual Meeting of Stockholders held on April 25, 2019 (the “Annual Meeting”), the Company’s stockholders approved the amendment and restatement of the 2010 Plan including the Award Pool Increase and the Extension of Term. The foregoing description of the 2010 Plan, as amended and restated, is qualified in its entirety by reference to the text of the amended and restated 2010 Plan, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

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

At the Annual Meeting, the stockholders of the Company voted on the following five 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 8, 2019:

Proposal No. 1: To elect nine members to the Board to serve a one-year term expiring at the 2020 Annual Meeting of Stockholders:

| Nominee                 | For        | Against    | Abstain | Broker Non-votes |
|-------------------------|------------|------------|---------|------------------|
| Craig H. Barratt, Ph.D. | 92,045,342 | 1,344,913  | 55,419  | 10,870,998       |
| Gary S. Guthart, Ph.D.  | 93,091,089 | 297,341    | 57,244  | 10,870,998       |
| Amal M. Johnson         | 91,119,999 | 2,273,022  | 52,653  | 10,870,998       |
| Don R. Kania, Ph.D.     | 93,293,578 | 95,860     | 56,236  | 10,870,998       |
| Keith R. Leonard, Jr.   | 65,248,768 | 28,132,262 | 64,644  | 10,870,998       |
| Alan J. Levy, Ph.D.     | 90,298,893 | 3,083,916  | 62,865  | 10,870,998       |
| Jami Dover Nachtsheim   | 92,121,986 | 1,272,416  | 51,272  | 10,870,998       |
| Mark J. Rubash          | 91,881,435 | 1,507,342  | 56,897  | 10,870,998       |
| Lonnie M. Smith         | 91,941,140 | 1,444,947  | 59,587  | 10,870,998       |

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 |
|------------|-----------|---------|------------------|
| 89,049,915 | 4,289,989 | 105,770 | 10,870,998       |

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, 2019:

| For         | Against | Abstain |
|-------------|---------|---------|
| 103,607,884 | 396,392 | 312,396 |

Proposal No. 3 was approved.

Proposal No. 4: To approve the amendment and restatement of the 2010 Plan:

| For        | Against   | Abstain | Broker Non-votes |
|------------|-----------|---------|------------------|
| 86,199,228 | 7,106,483 | 139,963 | 10,870,998       |

Proposal No. 4 was approved.

Proposal No. 5: To consider and vote upon a stockholder proposal regarding elimination of supermajority voting provisions:

| For        | Against    | Abstain | Broker Non-votes |
|------------|------------|---------|------------------|
| 64,161,878 | 29,000,523 | 283,273 | 10,870,998       |

Proposal No. 5 was approved.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

|      |                                                                                     |
|------|-------------------------------------------------------------------------------------|
| 10.1 | <u>Intuitive Surgical, Inc. 2010 Incentive Award Plan, as amended and restated.</u> |
|------|-------------------------------------------------------------------------------------|

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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.

INTUITIVE SURGICAL, INC.

Date:

April  
26,  
2019

By: /s/ Marshall L. Mohr

Name: Marshall L. Mohr

Title: Executive Vice President and Chief Financial Officer