

INTUITIVE SURGICAL INC

Form 8-K

October 31, 2018

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): October 29, 2018

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 7.01. Regulation FD Disclosure.

On October 29, 2018, the China National Health Commission published on its official website the quota for major medical equipment to be imported and sold in China through 2020. The government will allow 154 new surgical robots, which could include da Vinci Surgical Systems of Intuitive Surgical, Inc. (the “Company”), to be sold during this period in China. Da Vinci Surgical Systems sales under the quota are uncertain, as they are dependent on hospitals completing a tender process and receiving associated approvals. The tender process could be lengthy, and the Company does not expect to sell any systems under this quota in 2018.

Forward-Looking Statements

This report contains forward-looking statements, including statements regarding systems sales under the China National Health Commission quota, the tender process, and the Company’s expectations regarding timing of sales. These forward-looking statements are necessarily estimates reflecting the best judgment of the Company’s management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These forward-looking statements should, therefore, be considered in light of various important factors, including, but not limited to, the following: the uncertainty regarding the timing and extent of purchases of da Vinci Surgical Systems under the quota, which may be adversely impacted by Provincial approvals in China, hospital tendering processes, tariffs assessed on certain medical equipment manufactured in the United States, competitive products that will share the quota, and regulatory clearances for da Vinci Xi products in China; the impact of global and regional economic and credit market conditions on healthcare spending; the timing and success of product development and market acceptance of developed products, including, but not limited to, the recently launched SP surgical system and 3rd generation stapling platform; the results of any collaborations, in-licensing arrangements, joint ventures, strategic alliances or partnerships; regulatory approvals, clearances and restrictions or any dispute that may occur with any regulatory body; the Company’s ability to expand into foreign markets; changes in tariffs, trade barriers and regulatory requirements; and other risk factors under the heading “Risk Factors” in the Company’s report on Form 10-K for the year ended December 31, 2017, as updated by the Company’s other filings with the Securities and Exchange Commission. Statements using words such as “estimates,” “projects,” “believes,” “anticipates,” “plans,” “expects,” “intends,” “may,” “will,” “could,” “should,” “would,” “targeted” and similar words or expressions are intended to identify forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. The Company undertakes no obligation to publicly update or release any revisions to these forward-looking statements, except as required by law.

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: October 31, 2018 By: /s/ Jamie E. Samath

Name: Jamie E. Samath

Title: Vice President, Corporate Controller, and Principal Accounting Officer

ned or Paid
in Cash (\$)

Option Awards
(\$ (1) (2))

All Other
Compensation (\$ (3))

Total (\$)

Robert G. Sarver

50,000

199,247

249,247

Raymond Opperl

85,000

Edgar Filing: INTUITIVE SURGICAL INC - Form 8-K

199,247

284,247

Peter L. Ax

125,000

199,247

324,247

Richard T. Burke, Sr.

60,000

199,247

259,247

Gerald W. Haddock

75,000

199,247

274,247

(1) As of December 31, 2008, the outstanding number of options and non-vested restricted stock awards held by the non-employee directors was 29,500, 39,500, 29,500, 29,500 and 19,500 for Messrs. Sarver, Oppel, Ax, Burke and Haddock, respectively. No options or restricted stock were awarded in 2008.

(2) See Note 10 Incentive Awards and Retirement Plan of our Consolidated Financial Statements included in our 2008 Annual Report on Form 10-K for discussion of the Black-Scholes assumptions used for computing the fair value of options and awards granted.

(3) As part of the reimbursement to directors for out-of-pocket expenses incurred in attending Board and committee meetings, we reimburse certain directors for charter aircraft service or other travel and lodging-related expenses. During 2008, we made reimbursements of approximately \$18,200, \$27,100, \$1,300 and \$1,200, to Messrs. Burke, Haddock, Oppel and Ax, respectively.

The following Executive Compensation Committee Report does not constitute soliciting material and should not be deemed filed or incorporated by reference into any Company filing under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act, except to the extent the Company specifically incorporates this report.

