

SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

FORM S-8  
 REGISTRATION STATEMENT UNDER THE  
 SECURITIES ACT OF 1933

VERISIGN, INC.  
 (Exact Name of Registrant as Specified in Its Charter)

Delaware  
 (State or Other Jurisdiction  
 of Incorporation or Organization)

94-3221585  
 (I.R.S. Employer  
 Identification No.)

VeriSign, Inc.  
 1350 Charleston Road  
 Mountain View, California 94043-1331  
 (Address of Principal Executive Offices, including Zip Code)

1998 Employee Stock Purchase Plan  
 (Full title of the plan)

Dana L. Evan  
 Chief Financial Officer  
 VeriSign, Inc.  
 1350 Charleston Road  
 Mountain View, California 94043-1331  
 (650) 961-7500  
 (Name, Address and Telephone Number of Agent for Service)

Copies to:  
 Jeffrey R. Vetter, Esq.  
 Fenwick & West LLP  
 Two Palo Alto Square  
 Palo Alto, California 94306

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered      | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|-------------------------|---|---|----------------------------|
| Common stock, \$0.001 par value per share | 1,986,785 (1)           | \$36.74 (2)                               | \$72,994,481 (2)                          | \$18,249                   |

(1) Represents shares automatically reserved for issuance upon exercise of options granted under the Registrant's 1998 Employee Stock Purchase Plan. Shares available for issuance under the Employee Stock Purchase Plan were initially registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on January 30, 1998 (Registration No. 333-45237).

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act of 1933 and based upon the average of the high and low sales prices reported on the Nasdaq National Market on April 17, 2001. For the Employee Stock Purchase Plan, this amount is multiplied by 85%, which is the percentage of the price per share applicable to purchases under such plan.

REGISTRATION OF ADDITIONAL SHARES  
PURSUANT TO GENERAL INSTRUCTION E

This registration statement on Form S-8 registers 1,986,785 additional shares of common stock automatically reserved for issuance under the Registrant's 1998 Employee Stock Purchase Plan, pursuant to the terms of that plan. This registration statement on Form S-8 hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 (Registration No. 333-45237) filed with the Securities and Exchange Commission on January 30, 1998

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 requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on this 24 day of April, 2001.

VERISIGN, INC.

By: /s/ Stratton D. Sclavos

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Stratton D. Sclavos  
President, Chief Executive  
Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Stratton D. Sclavos, Dana L. Evan, and James Ulam, and each of them acting individually, as his attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this registration statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection herewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or any substitute, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature  | Title  | Date           |
|--|--|----------------|
| -----<br>Principal Executive Officer<br>And Director:<br>/s/ Stratton D. Sclavos<br>-----<br>Stratton D. Sclavos | President, Chief Executive Officer<br>and Director                                       | April 24, 2001 |
| -----<br>Principal Financial and<br>Principal Accounting Officer:<br>/s/ Dana L. Evan<br>-----<br>Dana L. Evan   | Executive Vice President of<br>Finance and Administration<br>and Chief Financial Officer | April 24, 2001 |
| -----<br>Additional Directors:<br>/s/ D. James Bidzos<br>-----<br>D. James Bidzos                                | Chairman of the Board  | April 24, 2001 |
| -----<br>/s/ William Chenevich<br>-----<br>William Chenevich   | Director   | April 24, 2001 |
| -----<br>/s/ Kevin R. Compton<br>-----<br>Kevin R. Compton   | Director   | April 24, 2001 |
| -----<br>/s/ David J. Cowan<br>-----<br>David J. Cowan   | Director   | April 24, 2001 |
| -----<br>/s/ Greg Reyes<br>-----<br>Greg Reyes   | Director   | April 24, 2001 |
| -----<br>/s/ Timothy Tomlinson<br>-----<br>Timothy Tomlinson   | Director   | April 24, 2001 |

EXHIBIT INDEX

| Exhibit<br>Number | Exhibit Title   |
|-------------------|---|
| 5.01              | Opinion of Fenwick & West LLP.                            |
| 23.01             | Consent of Fenwick & West LLP (included in Exhibit 5.01). |
| 23.02             | Consent of KPMG LLP                                       |
| 24.01             | Power of Attorney (see page 2).                           |

