

INTUITIVE SURGICAL INC
Form 424B3
October 13, 2005

Filed pursuant to Rule 424(b)(3)

Registration Statements Nos. 333-110229 and 333-110972

PROSPECTUS SUPPLEMENT NO. 2

(TO PROSPECTUS DATED DECEMBER 11, 2003)

Up to 726,842 shares

Intuitive Surgical, Inc.

Common Stock

This prospectus supplement amends the prospectus dated December 11, 2003 and the supplement thereto dated December 29, 2004 (together, the Prospectus) relating to the offer and sale from time to time by certain selling stockholders of up to 726,842 shares of our common stock, par value \$0.001 per share, issuable upon the exercise of warrants assumed by us in connection with our acquisition of Computer Motion, Inc. We will not receive any proceeds from the sale of the shares, but we could receive up to approximately \$14.9 million in proceeds from the exercise of the warrants prior to those sales, which proceeds would be used for general corporate purposes. Please see Selling Stockholders and Plan of Distribution in the Prospectus for information about the selling stockholders and the manner of offering of the common stock. The selling stockholders and any broker-dealers who may participate in sales of the shares may use this prospectus supplement.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the Prospectus, and this prospectus supplement is qualified by reference to the Prospectus, except to the extent that information provided by this prospectus supplement supersedes the information contained in the Prospectus.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is October 13, 2005.

SELLING STOCKHOLDERS

The table of selling stockholders and related footnotes in the Selling Stockholders section of the Prospectus setting forth information on the ownership of shares of our common stock beneficially owned and offered under the prospectus are amended as set forth below:

The selling stockholders listed below have not held any position or office with, and have not otherwise had a material relationship with, us or any of our affiliates within the past three years, other than as a warrant holder. The percentage ownership data is based on 35,437,825 shares of our common stock outstanding as of September 30, 2005.

| Name of Selling Stockholder | Shares Beneficially Owned Prior to the Offering (1) | | Shares Offered by This Prospectus | Shares Beneficially Owned Subsequent to the Offering (2) | |
|---|---|---------|-----------------------------------|--|---------|
| | Shares | Percent | | Shares | Percent |
| Daniel R. Doiron and Pamela G. Doiron Family Trust dated December 8, 1995 (3) | 7,565 | * | 7,565 | 0 | * |
| Doiron Family Children's Trust (4) | 733 | * | 733 | 0 | * |
| City National Bank, Ttee for SYCR PSP FBO BRUCE FEUCHTER #1620010006 (5) | 148 | * | 148 | 0 | * |
| Paul F. Glenn, Trustee, Paul F. Glenn Revocable Trust (6) | 1,833 | * | 1,833 | 0 | * |
| Joseph P. Ilvento M.D., Judy C. Dean M.D. profit sharing trust for staff (7) | 2,316 | * | 2,316 | 0 | * |
| City National Bank, Ttee for SYCR PSP FBO JOHN MURPHY #1620010014 (8) | 148 | * | 148 | 0 | * |
| Emily Hass Dorr Ttee f/t Turtle Tr #2 dtd 2/14/95 (9) | 2,316 | * | 2,316 | 0 | * |
| Cheryl Abell (10) | 28 | * | 28 | 0 | * |
| George R. Ahlering (10) | 347 | * | 347 | 0 | * |
| Fernando Arias (10) | 57 | * | 57 | 0 | * |
| R. Don Bale (10) | 115 | * | 115 | 0 | * |
| James R. Bartimus (10) | 347 | * | 347 | 0 | * |
| Robert J. Boulware, M.D. (10) | 57 | * | 57 | 0 | * |
| Twila M. Boulware (10) | 57 | * | 57 | 0 | * |
| William T. Boulware (10) | 28 | * | 28 | 0 | * |
| Octavio R. Chirino, M.D. (10) | 115 | * | 115 | 0 | * |
| Julian Edison (10) | 231 | * | 231 | 0 | * |
| James Giardina (10) | 115 | * | 115 | 0 | * |
| Dorothy Giardina (10) | 115 | * | 115 | 0 | * |
| Peter J. LeBlanc (10) | 231 | * | 231 | 0 | * |
| Kathy Maupin (10) | 231 | * | 231 | 0 | * |
| Edward J. & Carolyn L. Mimlitz (10) | 115 | * | 115 | 0 | * |
| Richard C. Muckermanll, M.D. (10) | 347 | * | 347 | 0 | * |
| James L. Nouss (10) | 347 | * | 347 | 0 | * |
| Raul E. Perez (10) | 347 | * | 347 | 0 | * |
| Anne M. Piche Radley (10) | 231 | * | 231 | 0 | * |
| Anthony F. & Margaret A. Sansone (10) | 115 | * | 115 | 0 | * |
| Howard Short (10) | 231 | * | 231 | 0 | * |
| James C. & Linda A. Strickland JN TEN (10) | 231 | * | 231 | 0 | * |
| Philip Von Gontard (10) | 115 | * | 115 | 0 | * |
| Barry Witten (10) | 115 | * | 115 | 0 | * |
| Paul F. Glenn, Trustee, Paul F. Glenn Revocable Trust (10) | 231 | * | 231 | 0 | * |
| RGRJ Venture Fund II, LLC (10) | 18 | * | 18 | 0 | * |
| Timothy G. Sansone Living Trust Dated 1/15/97 (10) | 115 | * | 115 | 0 | * |

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|--|-----|---|-----|---|---|
| City National Bank, Ttee for SYCR PSP FBO K.C. SCHAAF #1620010009 (11) | 148 | * | 148 | 0 | * |
| Yulan Wang and Susan Wang Family Trust Created September 11, 1998 (12) | 555 | * | 555 | 0 | * |

* Represents less than 1% of the issued and outstanding shares.

- (1) The preceding table has been prepared based solely upon information furnished to us by the selling stockholders listed above. The selling stockholders identified above may have sold, transferred or otherwise disposed of, in transactions exempt from the registration requirements of the Securities Act, all or a portion of its shares since the date on which the information in the preceding table is presented.
- (2) Assumes the sale of all shares offered hereby.
- (3) Transferee of Daniel R. and Pamela G. Doiron, as joint tenants.
- (4) Transferee of the Doiron Family Trust.
- (5) Transferee of California Central Trust Bank TTEE Bruce Feuchter #1050184789.
- (6) Transferee of Paul F. Glenn Revocable Trust.
- (7) Transferee of Ilvento, Joseph P., M.D., Judy C. Dean, M.D., Inc. Money Purchase Pension Plan.
- (8) Transferee of California Central Trust Bank TTEE John Murphy #1050184912.
- (9) Transferee of Turtle-Dorr Trust #2.
- (10) Transferee of RGRJ Venture Fund II LLC.
- (11) Transferee of California Central Trust Bank TTEE K.C. Schaaf #1050184958.
- (12) Transferee of Yulan and Susan Wang.