EXECUTIVE COMPENSATION COMMITTEE REPORT

The Executive Compensation Committee of the Board of Directors of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Executive Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

**THE EXECUTIVE COMPENSATION
COMMITTEE**

Raymond Oppel Chairman
Gerald W. Haddock
Peter L. Ax

Table of Contents

SECURITIES AUTHORIZED FOR ISSUANCE
UNDER EQUITY COMPENSATION PLANS

The following table summarizes our equity compensation under all of our equity compensation plans as of December 31, 2008:

Plan Category	(a) Number of Shares to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column(a))
Equity compensation plans approved by stockholders	2,017,527	\$ 24.16	1,502,893
Equity compensation plans not approved by stockholders		N/A	
Total	2,017,527	\$ 24.16	1,502,893

(1) The number of securities remaining available for issuance under existing or future grants includes 3,520,420 shares under our 2006 Stock Incentive Plan. In addition to stock options, stock appreciation rights and performance share awards, the 2006 Stock Incentive Plan allows for the grant of restricted stock shares. Under the 2006 Stock Incentive Plan, awards other than stock options and stock appreciation rights are counted against the shares available for grant as 1.38 shares for every one share issued in connection with such awards.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Executive officers, directors and beneficial owners of more than ten percent of our common stock must file initial reports of ownership and changes in ownership with the SEC under Section 16(a) of the Exchange Act. SEC regulations require these reporting persons to furnish us with copies of all Forms 3, 4 and 5, and amendments thereto, that they file with the SEC. Based solely on our review of the copies of such forms furnished to us, or representations that no forms were required, we believe that during 2008 all of our officers, directors and greater than ten percent beneficial owners complied with all filing requirements of Section 16(a) of the Exchange Act, except for the following:

- Steven M. Davis filed a Form 4 on March 18, 2008 for transactions that occurred on March 6, 2008.
- Steve J. Hilton filed a Form 4 on May 27, 2008 for transactions that occurred on May 19, 2008. Additionally, Mr. Hilton filed a Form 5 on January 19, 2009 to correct a transaction that was originally reported in August 2007.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Meritage maintains a written policy concerning conflict of interest transactions that generally applies to transactions between the Company and related persons, including employees, officers and directors and applies to direct and indirect relationships and transactions. Because of the nature of our business, which involves the ownership, development, construction and sale of real estate and single family homes, our policy was carefully constructed to capture transactions and relationships between the Company or its competitors, and related persons. At the same time, we were mindful to not inadvertently create the potential for conflicts relating to transactions that are primarily of a personal nature and do not involve the Company, or conflict with its business (for example, the construction of a vacation home or the purchase of a home from the Company pursuant to its home purchase policy that is available to most employees).

For transactions not exempted from the policy, Meritage's policy requires that designated members of senior management must review and approve any transaction between a covered person (e.g., employees, officers and directors) and the Company. The policy provides that the Company legal and internal audit departments are to be involved in the review and approval process. For transactions involving directors or senior executive officers (including the officers named in this proxy statement), the proposed transaction must be approved in advance by the Audit Committee of the Board of Directors. Real estate transactions between the Company and related persons are subject to strict scrutiny.

Each of the transactions listed below was approved by the Audit Committee of the Board of Directors pursuant to the policy, except that the payments made to the Phoenix Suns pursuant to the advertising/sponsorship were not specifically approved by the Audit Committee in 2008 as the payments were made pursuant to a previously existing contractual arrangement.

Table of Contents

During 2004 the Company entered into an advertising/sponsorship agreement with the National Basketball Association's Phoenix Suns organization. Mr. Sarver is the controlling owner and managing partner of the Phoenix Suns, and Mr. Hilton is a minority owner of the team. In 2008, 2007 and 2006, we paid approximately \$170,000, \$329,000 and \$714,000, respectively, in advertising/sponsorship costs related to the agreement. We terminated this advertising/sponsorship agreement during 2008.

