

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM SB-2
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INTEGRATED SURGICAL SYSTEMS, INC.
(NAME OF SMALL BUSINESS ISSUER IN ITS CHARTER)

DELAWARE (STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	3841 (PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER)	68-0232575 (I.R.S. EMPLOYER IDENTIFICATION NO.)
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829 West Stadium Lane
Sacramento, California 95834
Telephone: (916) 646-3487
Telecopier: (916) 646-4075
(ADDRESS AND TELEPHONE NUMBER OF PRINCIPAL EXECUTIVE OFFICES)

DR. RAMESH C. TRIVEDI
CHIEF EXECUTIVE OFFICER AND PRESIDENT
INTEGRATED SURGICAL SYSTEMS, INC.
829 West Stadium Lane
Sacramento, California 95834
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(NAME, ADDRESS AND TELEPHONE NUMBER OF AGENT FOR SERVICE)

COPIES TO:

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APPROXIMATE DATE OF PROPOSED SALE TO THE PUBLIC:

As soon as practicable after the effective date of this registration statement.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-9207.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

If any of the securities on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act please check the following box.

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SECURITY(1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE
Common Stock, \$.01 par value.....	28,750(2)	\$5.00	\$143,750	\$43.56
Warrants to purchase shares of Common Stock.....	28,750(3)	\$0.10	\$2,875	\$0.87
Common Stock issuable upon exercise of Warrants.....	28,750(4)	\$6.00	\$172,500	\$52.27
Underwriters' Warrants to purchase shares of Common Stock.....	2,500	\$0.000033	\$0.08	(5)
Underwriters' Warrants to purchase Warrants.....	2,500	\$0.000033	\$0.08	(5)
Common Stock issuable upon exercise of Underwriters' Warrants.....	2,500(4)	\$8.25	\$20,625	\$6.25
Warrants issuable upon exercise of Underwriters' Warrants.....	2,500	\$0.165	\$412.50	\$0.13
Common Stock issuable upon exercise of Warrants underlying Underwriters' Warrants.....	2,500(4)	\$6.00	\$15,000	\$4.55
Total Registration Fee.....				\$107.63(6)

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 promulgated under the Securities Act of 1933.
- (2) Includes 3,750 shares of Common Stock which may be purchased by the Underwriters to cover over-allotments, if any.
- (3) Includes 3,750 Warrants which may be purchased by the Underwriters to cover over-allotments, if any.
- (4) Pursuant to Rule 416, there are also being registered such indeterminate number of additional shares as may become issuable pursuant to the anti-dilution provisions of the Warrants, the Underwriters' Warrants and the Warrants issuable upon exercise of the Underwriters' Warrants.
- (5) Pursuant to Rule 457(g) promulgated under the Securities Act of 1933, no filing fee is required.
- (6) The Registrant hereby certifies that (i) it has instructed its Bank to pay the Commission the filing fee set forth above by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but not later than the close of business on November 21, 1996), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by the Bank during regular business hours on November 21, 1996.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act") by Integrated Surgical Systems, Inc. (the "Company") pursuant to Rule 462(b) under the Act. This Registration Statement incorporates by reference the contents of the Registration Statement on Form SB-2 (File No. 333-9207) of the Company, which was declared effective on November 20, 1996, including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein.

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENT FOR FILING ON FORM SB-2 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF SACRAMENTO IN THE STATE OF CALIFORNIA ON NOVEMBER 21, 1996.

INTEGRATED SURGICAL SYSTEMS, INC.

By: RAMESH C. TRIVEDI Ramesh C. Trivedi Chief Executive Officer and President (Principal Executive Officer)	By: MICHAEL J. TOMCZAK Michael J. Tomczak Chief Financial Officer (Principal Financial and Accounting Officer)
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KNOW ALL MEN BY THESE PRESENTS, THAT EACH INDIVIDUAL WHOSE SIGNATURE APPEARS BELOW CONSTITUTES AND APPOINTS RAMESH C. TRIVEDI AND MICHAEL J. TOMCZAK, ACTING SINGLY, HIS TRUE AND LAWFUL ATTORNEY-IN-FACT AND AGENT, WITH FULL POWER OF SUBSTITUTION AND RESUBSTITUTION, FOR HIM AND IN HIS NAME, PLACE AND STEAD, IN ANY AND ALL CAPACITIES, TO SIGN ANY AND ALL AMENDMENTS (INCLUDING POST-EFFECTIVE AMENDMENTS) TO THIS REGISTRATION STATEMENT, AND TO FILE THE SAME AND ALL EXHIBITS THERETO, AND ALL DOCUMENTS IN CONNECTION THEREWITH, WITH THE SECURITIES AND EXCHANGE COMMISSION, GRANTING SAID ATTORNEY-IN-FACT AND AGENT, FULL POWER AND AUTHORITY TO DO AND PERFORM EACH AND EVERY ACT AND THING REQUISITE AND NECESSARY TO BE DONE IN ABOUT THE PREMISES, AS FULL TO ALL INTENTS AND PURPOSES AS HE MIGHT OR COULD DO IN PERSON, HEREBY RATIFYING AND CONFORMING ALL THAT SAID ATTORNEY-IN-FACT AND AGENT, OR HIS SUBSTITUTE OR SUBSTITUTES, MAY LAWFULLY DO OR CAUSE TO BE DONE BY VIRTUE HEREOF.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS ON NOVEMBER 21, 1996, IN THE CAPACITIES INDICATED.

