

Edgar Filing: INTUITIVE SURGICAL INC - Form SC 13G/A

INTUITIVE SURGICAL INC
Form SC 13G/A
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)
(Amendment No. 1) (1)

Intuitive Surgical, Inc.
(Name of Issuer)

Common Stock, par value \$0.001
(Title of Class of Securities)

46120E10
(CUSIP Number)

December 31, 2001
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

13G

CUSIP No. 46120E10

Page 2 of 17 pages.

Edgar Filing: INTUITIVE SURGICAL INC - Form SC 13G/A

1. Name of Reporting Person
I.R.S. Identification No. of Above Persons (Entities Only)

Mayfield VIII, a California Limited Partnership

2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

Number of Shares 5. Sole Voting Power

-0-

Beneficially Owned By 6. Shared Voting Power

-0-

Each Reporting Person 7. Sole Dispositive Power

-0-

Person With 8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

-0-

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person

PN

PAGE>

13G

CUSIP No. 46120E10

Page 3 of 17 pages.

Edgar Filing: INTUITIVE SURGICAL INC - Form SC 13G/A

1. Name of Reporting Person
I.R.S. Identification No. of Above Persons (Entities Only)

Mayfield VIII Management, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares 5. Sole Voting Power

-0-

Beneficially Owned By 6. Shared Voting Power

-0-

Each Reporting Person 7. Sole Dispositive Power

-0-

Person With 8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

-0-

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person

00

13G

CUSIP No. 46120E10

Page 4 of 17 pages.

Edgar Filing: INTUITIVE SURGICAL INC - Form SC 13G/A

1. Name of Reporting Person
I.R.S. Identification No. of Above Persons (Entities Only)

Mayfield Associates Fund II, a California Limited Partnership

2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

Number of Shares 5. Sole Voting Power

-0-

Beneficially Owned By 6. Shared Voting Power

-0-

Each Reporting Person 7. Sole Dispositive Power

-0-

Person With 8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

-0-

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person

PN

13G

CUSIP No. 46120E10

Page 5 of 17 pages.

Edgar Filing: INTUITIVE SURGICAL INC - Form SC 13G/A

1. Name of Reporting Person
I.R.S. Identification No. of Above Persons (Entities Only)

Yogen K. Dalal

2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

Number of Shares 5. Sole Voting Power

82,589

Beneficially Owned By 6. Shared Voting Power

-0-

Each Reporting Person 7. Sole Dispositive Power

82,589

Person With 8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

82,589

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.2%

12. Type of Reporting Person

IN

13G

CUSIP No. 46120E10

Page 6 of 17 pages.

1. Name of Reporting Person

Edgar Filing: INTUITIVE SURGICAL INC - Form SC 13G/A

I.R.S. Identification No. of Above Persons (Entities Only)

F. Gibson Myers, Jr.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

Number of Shares 5. Sole Voting Power

69,943

Beneficially Owned By 6. Shared Voting Power

-0-

Each Reporting Person 7. Sole Dispositive Power

69,943

Person With 8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

69,943

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.2%

12. Type of Reporting Person

IN

13G

CUSIP No. 46120E10

Page 7 of 17 pages.

1. Name of Reporting Person

I.R.S. Identification No. of Above Persons (Entities Only)

Edgar Filing: INTUITIVE SURGICAL INC - Form SC 13G/A

Kevin A. Fong

2. Check the Appropriate Box if a Member of a Group (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

Number of Shares 5. Sole Voting Power
651

Beneficially Owned By 6. Shared Voting Power
-0-

Each Reporting Person 7. Sole Dispositive Power
651

Person With 8. Shared Dispositive Power
-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
651

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)
0%

12. Type of Reporting Person
IN

13G

CUSIP No. 46120E10

Page 8 of 17 pages.

1. Name of Reporting Person
I.R.S. Identification No. of Above Persons (Entities Only)

Edgar Filing: INTUITIVE SURGICAL INC - Form SC 13G/A

William D. Unger

2. Check the Appropriate Box if a Member of a Group (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

Number of Shares 5. Sole Voting Power
28,438

Beneficially Owned By 6. Shared Voting Power
-0-

Each Reporting Person 7. Sole Dispositive Power
28,438

Person With 8. Shared Dispositive Power
-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
28,438

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)
0.1%

12. Type of Reporting Person
IN

13G

CUSIP No. 46120E10

Page 9 of 17 pages.

1. Name of Reporting Person
I.R.S. Identification No. of Above Persons (Entities Only)
Wendell G. Van Auken, III

Edgar Filing: INTUITIVE SURGICAL INC - Form SC 13G/A

2. Check the Appropriate Box if a Member of a Group (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

Number of 5. Sole Voting Power
Shares

63,606

Beneficially 6. Shared Voting Power
Owned By

-0-

Each 7. Sole Dispositive Power
Reporting

63,606

Person 8. Shared Dispositive Power
With

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

63,606

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.2%

12. Type of Reporting Person

IN

13G

CUSIP No. 46120E10

Page 10 of 17 pages.

