

INTUITIVE SURGICAL INC  
Form 8-K/A  
January 09, 2008

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Amendment No. 1 on**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

Date of Report: January 9, 2008

(Date of earliest event reported)

**INTUITIVE SURGICAL, INC.**

(exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

**000-30713**  
Commission File Number

**77-0416458**  
(I.R.S. Employer Identification No.)

of incorporation or

organization)

**950 Kifer Road**

**Sunnyvale, California 94086**

(Address of Principal executive offices, including zip code)

**(408) 523-2100**

(Registrant's telephone number, including area code)

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)

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- .. 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))
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**EXPLANATORY NOTE**

Intuitive Surgical, Inc., (the Company) is filing this Amendment No. 1 on Form 8-K/A to its Current Report on Form 8-K (the Previously Filed Report) filed on December 10, 2007, to further note in the Previously Filed Report that on January 4, 2008, the Company entered into a non-exclusive license agreement with California Institute of Technology (Cal Tech) under which the Company has been granted a non-exclusive license to Cal Tech's patent portfolio and Cal Tech has dismissed its lawsuit against the Company.

**ITEM 1.01: Entry into a Material Definitive Agreement**

**(b) Material Definitive Agreement**

On January 4, 2008, the Company entered into a non-exclusive license agreement with Cal Tech under which the Company has been granted a non-exclusive license to Cal Tech's patent portfolio and Cal Tech has agreed to dismiss its lawsuit against the Company. The terms of the license arrangement have not been disclosed and are considered immaterial to the Company's financial statements.

**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: January 9, 2008

By */s/ Marshall L. Mohr*

*Name: Marshall L. Mohr*

*Title: Senior Vice President and*

*Chief Financial Officer*