During 2008, 2007 and 2006, we chartered aircraft services from companies in which Mr. Hilton has a significant ownership interest. Such amounts were:

	Year Ended December 31					
	2008		2007		2006	
Steven J. Hilton	\$	89,000	\$	400,000	\$	711,000

INDEPENDENT AUDITORS

Deloitte & Touche LLP serves as our principal independent registered public accounting firm. We expect representatives of Deloitte & Touche LLP to be present at our Annual Meeting of Stockholders to respond to appropriate questions, and they will be given an opportunity to make a statement if they desire to do so.

The following table presents fees for professional accounting services rendered by our principal accountant for the audit of our annual financial statements for 2008 and 2007, and fees billed for other services rendered.

	2008		2007	
Audit fees(1)	\$	1,322,872	\$	1,311,400
Audit-related fees(2)				37,000
Audit and audit-related fees	\$	1,322,872		1,348,400
Tax fees(3)				19,400
Total fees	\$	1,322,872	\$	1,367,800

(1) Audit fees consisted principally of fees for audit and review services, services related to various SEC filings and related research.

(2) Audit-related fees consisted of fees related to the audit of our 401(k) plan.

(3) Tax fees consisted of fees for income tax consulting and tax (including state and local tax procurement) compliance, including preparation of original and amended state and federal income tax returns, refund claims, and IRS tax audit assistance.

Edgar Filing: INTUITIVE SURGICAL INC - Form 8-K

Each year, the Audit Committee approves the annual audit engagement in advance. The Audit Committee also has established procedures to pre-approve all non-audit services provided by the principal independent registered public accounting firm. All 2008 and 2007 non-audit services listed above were pre-approved.

The following report of the Audit Committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any Company filing under the Securities Act or the Exchange Act, except to the extent the Company specifically incorporates this report.

Table of Contents

REPORT OF THE AUDIT COMMITTEE

We have reviewed Meritage's audited consolidated financial statements and met with both management and Deloitte & Touche LLP, the Company's independent registered public accounting firm, to discuss those consolidated financial statements. Management has represented to us that the consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America. We have also reviewed, and discussed with management and Deloitte & Touche LLP, management's report and Deloitte & Touche LLP's report and attestation on internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act. We have received from and discussed with Deloitte & Touche LLP the written disclosure and the letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding independence. These items related to that firm's independence from Meritage. We also discussed with Deloitte & Touche LLP those matters required to be discussed by Statement on Auditing Standards No. 114, as amended, The Auditor's Communication with those charged with Governance and Rule 2-07 of Regulation S-X Communications with Audit Committees. Based on these reviews and discussions, we recommended to the Board that Meritage's audited financial statements be included in its Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

THE AUDIT COMMITTEE

Peter L. Ax Chairman
Raymond Oppel
Richard T. Burke, Sr.

STOCKHOLDER PROPOSALS

The Board of Directors and Nominating/Governance Committee will consider nominations from stockholders for the class of directors whose terms expire at the year 2010 Annual Meeting. Nominations must be made in writing to our Secretary, not earlier than the 150th day nor later than the 120th day prior to the first anniversary date of mailing of this proxy statement, which is expected to occur on or about April 8, 2009; provided, however, that in the event that the date of the 2010 Annual Meeting is advanced or delayed by more than 30 days from the first anniversary of the date of this year's annual meeting, which is to be held on May 21, 2009, notice by the stockholder must be delivered not earlier than the 150th day prior to the date of such annual meeting and not later than the later of the 120th day prior to the date of such annual meeting or the tenth day following the date on which public announcement of the date of such meeting is first made, and contain sufficient background information concerning the nominee's qualifications and such other information as specified in our bylaws. Our Corporate Secretary must receive any other stockholder proposals for the 2010 Annual Meeting by the same date, or December 9, 2009 to be considered for inclusion in our 2010 proxy statement.

