

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-QSB

Quarterly Report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2005

Transition Report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission file number: 1-12471

INTEGRATED SURGICAL SYSTEMS, INC.

(Exact name of small business issuer as specified in its charter)

Delaware

68-0232575

(State or other jurisdiction of
incorporation or organization)

(IRS Employer Identification No.)

1433 N. Market Blvd. #1, Sacramento, CA 95834

(Address of principal executive offices)

(916) 285-9943

(Issuer's telephone number)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the exchange Act). Yes No

The number of shares of common stock, \$0.01, par value, outstanding on March 31, 2007 was 45,784,089.

Transitional Small Business Disclosure format (check one). Yes No

Integrated Surgical Systems, Inc.
Form 10-QSB
for the quarter ended September 30, 2005
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Part I. Financial Information

Item 1. Financial Statements (unaudited)

Integrated Surgical Systems, Inc.
Balance Sheet
September 30, 2005
(Unaudited)

Assets	
Current assets:	
Cash	\$ 31,442
Accounts receivable	38,956
Inventory	463,138
Other current assets	15,283

Total assets	\$ 548,819 =====
Liabilities and stockholders' deficit	
Current liabilities:	
Accounts payable	\$ 1,732,492
Accrued payroll and related expenses	950,743
Accrued liabilities	165,834
Unearned income	1,003,944
Derivative liability	452,778

Total current liabilities	4,305,791
Convertible preferred stock, \$0.01 par value, 1,000,000 shares authorized; 168 shares issued and outstanding (\$168,496 aggregate liquidation value)	168,496

Total liabilities	4,474,287 -----
Stockholders' deficit:	
Common stock, \$0.01 par value, 100,000,000 shares authorized; 45,084,089 shares issued and outstanding	450,841
Additional paid-in capital	61,924,486
Accumulated deficit	(66,300,795)

Total stockholders' deficit	(3,925,468)

	\$ 548,819 =====

See accompanying notes to financial statements.

Integrated Surgical Systems, Inc.
 Statements of Operations
 (Unaudited)

Three months ended September 30,

	2005	2004
Net revenue	\$ 293,577	\$ 139,140
Cost of revenue	18,172	135,501
	-----	-----
	275,405	3,639
	-----	-----
Operating expenses:		
Selling, general and administrative	119,898	240,573
Research and development	22,241	92,741
	-----	-----
	142,139	333,314
	-----	-----
Operating income (loss)	133,266	(329,675)
Derivative liability expense	(302,778)	--
Interest income (expense) net	(2,558)	(3,186)
	-----	-----
Net loss	\$ (172,070)	\$ (332,861)
	=====	=====
Basic and diluted loss per common share	\$ *	\$ (0.01)
	=====	=====
Shares used in computing basic and diluted loss per share	45,084,089	44,955,408
	=====	=====

* Less than \$.01

See accompanying notes to financial statements.

Integrated Surgical Systems, Inc.
Statements of Operations
(Unaudited)

	Nine months ended September 30,	
	2005	2004
Net revenue	\$ 3,384,871	\$ 1,389,013
Cost of revenue	480,800	693,931
	-----	-----
	2,904,071	695,082
	-----	-----
Operating expenses:		
Selling, general and administrative	670,590	923,858
Research and development	297,590	811,224
Gain on forgiveness of debt	(362,881)	--
	-----	-----
	605,299	1,735,082
	-----	-----
Operating income (loss)	2,298,772	(1,040,000)
Amortization of discount	(31,379)	--
Derivative liability expense	(271,399)	--
Interest income (expense) net	(9,318)	(5,133)
	-----	-----
Net income (loss)	\$ 1,986,676	\$ (1,045,133)
	=====	=====
Basic net income (loss) per common share	\$ 0.04	\$ (0.02)
	=====	=====
Diluted net income (loss) per common share	\$ 0.03	\$ (0.02)
	=====	=====
Shares used in computing basic net income (loss) per share	45,084,089	44,924,130
	=====	=====
Shares used in computing diluted net income (loss) per share	60,162,988	44,924,130
	=====	=====

See accompanying notes to financial statements.