SIGNATURE	TITLE
----- RAMESH C. TRIVEDI ----- Ramesh C. Trivedi MICHAEL J. TOMCZAK ----- Michael J. Tomczak	Chief Executive Officer, President, and Director (Principal Executive Officer) Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer) Chairman of the Board of Directors
----- JAMES C. MCGRODDY ----- James C. McGroddy	Director
----- Wendy Shelton-Paul John N. Kapoor ----- John N. Kapoor	Director Director
----- Paul A.H. Pankow -----	Director

EXHIBIT INDEX

All exhibits filed with or incorporated by reference in the Registration Statement on Form SB-2 (Registration No. 333-9207) are incorporated by reference into, and shall be deemed part of, this Registration Statement, and the following additional exhibits are filed herewith:

EXHIBIT NUMBER	DESCRIPTION
5.2	Opinion of Snow Becker Krauss P.C.
23.3	Consent of Ernst & Young LLP
23.4	Consent of Snow Becker Krauss P.C. (included in 5.2 above)

SNOW BECKER KRAUSS P.C.
ATTORNEYS AT LAW
605 THIRD AVENUE
NEW YORK, N.Y. 10158-0125

(212) 687-3860
TELECOPIER
(212) 949-7052

November 21, 1996

Board of Directors
Integrated Surgical Systems, Inc.
829 West Stadium Lane
Sacramento, California 95834

Ladies and Gentlemen:

You have requested our opinion, as counsel for Integrated Surgical Systems, Inc., a Delaware corporation (the "Company"), in connection with the filing by the Company with the Securities and Exchange Commission, of a registration statement on Form SB-2 (the "Registration Statement") under the Securities Act of 1933 (the "Act") and Rule 462(b) promulgated thereunder, pursuant to which the Company is registering 28,750 shares (the "Shares") of common stock, par value \$0.01 ("Common Stock"), of the Company and 28,750 redeemable common stock purchase warrants (the "Redeemable Warrants"), each exercisable to purchase one share of Common Stock (the aggregate of 28,750 shares of Common Stock issuable upon exercise of the Redeemable Warrants being hereinafter referred to as the "Warrant Shares"), and (ii) warrants (the "Underwriters' Warrants") to purchase 2,500 shares of Common Stock (the "Underwriters' Shares") and 2,500 warrants (the "Underwriters' Common Stock Warrants"), each exercisable to purchase one share of Common Stock (the aggregate of 2,500 shares of Common Stock issuable upon exercise of the Underwriters' Common Stock Warrants being hereinafter referred to as the "Underwriters' Warrant Shares".)

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Integrated Surgical Systems, Inc.
November 21, 1996
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We have examined such records and documents (including the proceedings proposed to be taken by the Company in connection with the registration, sale and issuance of the securities included in the Registration Statement) and made such examinations of law as we have deemed relevant in connection with this opinion. It is our opinion that when there has been compliance with the Act and the applicable state securities laws and upon completion of the proceedings being taken or contemplated by us, as counsel to the Company, prior to the issuance and sale of the securities included in the Registration Statement:

- (1) The Shares, the Redeemable Warrants and Underwriters' Warrants will be duly authorized and, when issued, delivered and paid for in the manner described in the form of Underwriting Agreement incorporated by reference as Exhibit 1.1 to the Registration Statement, will be legally issued and the Shares, when so issued, delivered and paid for will also be fully paid and nonassessable.
- (2) The Warrant Shares will be duly authorized, and when issued, delivered and, paid for upon exercise of the Redeemable Warrants in the manner described in the form of Warrant Agreement incorporated by reference as Exhibit 4.2 to the Registration Statement, will be legally issued, fully paid, and nonassessable.
- (3) The Underwriters' Shares, the Underwriters' Common Stock Warrants and the Underwriters' Warrant Shares, will be duly authorized and, when issued, delivered and paid for in the manner described in the Underwriters' Warrants incorporated by reference as Exhibit 4.1 to the Registration Statement, will be legally issued, and the Underwriters' Shares and the Underwriters' Warrant Shares, when so issued, delivered and paid for will also be fully paid and nonassessable.
- (4) The Redeemable Warrants, the Underwriters' Warrants and the Underwriters' Common Stock Warrants, will be duly authorized, and when issued and paid for as set forth in the Prospectus forming a part of the Registration Statement, will be legally issued, fully paid and non-assessable, and will constitute the valid and legally binding obligations of the Company, except as limited by applicable bankruptcy, insolvency, reorganization, moratorium or other laws of general application relating to the availability of remedies (regardless of whether such enforcement is considered in a proceeding in equity or at law).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Registration Statement. In so doing, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder. We further consent to the incorporation by reference in this Registration Statement filed pursuant to Rule 462(b) promulgated under the Act of our opinion and consent to the use of such opinion included in the Company's Registration Statement on Form SB-2 (Registration No. 333-9207) as Exhibits 5.1 and 23.1 thereto, respectively.

Very truly yours,

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form SB-2) of Integrated Surgical Systems, Inc. for the registration of 62,500 shares of its common stock and warrants to purchase 36,250 shares of its common stock of our report dated January 29, 1996, with respect to the consolidated financial statements of Integrated Surgical Systems, Inc. included in Amendment No. 3 to the Registration Statement (Form SB-2 No. 333-9207) and related Prospectus of Integrated Surgical Systems, Inc., filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Sacramento, California
November 19, 1996