Proposals to be presented at the 2010 Annual Meeting that are not intended for inclusion in the proxy statement must be submitted in accordance with our bylaws. To be timely, a stockholder's notice of such a proposal must be delivered to or mailed and received by the Secretary at the principal executive offices of the Company, not earlier than the 150th day nor later than the 120th day prior to the first anniversary date of mailing of this proxy statement, which is expected to occur on or about April 8, 2009, (or, with respect to a proposal required to be included in Meritage's proxy statement pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, or its successor provision, the earlier date such proposal was received); provided, however, that in the event that the date of the 2010 Annual Meeting is advanced or delayed by more than 30 days from the first anniversary of the date of this year's annual meeting, which is to be held on May 21, 2009, notice by the stockholder must be delivered not earlier than the 150th day prior to the date of such annual meeting and not later than the later of the 120th day prior to the date of such annual meeting or the tenth day following the date on which public announcement of the date of such meeting is first made.

Edgar Filing: INTUITIVE SURGICAL INC - Form 8-K

A nomination or other proposal will be disregarded if it does not comply with the above procedures.

Table of Contents

FORWARD LOOKING STATEMENTS

This proxy statement contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and involve substantial risks and uncertainties, which may cause results to differ materially from those set forth in the statements. The forward-looking statements may include, but are not limited to, statements made in the CD&A section of this proxy statement regarding the anticipated effects of our compensation structure and programs. Meritage undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise. Forward-looking statements should be evaluated together with the many uncertainties that affect Meritage's business, particularly those mentioned under the heading Risk Factors in Meritage's Annual Report on Form 10-K, and in the periodic reports that Meritage files with the SEC on Form 10-Q and Form 8-K.

ANNUAL REPORT ON FORM 10-K AND OTHER MATTERS

The Board of Directors is not aware of any other matters to be presented at the meeting. If any other business should properly come before the meeting, the proxy holders will vote according to their best judgment.

A copy of the Company's Annual Report on Form 10-K for the year ended December 31, 2008 may be viewed and downloaded from www.meritagehomes.com, may be requested via email through such website or may be requested telephonically at 480-515-8100. The Annual Report is not considered to be proxy solicitation material.

With respect to the Company's stockholders' meetings following the 2009 annual meeting, the Company anticipates furnishing the proxy and other meeting-related materials to stockholders by posting such materials on an Internet website in accordance with applicable laws, and providing stockholders with notice of the Internet availability of such materials. Paper copies of such materials will be available to stockholders on request, for a period of one year, at no cost, in accordance with applicable laws.

Upon request, the Company will provide by first class mail, to each stockholder of record on the record date, without charge, a copy of this proxy statement and all attachments hereto, the proxy card, and the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, including the required financial statements and financial statement schedules. Written requests for this information should be directed to: Corporate Secretary, Meritage Homes Corporation, 17851 North 85th Street, Suite 300, Scottsdale, AZ 85255.

Meritage Homes Corporation

C. Timothy White
Executive Vice President, General Counsel

Edgar Filing: INTUITIVE SURGICAL INC - Form 8-K

and Secretary
April 8, 2009

Meritage Homes Corporation

17851 North 85th Street, Suite 300, Scottsdale, Arizona 85255

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on

Thursday, May 21, 2009

*The Proxy Statement, Annual Report and other proxy materials are available at:
<http://bnymellon.mobular.net/bnymellon/mth>*

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 4, 2009 to facilitate timely delivery.

Dear Meritage Homes Corporation Stockholder:

The 2009 Annual Meeting of Stockholders of Meritage Homes Corporation (the Company) will be held at the Scottsdale Marriott at McDowell Mountains, 16770 North Perimeter Drive, Scottsdale, Arizona 85260, on Thursday, May 21, 2009, at 10:00 a.m. local time.

Proposals to be considered at the Annual Meeting:

- (1) To elect three Class II Directors, each to hold office until our 2011 annual meeting,

- (2) To ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2009 fiscal year, and

- (3) To conduct any other business that may properly come before the meeting or any adjournment or postponement thereof.