Integrated Surgical Systems, Inc.
Statements Cash Flows
(Unaudited)

	Nine months ended September 30,	
	2005	2004
Cash flows from operating activities:		
Net income (loss)	\$ 1,986,676	\$(1,045,133)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation	5,414	18,039
Inventory reserve	100,000	--
Gain on forgiveness of debt	(362,881)	--
Derivative liability expense	302,778	--
Stock-based compensation	--	21,200
Loss on disposal of fixed assets	--	4,829
Changes in operating assets and liabilities:		
Accounts receivable	19,613	(219,192)
Inventory	83,072	(121,636)
Other current assets	16,620	80,948
Accounts payable	(78,568)	388,781
Accrued payroll and related expenses	(355,987)	676,580
Accrued liabilities	(95,815)	79,365
Unearned income	(2,913,883)	(129,182)
Net cash used in operating activities	(1,292,961)	(245,401)
Cash flows from investing activities:		
Proceeds from disposal of property and equipment	--	4,600
Net cash provided by investing activities	--	4,600
Cash flows from financing activities:		
Proceeds from exercise of stock options	--	1,954
Proceeds from officer advances and deferrals of salaries and unreimbursed travel expenses	--	180,799
Payments of officer advances and deferrals of salaries and unreimbursed travel expenses	--	(60,200)
Net cash provided by financing activities	--	122,553
Net decrease in cash	(1,292,961)	(118,248)
Cash at beginning of period	1,324,403	142,909
Cash at end of period	\$ 31,442	\$ 24,661

See accompanying notes to financial statements.

1. Organization and Operations

Integrated Surgical Systems, Inc. (Company) was incorporated in Delaware in 1990 to design, manufacture, sell and service image-directed, computer-controlled robotic software and hardware products for use in orthopedic surgical procedures. The Company's products are sold through international distributors to hospitals and clinics in European Union member countries and Australia, Canada, India, Israel, Japan, Korea, New Zealand, Switzerland and South Africa. Subsequent to March 31, 2005 the Company ceased operations, three of its four directors resigned, and all employees were terminated. The officers of the Company were evaluating the options available to the Company.

2. Significant Accounting Policies

Basis of presentation

The accompanying unaudited financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States for interim financial statements and with the rules and regulations of the Securities and Exchange Commission for Form 10-QSB. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the financial position, results of operations and cash flows for the interim periods have been included. These financial statements should be read in conjunction with the financial statements of the Company together with the Company's management discussion and analysis in the Company's Form 10-KSB for the year ended December 31, 2004. Interim results are not necessarily indicative of the results for a full year.

Certain amounts for prior years have been reclassified to conform to 2005 financial statement presentations.

The financial statements include all the accounts of the Company.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reporting period. Actual results could differ from those estimates.

Derivative Liabilities

Derivative liabilities consisted of: (a) the embedded conversion feature bifurcated from the June 9, 2004 convertible note payable and (b) the warrants in connection with the convertible notes payable. The value of the derivative liabilities are recorded first as a discount on the convertible notes payable and the excess is charged to operations. The discount is being amortized over the term of the note. The derivative liabilities are adjusted quarterly to reflect changes in fair value.

The Company uses the Black-Scholes option price model to value the embedded conversion and the detachable warrants that are recorded as a derivative liability. In valuing the embedded conversion feature and the detachable warrants, at the time they were issued and quarterly thereafter, the Company used the market price of our common stock on the date of valuation, an expected dividend yield of zero, the remaining period or maturity date of the convertible debt feature or detachable warrants and the expected volatility of our common stock.

Stock-Based Compensation

Compensation costs for common stock issued to employees were based on the fair value method and deferred as shareholders' equity until amortized to operations.

New Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

3. Going Concern

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As of September 30, 2005, the Company had an accumulated deficit of \$66,300,795 and negative working capital of \$3,756,972. The report of the independent registered public accounting firm on the Company's December 31, 2004 financial statements includes an explanatory paragraph indicating there is substantial doubt about the Company's ability to continue as a going concern.

The Company believes that it has a current plan to address these issues in order to enable the Company to continue operations. This plan includes obtaining additional equity or debt financing, increasing product sales in existing markets, increasing sales of system upgrades, and further reductions in operating expenses as necessary. Although the Company believes that the plan will be realized, there is no assurance that these events will occur. In the event that the Company is unsuccessful in realizing the benefits of such plan, it is possible that the Company will seek bankruptcy protection. These financial statements do not include any adjustments to reflect the uncertainties related to the recoverability and classification of assets or the amounts and classification of liabilities that may result from an inability of the Company to continue as a going concern.

4. Stock-Based Compensation

Effective January 1, 2005, the Company adopted the modified prospective transition method under FAS 123(R), Share Based Payments, and, accordingly, prior period results have not been retroactively adjusted, as no stock options granted prior to January 1, 2005, had unexpired service periods. The modified prospective transition method requires that stock based compensation expense be recorded for all new shares, options, warrants, etc. granted on or after January 1, 2005 be based on the fair value on the grant date determined under the provisions of FAS 123(R).

The following table illustrates the pro forma effects on net income and net income per share as if the Company had applied the fair value recognition provisions of SFAS No. 123 to stock-based compensation for the two years ended December 31:

	2004 -----	2003 -----
Net loss, as reported	\$ (556,262)	\$(3,250,219)
Add: Stock-based employee compensation costs included in net loss	21,200	--
Deduct: Stock-based employee compensation expense determined under a fair value method	(11,104)	(112,444)
Proforma net loss	\$ (546,166) =====	\$(3,362,663) =====
Net loss per share:		
Basic and diluted - as reported	\$ (0.01) =====	\$ (0.08) =====
Basic and diluted- pro forma	\$ (0.01) =====	\$ (0.08) =====

Item 2. Management's Discussion and Analysis

Forward-Looking Statements

The discussion in this Quarterly Report on Form 10-QSB contains forward-looking statements that have been made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are based on current expectations, estimates and projections about the software industry and certain assumptions made by the Company's management. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "could," "would," "may" and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict; therefore, actual results may differ materially from those expressed or forecasted in any such forward-looking statements. Unless required by law, the Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. However, readers should carefully review the risk factors set forth in other reports or documents the Company files from time to time with the SEC, particularly the Company's Annual Report on Form 10-KSB, Quarterly Reports on Form 10-QSB and any Current Reports on Form 8-K.

The following discussion should be read in conjunction with the unaudited financial statements and notes thereto in Part I, Item 1 of this Quarterly Report on Form 10-QSB and with the audited Financial Statements and Notes thereto, together with Management's Discussion and Analysis of Financial Condition and Results of Operations, which are included in the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2004 as filed with the SEC.

Overview

We were incorporated in Delaware in 1990 to design, manufacture, sell and service image-directed, computer-controlled robotic software and hardware products for use in orthopedic surgical procedures. Although we have not received clearance to market the ROBODOC(R) System (ROBODOC) in the U.S., we are permitted to export the system provided certain requirements are met. Products approved for use by European Union member countries and Australia, Canada, India, Israel, Japan, Korea, New Zealand, Switzerland and South Africa, do not require U.S. FDA export approval. We sell our robotic systems to international distributors, who in turn resell the product in their territories. Our international distributors are Imatron (KTEC) in Japan, ROCOM Frontier in Korea and Paramount Impex in India.