1. Name of Reporting Person
I.R.S. Identification No. of Above Persons (Entities Only)

Michael J. Levinthal

Edgar Filing: INTUITIVE SURGICAL INC - Form SC 13G/A

2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

Number of Shares 5. Sole Voting Power

31,999

Beneficially Owned By 6. Shared Voting Power

-0-

Each Reporting Person 7. Sole Dispositive Power

31,999

Person With 8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

31,999

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person

IN

13G

CUSIP No. 46120E10

Page 11 of 17 pages.

1. Name of Reporting Person
I.R.S. Identification No. of Above Persons (Entities Only)

A. Grant Heidrich, III

2. Check the Appropriate Box if a Member of a Group

Edgar Filing: INTUITIVE SURGICAL INC - Form SC 13G/A

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

Number of Shares 5. Sole Voting Power

1,478

Beneficially Owned By 6. Shared Voting Power

-0-

Each Reporting Person 7. Sole Dispositive Power

1,478

Person With 8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,478

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person

IN

13G

CUSIP No. 46120E10

Page 12 of 17 pages.

1. Name of Reporting Person
I.R.S. Identification No. of Above Persons (Entities Only)

Wende S. Hutton

2. Check the Appropriate Box if a Member of a Group

(a)

Edgar Filing: INTUITIVE SURGICAL INC - Form SC 13G/A

(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

Number of Shares 5. Sole Voting Power

6,196

Beneficially Owned By 6. Shared Voting Power

-0-

Each Reporting Person 7. Sole Dispositive Power

6,196

Person With 8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,196

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person

IN

Item 1.

(a) Name of Issuer:

Intuitive Surgical, Inc.

(b) Address of Issuer's Principal Executive Offices:

1340 W. Middlefield Road
Mountain View, CA 94043

Item 2.

(a) Name of Persons Filing:

Edgar Filing: INTUITIVE SURGICAL INC - Form SC 13G/A

Mayfield VIII, a California Limited Partnership
Mayfield VIII Management, L.L.C.
Mayfield Associates Fund II, a California Limited Partnership
Yogen K. Dalal
F. Gibson Myers, Jr.
Kevin A. Fong
William D. Unger
Wendell G. Van Auken, III
Michael J. Levinthal
A. Grant Heidrich, III
Wende S. Hutton

(b) Address of Principal Business Office:

c/o Mayfield Fund
2800 Sand Hill Road
Menlo Park, CA 94025

(c) Citizenship:

Mayfield VIII and Mayfield Associates Fund II are California Limited Partnerships.
Mayfield VIII Management, L.L.C. is a Delaware Limited Liability Company.
The individuals listed in Item 2(a) are U.S. citizens.

(d) Title of Class of Securities:

Common Stock, par value \$0.001

(e) CUSIP Number:

46120E10

Page 13 of 17 pages.

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership.

The information regarding ownership as set forth in Items 5-9 of Pages 2-12 hereto, is hereby incorporated by reference. Shares beneficially owned by each individual reporting person are held as trustee of a trust for the benefit of such reporting person and members of his or her family (except for 249 shares that are beneficially owned by Mr. Heidrich through a family partnership).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Edgar Filing: INTUITIVE SURGICAL INC - Form SC 13G/A

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

Page 14 of 17 pages.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2002

MAYFIELD VIII
A California Limited Partnership
By: Mayfield VIII Management, L.L.C.
Its General Partner

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD VIII MANAGEMENT, L.L.C.

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD ASSOCIATES FUND II
A California Limited Partnership

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

YOGEN K. DALAL

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

F. GIBSON MYERS, JR.

By: /s/ James T. Beck

Edgar Filing: INTUITIVE SURGICAL INC - Form SC 13G/A

James T. Beck, Attorney In Fact

KEVIN A. FONG

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WILLIAM D. UNGER

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WENDELL G. VAN AUKEN, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

Page 15 of 17 pages.

MICHAEL J. LEVINTHAL

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

A. GRANT HEIDRICH, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WENDE S. HUTTON

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

Page 16 of 17 pages.

EXHIBIT INDEX

Exhibit 1 - "JOINT FILING AGREEMENT" is hereby incorporated by reference to Exhibit 1 to the Statement on Schedule 13G dated February 13, 2001.

Exhibit 2 - "POWERS OF ATTORNEY" is hereby incorporated by reference to Exhibit 2 to the Statement on Schedule 13G dated February 13, 2001.

Page 17 of 17 pages.