Management recommends a vote FOR Items 1 and 2.

Management makes no recommendation with respect to Item 3.

The Board of Directors has fixed the close of business on March 31, 2009, as the record date (the "Record Date") for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

Edgar Filing: INTUITIVE SURGICAL INC - Form 8-K

Stockholders of record as of the Record Date are encouraged and cordially invited to attend the Annual Meeting. Directions to attend the annual meeting where you may vote in person can be found on our website, www.investors.meritagehomes.com.

Meeting Location:

Scottsdale Marriott at McDowell Mountains
16770 North Perimeter Drive

Scottsdale, Arizona 85260

The following Proxy Materials are available for you to review online:

- the Company's 2009 Proxy Statement (including all attachments thereto);
- the Company Annual Report for the year ended December 31, 2008 (which is not deemed to be part of the official proxy soliciting materials); and
- any amendments to the foregoing materials that are required to be furnished to stockholders.

To request a paper copy of the Proxy Materials, (you must reference your 11 digit control number)

Telephone: **1-888-313-0164** (outside of the U.S and Canada call 201-680-6688)

Email: **shrrelations@bnymellon.com**

Internet: **<http://bnymellon.mobular.net/bnymellon/MTH>**.

ACCESSING YOUR PROXY MATERIALS ONLINE

YOU MUST REFERENCE YOUR 11-DIGIT CONTROL NUMBER WHEN YOU REQUEST A PAPER COPY OF THE PROXY MATERIALS OR TO VOTE YOUR PROXY ELECTRONICALLY.

The Proxy Materials for Meritage Homes Corporation are available to review at:

<http://bnymellon.mobular.net/bnymellon/mth>

Have this notice available when you request a PAPER copy of the Proxy Materials,
when you want to view your proxy materials online
OR WHEN YOU WANT TO VOTE YOUR PROXY ELECTRONICALLY.

VOTE BY INTERNET

Use the Internet to vote your shares. Have this card in hand when you access the above web site.

On the top right hand side of the website click on **Vote Now** to
access the electronic proxy card and vote your shares

***** Exercise Your *Right to Vote* *****

IMPORTANT NOTICE Regarding the Availability of Proxy Materials

MERITAGE HOMES CORPORATION

BROKER

LOGO

HERE

Return Address Line 1

Return Address Line 2

Return Address Line 3

51 MERCEDES WAY

EDGEWOOD NY 11717

Investor Address Line 1	1 OF 2
Investor Address Line 2	12
Investor Address Line 3	15
Investor Address Line 4	
Investor Address Line 5	
John Sample	
1234 ANYWHERE STREET	
ANY CITY, ON AIA 1A1	

Meeting Information

Meeting Type: Annual Meeting

For holders as of: March 31,2009

Date: May 21, 2009 **Time:** 10:00 AM MST

Location: Scottsdale Marriott

Edgar Filing: INTUITIVE SURGICAL INC - Form 8-K

at McDowell Mountains

16770 North Perimeter Drive

Scottsdale, AZ 85260

BARCODE

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Broadridge Internal Use Only

Job #

Envelope #

Sequence #

of # Sequence

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report 2. Notice & Proxy Statement

How to View Online:

Have the 12-Digit Control Number available (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- | | |
|-------------------------|--|
| 1) <i>BY INTERNET:</i> | www.proxyvote.com |
| 2) <i>BY TELEPHONE:</i> | 1-800-579-1639 |
| 3) <i>BY E-MAIL*:</i> | sendmaterial@proxyvote.com |

* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 04, 2009 to facilitate timely delivery.

How To Vote

Please Choose One of The Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a *legal proxy*. To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the 12 Digit Control Number available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Internal Use Only

Voting items

The Board of Directors recommends you vote FOR the following proposal [s].

