

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, 2006

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

Delaware  
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68-0232575  
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(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

1433 N. Market Blvd. #1, Sacramento, CA 95834  
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(Address of principal executive offices)

(916) 285-9943  
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(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 April 12, 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, 2006  
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Part I. Financial Information

Item 1. Financial Statements (unaudited)

Integrated Surgical Systems, Inc.  
Balance Sheet  
September 30, 2006  
(Unaudited)

Assets	
Current assets:	
Cash	\$ 2,080,924
Accounts receivable	16,666
Inventory	252,476
Other current assets	117,292
	-----
Total current assets	2,467,358
	-----
Other assets	15,500
	-----
Total assets	\$ 2,482,858
	=====
Liabilities and stockholders' deficit	
Current liabilities:	
Accounts payable	\$ 44,103
Accrued payroll and related expenses	7,330
Accrued liabilities	45,200
Unearned income	1,096,083
	-----
Total current liabilities	1,192,716
Note payable	2,700,000
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	4,061,212
	-----
Stockholders' deficit:	
Common stock, \$0.01 par value, 100,000,000 shares authorized; 45,784,089 shares issued and outstanding	457,841
Additional paid-in capital	61,924,486
Accumulated deficit	(63,960,681)
	-----
Total stockholders' deficit	(1,578,354)
	-----
	\$ 2,482,858
	=====

See accompanying notes to financial statements.

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

	Three months ended September 30,	
	2006	2005
Net revenue	\$ 78,252	\$ 293,577
Cost of revenue	7,701	18,172
	-----	-----
	70,551	275,405
	-----	-----
Operating expenses:		
Selling, general and administrative	307,341	119,898
Research and development	61,126	22,241
Gain on forgiveness of debt	(1,409,308)	--
	-----	-----
	(1,040,841)	142,139
	-----	-----
Operating income	1,111,392	133,266
Other income net	9,689	--
Derivative liability expense	--	(302,778)
Interest (expense) net	(44,400)	(2,558)
	-----	-----
Net income (loss)	\$ 1,076,681	\$ (172,070)
	=====	=====
Basic income (loss) per common share	\$ 0.02	\$ *
Diluted income (loss) per common share	\$ 0.01	\$ *
	=====	=====
Shares used in computing basic income (loss) per share	45,327,567	45,084,089
	=====	=====
Shares used in computing diluted income (loss) per share	85,537,571	45,084,089
	=====	=====

\* Less than \$.01, per share

See accompanying notes to financial statements.

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

	Nine months ended September 30,	
	2006	2005
Net revenue	\$ 2,533,586	\$ 3,384,871
Cost of revenue	421,307	480,800
	-----	-----
	2,112,279	2,904,071
	-----	-----
Operating expenses:		
Selling, general and administrative	1,093,967	670,590
Research and development	222,641	297,590
Gain on forgiveness of debt	(1,492,739)	(362,881)
	-----	-----
	(176,131)	605,299
	-----	-----
Operating income	2,288,410	2,298,772
Other income net	78,084	--
Amortization of discount	--	(31,379)
Derivative liability expense	--	(271,399)
Interest (expense) net	(44,400)	(9,318)
	-----	-----
Net income	\$ 2,322,094	\$ 1,986,676
	=====	=====
Basic net income per common share	\$ 0.05	\$ 0.04
	=====	=====
Diluted net income per common share	\$ 0.03	\$ 0.03
	=====	=====
Shares used in computing basic net income per share	45,166,140	45,084,089
	=====	=====
Shares used in computing diluted net income per share	83,143,060	60,162,988
	=====	=====

See accompanying notes to financial statements.

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

	Nine months ended September 30,	
	2006	2005
Cash flows from operating activities:		
Net income (loss)	\$ 2,322,094	\$ 1,986,676
Adjustments to reconcile net income) to net cash used in operating activities:		
Depreciation	--	5,414
Inventory reserve	--	100,000
Gain on forgiveness of debt	(1,492,740)	(362,881)
Derivative liability expense	--	302,778
Stock-based compensation	7,000	--
Gain on sale of property and equipment	(5,000)	--
Changes in operating assets and liabilities:		
Accounts receivable	21,288	19,613
Inventory	49,999	83,072
Other current assets	(81,326)	16,620
Accounts payable	(228,845)	(78,568)
Accrued payroll and related expenses	(809,099)	(355,987)
Accrued liabilities	(144,806)	(95,815)
Unearned income	(279,430)	(2,913,883)
Net cash used in operating activities	(640,865)	(1,292,961)
Cash flows from investing activities:		
Proceeds from disposal of property and equipment	5,000	--
Net cash provided by investing activities	5,000	--
Cash flows from financing activities:		
Payments of note payable	(142,000)	--
Proceeds from note payable	2,700,000	--
Net cash provided by financing activities	2,558,000	--
Net increase decrease in cash	1,922,135	(1,292,961)
Cash at beginning of period	158,789	1,324,403
Cash at end of period	\$ 2,080,924	\$ 31,442

See accompanying notes to financial statements.

Integrated Surgical Systems, Inc.  
Notes to Financial Statements (unaudited)

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, 2005. Interim results are not necessarily indicative of the results for a full year.

Certain amounts for prior years have been reclassified to conform to 2006 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.

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, 2006, the Company had an accumulated deficit of \$63,960,681 and working capital of \$1,274,642. The report of the independent registered public accounting firm on the Company's December 31, 2005 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.

## 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, 2005 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 KTEC in Japan, ROCOM Frontier in Korea and Paramount Impex in India.

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 warranty reserves \$115,000 on products delivered in Q1 of 2006.