On June 10, 2005 we filed an 8-K with the SEC disclosing that we had ceased operations, two of the three outside directors had resigned, all employees were terminated and our officers were evaluating all options available, including securing additional capital, the sale of assets and the seeking of protection under the Federal Securities Laws. On July 11, 2005, the third outside director resigned, leaving Ramesh C. Trivedi as the only director.

On December 17, 2005 we moved from a leased 15,000 square foot site at 1850 Research Park Drive in Davis, California to a leased 4,800 square foot site at 6220 Belleauwood Lane, Sacramento, California and on December 1, 2006 we moved to a leased 11,200 square foot site at 1433 N. Market Blvd., Suite 1, Sacramento, California, 95834 where we currently operate under a four year lease.

In November 2005, we received an advance for a Robodoc system from our Korean distributor and this system was shipped in January 2006. In February 2006, we received an advance for another Robodoc system from our Korean distributor and this system was shipped in March 2006.

On August 8, 2006, we filed Form 8-K with the SEC disclosing that we had entered into a \$4 million asset purchase agreement to sell substantially all of our assets to Novatrix Biomedical, Inc. in consideration of \$4 million as well as a loan agreement with Novatrix pursuant to which Novatrix would loan us an aggregate of \$6 million in two tranches of \$2.7 million upon the execution of the agreement, and an additional \$3.3 million in two tranches upon certain milestones with Novatrix. As required by the loan agreement, we have reached a settlement with over 80% of our outstanding creditors in exchange for 17.6 cents for each dollar owed. The loan agreement further provides that in the event that approval by our stockholders of the asset sale does not occur by June 30, 2007, we will be required to grant an exclusive license in the Asian markets of our ROBODOC Surgical System software to Novatrix in exchange for a one-time royalty payment of \$100,000.

Product revenue consists of sales of our principal orthopedic product, the ROBODOC(R) Surgical Assistant System ("ROBODOC"), which integrates the ORTHODOC(R) Presurgical Planner ("ORTHODOC") with a computer-controlled robot for use in joint replacement surgeries. We develop specialized operating software for several implant manufacturing companies. These implant manufacturers' contract with us for the development of software for particular lines of new prosthesis to be used with the ROBODOC system.

We currently have no outstanding warranties on our products.

Results of operations

We incurred a net loss for the third quarter of 2005 of \$172,000 or \$0.00 per basic and diluted share compared to a net loss for the third quarter of 2004 of \$333,000 or \$0.01 per basic and dilutive share.

We generated net income for the first nine months of 2005 of \$1,987,000 or \$0.04 per basic share and \$0.03 per dilutive share compared to a net loss for the first nine months of 2004 of \$1,045,000 or \$0.02 loss per basic and dilutive share.

Net revenue

Net revenue of \$294,000 in Q3 2005 increased 112% when compared to \$139,000 in the third quarter of 2004, primarily resulting from \$198,000 of development revenue. There were no Robodoc systems sold in Q3 2005 or Q3 2004.

Net revenue of \$3,385,000 in the first nine months of 2005 increased 144% when compared to \$1,389,000 in the first nine months of 2004, primarily resulting from \$2,994,000 of development revenue. There were no Robodoc systems sold in the first nine months of 2005, as compared to two Robodoc system sold in the first nine months of 2004.

Cost of revenue

Cost of revenue of \$18,000 in Q3 2005 decreased 87% when compared to \$136,000 in the third quarter of 2004 and was 6% of revenue compared to 97% of revenue in the third quarter of 2004 as the costs of development revenue in Q3 2005 are substantially less than costs of other sales. During 2004, we reduced our workforce and operating costs and, as a result, manufacturing expenses and overhead expenses decreased.

Cost of revenue of \$481,000 in the first nine months of 2005 decreased 31% when compared to \$694,000 in the first nine months of 2004 and was 14% of revenue compared to 50% of revenue in the first nine months of 2004 as the costs of development revenue in the first nine months of 2005 is substantially less than other sales. During 2004, we reduced our workforce and operating costs and, as a result, manufacturing expenses and overhead expenses decreased.