1. Election of Directors

Nominees

- 1 Peter L. Ax 2011
- 2 Robert G. Sarver 2011
- 3 Gerald W. Haddock 2011

The Board of Directors recommends you vote FOR the following proposal (s).

- 2 Ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2009 fiscal year.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

BARCODE

Broadridge Internal Use Only

XXXXXXXXXX
XXXXXXXXXX
Cusip
Job #
Envelope #
Sequence #
of # Sequence

0000 0000 0000

Reserved for Broadridge Internal Control Information

Voting Instructions

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO
BANKS AND BROKERS
AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE

Broadridge Internal Use Only

Job #

Envelope #

Sequence #

of # Sequence

(REV 03/09)

THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED FOR ITEMS 1 AND 2.

Please mark your votes as indicated in this example **X**

1 ELECTION OF DIRECTORS

Nominees:	FOR ALL	WITHHOLD FOR ALL	EXCEPTIONS
1 Peter L. Ax	o	o	o
2 Robert G. Sarver			
3 Gerald W. Haddock			

INSTRUCTIONS: To withhold authority to vote for any individual nominees, mark the Exceptions box above and write that nominee's name in the space provided below.)

Exceptions

JOHN M. DOE

	FOR	AGAINST	ABSTAIN
2 Ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2009 fiscal year	o	o	o

Mark Here for Address Change or Comments SEE REVERSE o

Signature

Signature

Date

NOTE: Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

FOLD AND DETACH HERE

**WE ENCOURAGE YOU TO TAKE ADVANTAGE OF INTERNET OR TELEPHONE VOTING,
BOTH ARE AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK.**

Internet and telephone voting is available through 11:59 P.M. Eastern Time
the day prior to the annual meeting.

RESTRICTED AREA NO COPY OR LOGOS

ABC-1 CORPORATION

JOHN M. DOE

100 SMITH DRIVE

ANYWHERE USA XXXXX XXXX

INTERNET

<http://www.eproxy.com/abc-1>

Use the Internet to vote your proxy. Have your proxy card in hand when you access the web site.

OR

TELEPHONE

1-866-580-9477

Use any touch-tone telephone to vote your proxy. Have your proxy card in hand when you call.

If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card.

To vote by mail, mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.

Edgar Filing: INTUITIVE SURGICAL INC - Form 8-K

Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

Important notice regarding the Internet availability of proxy materials for the Annual Meeting of shareholders

The Proxy Statement and the 2008 Annual Report to Stockholders are available at:

<http://bnymellon.mobular.net/bnymellon/mth>

CONTROL NUMBER

RESTRICTED AREA

3 x 1 1/2

**PROXY
MERITAGE HOMES CORPORATION**

Annual Meeting of Stockholders May 21, 2009

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF THE COMPANY

The undersigned hereby appoints Steven J. Hilton, C. Timothy White and Larry W. Seay, and each of them, with power to act without the other and with power of substitution, as proxies and attorneys-in-fact and hereby authorizes them to represent and vote, as provided on the other side, all the shares of Meritage Homes Corporation Common Stock which the undersigned is entitled to vote, and, in their discretion, to vote upon such other business as may properly come before the Annual Meeting of Stockholders of the company to be held Thursday, May 21, 2009, or at any adjournment or postponement thereof, with all powers which the undersigned would possess if present at the Meeting.

(Continued and to be marked, dated and signed, on the other side)

FOLD AND DETACH HERE

*You can now access your **BNY Mellon Shareowner Services account online.***

Access your BNY Mellon Shareowner Services shareholder/stockholder account online via Investor ServiceDirect® (ISD).

The transfer agent for Meritage Homes Corporation now makes it easy and convenient to get current information on your shareholder account.