#### Results of operations

We generated net income for the third quarter of 2006 of \$1,077,000 or \$0.02 per basic and \$0.1 per diluted share compared to a net loss for the third quarter of 2005 of \$172,000 or less than one cent per basic and dilutive share.

We generated net income for the first nine months of 2006 of \$2,322,000 or \$0.05 per basic share and \$0.03 per dilutive share compared to net income for the first nine months of 2005 of \$1,987,000 or \$0.04 loss per basic and \$0.03 per dilutive share.

#### Net revenue

Net revenue of \$78,000 in Q3 2006 decreased 73% when compared to \$294,000 in the third quarter of 2005, primarily resulting from decreases in development revenue and service contract revenue.

Net revenue of \$2,534,000 in the first nine months of 2006 decreased 25% when compared to \$3,385,000 in the first nine months of 2005, primarily resulting from \$2,994,000 of development revenue which accounted for 88% of that periods total revenue. There were two Robodoc systems sold in the first nine months of 2006 which accounted for 82% of that periods total revenue.

#### Cost of revenue

Cost of revenue of \$8,000 in Q3 2006 decreased 56% when compared to \$18,000 in the third quarter of 2005 and was 10% of revenue compared to 6% of revenue in the third quarter of 2005 as we had seriously curtailed our production during those two comparative three month periods.

Cost of revenue of \$421,000 in the first nine months of 2006 decreased 12% when compared to \$481,000 in the first nine months of 2005 and was 17% of revenue compared to 14% of revenue in the first nine months of 2005, as the gross sales price of the two ROBODOC Systems sold in the current year were at a higher price as they were sold directly to the hospitals and a sales commission was paid to our distributor and charged to selling, general and administrative expense. These two ROBODOC Systems sales differed from our normal process of selling systems directly to our distributor at a lower price without commission being paid.

#### Gross margin

Gross margin of \$71,000 decreased 74% during Q3 of 2006 when compared to \$275,000 in the third quarter of 2005 and were 90% of revenue compared to 94% of revenue in the third quarter of 2005 as the revenue in the two comparative periods was from servicing and development projects which typically have lower costs associated with them.

Gross margin of \$2,112,000 decreased 27% during the first nine months of 2006 when compared to \$2,904,000 in the first nine months of 2006 and were 83% of revenue compared to 86% of revenue in the first nine months of 2005 as the gross sales price of the two ROBODOC Systems sold in the first nine months were at a higher price as they were sold directly to the hospitals and a sales commission was paid to our distributor and charged to selling, general and administrative expense. These two ROBODOC Systems sales differed from our normal process of selling systems directly to our distributor at a lower price without commission being paid.

## Operating expenses

Selling, general and administrative expenses of \$307,000 increased 156% during the third quarter of 2005 when compared to \$120,000 in the third quarter of 2004 and were 393% of revenue compared to 41% of revenue in the third quarter of 2004. During 2005, we ceased operations and all our employees were terminated. During the third quarter of 2006 we had started to add staff and restart portions of the operation.

Selling, general and administrative expenses of \$1,094,000 increased 63% during the first nine months of 2006 when compared to \$671,000 in the first nine months of 2005 and were 43% of revenue compared to 20% of revenue in the first nine months of 2004. Selling, general and administrative expense in first nine months of 2006 included \$600,000 to our distributor as commission expense. Without this commission, selling, general and administrative expense would only have been \$494,000, or 19% of revenue for the first nine months of 2006.

Research and development of \$61,000 increased 177% during the third quarter of 2006 when compared to \$22,000 in the third quarter of 2005. Our level of research and development remained relatively small due to our cash limitations.

Research and development of \$223,000 decreased 25% during the first nine months of 2006 when compared to \$298,000 in the first nine months of 2005 due our lack of cash to maintain our level of research and development.

## Gain on forgiveness of debt

As required by a loan agreement, we were required to reach a settlement with at least 80% of our outstanding creditors in exchange for 17.6 cents for each dollar owed. During Q3 of 2006 we reached agreements with 98% of our creditors and settled \$1,669,000 of our outstanding debt as of June 30, 2006.

## Liquidity and Capital Resources

Although we received \$2.7M in cash during Q3 of 2006 as a loan related to the asset purchase agreement, our cash position is still 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, 2005 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, 2006 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, 2006, our "quick ratio" (cash and accounts receivable divided by current liabilities), a conservative liquidity measure designed to predict our ability to pay bills, was 1.76.

Net cash used in operating activities of \$641,000 for the nine months ended September 30, 2006, resulted primarily from decreases in accrued payroll and related expenses of \$809,000, accounts payable and accrued liabilities of \$374,000, unearned income of \$279,000 and, the forgiveness of debt of \$1,493,000 providing no cash, offset in part by net income of \$2,322,000.

The decrease in accounts payable and accrued liabilities was primarily due to the reimbursement of business expenses incurred by officers and employees and the settlement of debt incurred 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 is primarily from the recognition of revenue on development projects and the recognition of income on servicing contracts.

Cash flow from financing activities for the first nine months of 2006 consisted of \$2,700,000 received in Q3 2006 from the note payable related to the asset sale agreement offset by \$142,000 paid in Q1 2006 to settle the La Jolla Cove Investors promissory note in Q1 2006.

We expect to derive most of the cash required to support our operations in 2006 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 2006. There can be no assurance that we can continue to convert inventory, collect receivables or raise additional funds on acceptable terms, if at all.

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, 2006 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

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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

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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

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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, 2006, 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

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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, 2006, 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

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David H. Adams, Chief Financial Officer

April 13, 2007