Gross margin

Gross margin of \$275,000 increased 6,775% during Q3 of 2005 when compared to \$4,000 in the third quarter of 2004 and were 94% of revenue compared to 3% of revenue in the third quarter of 2004 as 67% of the revenues in Q3 2005 were from higher margins on development revenues compared to other sales in Q3 2004.

Gross margin of \$2,904,000 increased 318% during the first nine months of 2005 when compared to \$695,000 in the first nine months of 2004 and were 86% of revenue compared to 50% of revenue in the first nine months of 2004 as 88% of the revenues in the first nine months of 2005 were from higher margins on development revenues compared to other sales in the first nine months of 2004.

Operating expenses

Selling, general and administrative expenses of \$120,000 decreased 50% during the third quarter of 2005 when compared to \$241,000 in the third quarter of 2004 and were 41% of revenue compared to 173% of revenue in the third quarter of 2004. During 2004, we reduced our workforce and operating costs and, in 2005, we ceased operations and all our employees were terminated.

Selling, general and administrative expenses of \$671,000 decreased 27% during the first nine months of 2005 when compared to \$924,000 in the first nine months of 2004 and were 20% of revenue compared to 67% of revenue in the first nine months of 2004. During 2004, we reduced our workforce and operating costs and, as a result, operating expenses decreased.

Research and development of \$22,000 decreased 76% during the third quarter of 2005 when compared to \$93,000 in the third quarter of 2004 due to our lack of cash to maintain our level of research and development.

Research and development of \$298,000 decreased 63% during the first nine months of 2005 when compared to \$811,000 in the first nine months of 2004 due to our lack of cash to maintain our level of research and development.

Derivative liability expense

Derivative liability expense of \$303,000 for the third quarter of 2005 resulted from the application of the mark to market requirements of FAS 133.

Derivative liability expense of \$271,000 for the first nine months of 2005 resulted from the application of the mark to market requirements of FAS 133.

Liquidity and Capital Resources

Our cash position is inadequate, and although we have identified potential sources of cash for future operations, there cannot be any assurance that we will receive these cash amounts, or that these cash amounts will be sufficient

to assure continuing operations. The report of independent auditors on our December 31, 2004 financial statements included an explanatory paragraph indicating there is substantial doubt about our ability to continue as a going concern. We believe that we have a current plan to address these issues and enable us to continue operations. This plan includes obtaining additional equity or debt financing, increasing product sales in existing markets, increasing sales of system upgrades, and further reductions in operating expenses as necessary. Although we believe that the plan will be realized, there is no assurance that these events will occur. In the event that we are unsuccessful in realizing the benefits of such plan, it is possible that we will seek bankruptcy protection. The September 30, 2005 unaudited financial statements do not include any adjustments to reflect the uncertainties related to the recoverability and classification of assets or the amounts and classification of liabilities that may result from our inability to continue as a going concern.

At September 30, 2005, our "quick ratio" (cash and accounts receivable divided by current liabilities), a conservative liquidity measure designed to predict our ability to pay bills, was only 0.02. It has been difficult for us to meet obligations, including payroll, as they come due, and we expect this situation to continue through 2005.

Net cash used in operating activities was \$1,293,000 for the nine months ended September 30, 2005, resulted primarily from decreases in unearned income of \$2,914,000 and, the forgiveness of debt of \$363,000, providing no cash, offset in part by net income of \$1,987,000.

The decrease in accounts payable was primarily due to the reimbursement of business expenses incurred by officers and employees over the past several years. The decrease in accrued payroll and other related expenses was primarily from payments made for past due payrolls from 2004 and related accrued benefits. The decrease in unearned income primarily is from the recognition of revenue on development projects and the recognition of income on servicing contracts.

We expect to derive most of the cash required to support our operations in 2005 through sales of the ROBODOC Systems and collection of accounts receivable, as well as through additional financing. It is critical for us to maintain operations as a going concern in 2005. There can be no assurance that we can continue to convert inventory, collect receivables or raise additional funds on acceptable terms, if at all.