OPINION OF FENWICK & WEST LLP

April 24, 2001

VeriSign, Inc.  
1350 Charleston Road  
Mountain View, California 94043-1331

Gentlemen/Ladies:

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Verisign, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") on or about April 24, 2001 in connection with the registration under the Securities Act of 1933, as amended, of a total of 1,986,785 shares of the Company's Common Stock (the "Stock"), subject to issuance by the Company upon the exercise of purchase rights granted or to be granted under the Company's 1998 Employee Stock Purchase Plan, as amended (the "Purchase Plan"). In rendering this opinion, we have examined the following.

- (1) the Company's Third Amended and Restated Certificate of Incorporation certified by the Delaware Secretary of State on October 19, 2000;
- (2) the Certificate of Amendment to the Company's Third Amended and Restated Certificate of Incorporation, certified by the Delaware Secretary of State on June 8, 2000;
- (3) the Company's Bylaws, certified by the Company's Secretary on October 23, 2000;
- (4) the Certificate of Amendment to the Company's Bylaws dated June 8, 2000;
- (5) the Registration Statement, together with the exhibits filed as a part thereof or incorporated therein by reference, including the Purchase Plan and related forms of enrollment form, subscription agreement, notice of withdrawal and notice of suspension;
- (6) the Prospectus prepared in connection with the Registration Statement;
- (7) the registration statement on Form S-8 (File No. 333-45237) filed by the Company with the Commission on September 24, 1999, together with the exhibits filed as a part thereof or incorporated therein by reference;
- (8) the minutes of meetings and actions by written consent of the Company's stockholders and Board of Directors that are contained in the Company's minute books that are in the Company's possession approving the increase in the number of shares under the Purchase Plan; and

- (9) a Management Certificate addressed to us and dated of even date herewith executed by the Company containing certain factual and other representations.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the genuineness of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, the lack of any undisclosed termination, modification, waiver or amendment to any document reviewed by us and the due authorization, execution and delivery of all documents where due authorization, execution and delivery are prerequisites to the effectiveness thereof.

As to matters of fact relevant to this opinion, we have relied solely upon our examination of the documents referred to above and the representations and warranties made by you to us, including, but not limited to, those set forth in the Management Certificate and have assumed the current accuracy and completeness of the information obtained from the documents referred to above. We have made no independent investigation or other attempt to verify the accuracy of any of such information or to determine the existence or non-existence of any other factual matters; however, we are not aware of any facts that would cause us to believe that the opinion expressed herein is not accurate.

We are admitted to practice law in the State of California, and we render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the United States of America, of the State of California and, with respect to the validity of corporate action and the requirements for the issuance of stock, of the State of Delaware.

Based upon the foregoing, it is our opinion that the 1,986,785 shares of Stock that may be issued and sold by the Company upon the exercise of purchase rights granted or to be granted under the Purchase Plan when issued, sold and delivered in accordance with the Purchase Plan and the purchase agreements to be entered into thereunder and in the manner and for the consideration stated in the Registration Statement and Prospectus, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments thereto. This opinion speaks only as of its date and we assume no obligation to update this opinion should circumstances change after the date hereof. This opinion is intended solely for use in connection with issuance and sale of shares subject to the Registration Statement and is not to be relied upon for any other purpose.

Very truly yours,

FENWICK & WEST LLP

CONSENT OF KPMG LLP

The Board of Directors  
VeriSign, Inc.:

We consent to the incorporation by reference in this registration statement on Form S-8 of VeriSign, Inc. of our report dated January 23, 2001, relating to the consolidated balance sheets of VeriSign, Inc. and subsidiaries as of December 31, 2000 and 1999, and the related consolidated statements of operations, stockholders' equity, comprehensive income (loss) and cash flows for each of the years in the three-year period ended December 31, 2000, which report appears in the December 31, 2000 annual report on Form 10-K of VeriSign, Inc.

/s/ KPMG LLP

Mountain View, California  
April 19, 2001