Edgar Filing: INTUITIVE SURGICAL INC - Form 8-K

- View account status
- View certificate history
- View book-entry information
- View payment history for dividends
- Make address changes
- Obtain a duplicate 1099 tax form
- Establish/change your PIN

*Visit us on the web at <http://www.bnymellon.com/shareowner/isd>
For Technical Assistance Call 1-877-978-7778 between 9am-7pm
Monday-Friday Eastern Time*

******TRY IT OUT******

www.bnymellon.com/shareowner/isd

Investor ServiceDirect®

Available 24 hours per day, 7 days per week

Choose **MLinkSM** for fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more. Simply log on to **Investor ServiceDirect®** at www.bnymellon.com/shareowner/isd where step-by-step instructions will prompt you through enrollment.

(REV 03/09)

THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED FOR ITEMS 1 AND 2.

Please mark your votes as indicated in this example X

1 ELECTION OF DIRECTORS

	FOR ALL	WITHHOLD FOR ALL	EXCEPTIONS
Nominees:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
1 Peter L. Ax			
2 Robert G. Sarver			
3 Gerald W. Haddock			

INSTRUCTIONS: To withhold authority to vote for any individual nominees, mark the Exceptions box above and write that nominee's name in the space provided below.) Exceptions

JOHN M. DOE

	FOR	AGAINST	ABSTAIN
2 Ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2009 fiscal year	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Mark Here for Address Change or Comments SEE REVERSE

Signature

Signature

Date

Edgar Filing: INTUITIVE SURGICAL INC - Form 8-K

NOTE: Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

FOLD AND DETACH HERE

**WE ENCOURAGE YOU TO TAKE ADVANTAGE OF INTERNET OR TELEPHONE VOTING,
BOTH ARE AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK.**

Internet and telephone voting is available through 11:59 P.M. Eastern Time
on May 18, 2009.

RESTRICTED AREA NO COPY OR LOGOS

ABC-1 CORPORATION

JOHN M. DOE

100 SMITH DRIVE

ANYWHERE USA XXXXX XXXX

INTERNET

<http://www.eproxy.com/abc-1>

Use the Internet to vote your proxy. Have your proxy card in hand when you access the web site.

OR

TELEPHONE

1-866-580-9477

Edgar Filing: INTUITIVE SURGICAL INC - Form 8-K

Use any touch-tone telephone to vote your proxy. Have your proxy card in hand when you call.

If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card.

To vote by mail, mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.

Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

CONTROL NUMBER

RESTRICTED AREA

3 x 1 1/2

Important notice regarding the Internet availability of proxy materials for the Annual Meeting of shareholders

The Proxy Statement and the 2008 Annual Report to Stockholders are available at: <http://bnymellon.mobular.net/bnymellon/mth>

MERITAGE HOMES CORPORATION

401 (k) Retirement Plan

TO: Wells Fargo Retirement Plan Services

You are hereby directed to vote, with respect to the proposals listed on the other side of this Direction Card, the number of shares of MERITAGE Homes common stock held in my account in the MERITAGE Homes 401 (k) Retirement Plan at the Annual Meeting of Stockholders to be held on May 21, 2009 and any postponements or adjournments thereof.

**Please mark, sign and date the reverse side and
return the proxy card promptly using the enclosed envelope.
(Continued on reverse side)**

Address Change/Comments (Mark the corresponding box on the reverse side)

/*\ FOLD AND DETACH HERE /*

The undersigned, as a named fiduciary for voting purposes, hereby directs Wells Fargo Bank, N.A. as Trustee for Meritage Homes Corporation 401(k) Savings Plan (the Plan), to vote all shares of common stock of Meritage Homes Corporation allocated to my account as of March 31, 2009.

I understand that I am to mail this confidential voting instruction card to BNY Mellon, acting as tabulation agent, or vote by PHONE OR INTERNET as described on the reverse side of this card, and that my instructions must be received by BNY Mellon no later than midnight on May 18, 2009. If my instructions are not received by that date, or if the voting instructions are invalid because this form is not properly signed and dated, the shares in my account will be voted in accordance with the terms of the Plan document.

Choose **MLinkSM** for fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more. Simply log on to **Investor ServiceDirect®** at www.bnymellon.com/shareowner/isd where step-by-step instructions will prompt you through enrollment.