At September 30, 2005, we have amounts due to our executive officers of approximately \$756,000 in the aggregate, deferred salaries and unreimbursed travel expenses. Approximately \$470,000 and \$16,000 are included in accrued payroll and related expenses, and accounts payable, respectively, and are due to Ramesh C. Trivedi, our president and chief executive officer. Approximately \$152,000 and \$2,000 are included in accrued payroll and related expense, and accounts payable respectively, due to Leland Witherspoon, our vice president of research and development. Approximately \$116,000 is included in accrued payroll due to Charles J. Novak, our chief financial officer.

We anticipate that we will incur operating losses in the next twelve months.

We do not have any material commitments for capital expenditures.

There are no seasonal aspects to our business.

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition revenues or expenses, liquidity or capital resources that are material to our investors.

Critical Accounting Policies and Estimates

The preparation of our unaudited financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate the estimates, including those related to bad debts, inventories, warranties, contingencies and litigation. We base these estimates on historical experience and on other assumptions believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. We have discussed our critical accounting policies with our independent accountants. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our financial statements:

We recognize revenue from sales of our products upon the completion of equipment installation and training at the end-user's site, except when the sales contract requires formal customer acceptance. Equipment sales with contractual customer acceptance provisions are recognized as revenue upon written notification of customer acceptance, which generally occurs after the completion of installation and training. Furthermore, due to business customs in Japan and the interpretation of Japanese law, all equipment sales to Japan are recognized after customer acceptance, which generally occurs after the completion of installation and training. Revenue related to maintenance and service contracts is recognized ratably over the duration of the contracts.

We periodically evaluate the need for allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. If the financial condition of our customers were to deteriorate, resulting in an impairment of our ability to make payments, additional allowances may be required.

Item 3. Controls and Procedures

(a) Under the supervision and with the participation of management, including our President and Chief Executive Officer and Chief Financial Officer, an evaluation was made of the effectiveness of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Based upon that evaluation, our President and Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report.

(b) There has been no significant changes in our internal control over financial reporting during the quarter ended September 30, 2005 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II. Other Information

Item 6. Exhibits

(a) Exhibits

31.1 Certification Pursuant to Exchange Act Rule 13a-14(a) of Ramesh Trivedi

31.2 Certification Pursuant to Exchange Act Rule 13a-14(a) of David Adams

32.1 Certification Pursuant to Section 1350 of the Sarbanes-Oxley Act of 2002 of Ramesh Trivedi

32.2 Certification Pursuant to Section 1350 of the Sarbanes-Oxley Act of 2002 of David Adams

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTEGRATED SURGICAL SYSTEMS, INC.

By: /s/ DAVID H. ADAMS

David H. Adams, Chief Financial Officer

April 13, 2007

CERTIFICATION

I, Ramesh C. Trivedi, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Integrated Surgical Systems, Inc. (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of and for the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Ramesh C. Trivedi

Ramesh C. Trivedi, Chief Executive Officer

April 13, 2007

CERTIFICATION

I, David H. Adams, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Integrated Surgical Systems, Inc. (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of and for the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ David H. Adams

David H. Adams, Chief Financial Officer

April 13, 2007

CERTIFICATION

In connection with the Quarterly Report on Form 10-QSB of Integrated Surgical Systems, Inc. (the "Company") for the period ended September 30, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ramesh C. Trivedi, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. 1350, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Ramesh C. Trivedi

Ramesh C. Trivedi, Chief Executive Officer

April 13, 2007

CERTIFICATION

In connection with the Quarterly Report on Form 10-QSB of Integrated Surgical Systems, Inc. (the "Company") for the period ended September 30, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David H. Adams, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. 1350, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David H. Adams

David H. Adams, Chief Financial Officer

April 13, 2007