

INTUITIVE SURGICAL INC

Form 8-K

August 11, 2017

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 11, 2017

INTUITIVE SURGICAL, INC.

(Exact name of registrant as specified in its charter)

Delaware                      000-30713      77-0416458  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation)              File Number) 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 8.01. Other Events.

On August 11, 2017, Intuitive Surgical, Inc. (“Intuitive”) issued a press release announcing that its board of directors has approved an increase in the number of authorized shares of the Company’s common stock from 100,000,000 shares to 300,000,000 shares in connection with a three-for-one split of Intuitive’s common stock to be effected through an amendment to Intuitive’s Amended and Restated Certificate of Incorporation (the “Proposal”). The adoption of the Proposal is subject to the approval of Intuitive’s stockholders at a Special Meeting of Stockholders (the “Special Meeting of Stockholders”), which is currently scheduled to take place on September 22, 2017.

Copies of (i) the press release and (ii) Employee Frequently Asked Questions & Answers About the Stock Split are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated by reference herein.

Additional Information and Where to Find It

This Current Report on Form 8-K may be deemed to be solicitation material in respect of the solicitation of proxies from stockholders for the Special Meeting of Stockholders. Intuitive intends to file with the Securities and Exchange Commission (the “SEC”) and make available to the stockholders of Intuitive of record on August 25, 2017 a proxy statement containing important information about the Proposal. BEFORE MAKING ANY VOTING DECISION, INTUITIVE’S STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) WHEN IT BECOMES AVAILABLE CAREFULLY AND IN ITS ENTIRETY BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MATTERS TO BE CONSIDERED AT THE SPECIAL MEETING OF STOCKHOLDERS, INCLUDING THE PROPOSAL.

Investors will be able to obtain the proxy statement and other relevant materials, when available, free of charge at the SEC’s website (<http://www.sec.gov>). In addition, documents filed with the SEC by Intuitive, including the proxy statement when available, will be available free of charge from Intuitive’s website at <http://phx.corporate-ir.net/phoenix.zhtml?c=122359&p=irol-irhome> or by calling Intuitive’s proxy solicitor MacKenzie Partners, Inc. at (800) 322-2885.

Participants in the Solicitation

Intuitive, its directors, nominees and executive officers, and MacKenzie Partners, Inc., Intuitive’s proxy solicitor, may be deemed to be participants in the solicitation of proxies from Intuitive’s stockholders with respect to the matters to be considered at the Special Meeting of Stockholders, including the Proposal. Information regarding the names, affiliations, and direct or indirect interests (by security holdings or otherwise) of these persons will be described in the proxy statement to be filed with the SEC.

Item 9.01. Financial Statements and Exhibits.

d) Exhibits.

Exhibit No.	Description
99.1	Press release issued by Intuitive Surgical, Inc., dated August 11, 2017.
99.2	Employee Frequently Asked Questions & Answers About the Stock Split.

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 11, 2017 By/s/ Marshall L. Mohr

Name: Marshall L. Mohr

Title: Senior Vice President and Chief Financial Officer

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EXHIBIT INDEX

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