

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.)

1390 SHOREBIRD WAY
MOUNTAIN VIEW, CA 94043
(Address of Principal Executive Offices, including Zip Code)

1995 STOCK OPTION PLAN
1997 STOCK OPTION PLAN
1998 EQUITY INCENTIVE PLAN
1998 DIRECTORS STOCK OPTION PLAN
(Full Title of the Plans)

DANA L. EVAN
CHIEF FINANCIAL OFFICER
VERISIGN, INC.
1390 SHOREBIRD WAY
MOUNTAIN VIEW, CA 94043
(650) 961-7500
(Name, Address and Telephone Number of Agent For Service)

COPIES TO:

Laird H. Simons III, Esq.
Jeffrey R. Vetter, Esq.
Michael J. McAdam, Esq.
Fenwick & West LLP
Two Palo Alto Square
Palo Alto, CA 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	2,444,182 (1)	\$31.1875 (2)	\$76,227,926 (2)	\$22,487
Common Stock, \$0.001 par value	2,517,207 (3)	3.318 (4)	8,352,188	2,464
TOTAL	4,961,389		84,580,114	24,951

- (1) Shares available for grant as of February 24, 1998 under the 1998 Equity Incentive Plan and the 1998 Directors Stock Option Plan.
- (2) Estimated as of February 24, 1998 pursuant to Rule 457(c) solely for the purpose of calculating the registration fee.
- (3) Shares subject to outstanding options as of February 24, 1998 under the 1995 Stock Option Plan and the 1997 Stock Option Plan.
- (4) Weighed average exercise price for such outstanding options pursuant to Rule

VERISIGN, INC.
REGISTRATION STATEMENT ON FORM S-8
PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

- (a) The Registrant's prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Securities Act"), that contains audited financial statements of the Registrant for the period from April 12, 1995 (inception) to December 31, 1995 and for the years ended December 31, 1996 and 1997.
- (b) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A filed under Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities registered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS AND LIMITATION OF LIABILITY.

As permitted by Section 145 of the Delaware General Corporation Law, the Registrant's Certificate of Incorporation includes a provision that eliminates the personal liability of its directors to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law (regarding unlawful dividends and stock purchases) or (iv) for any transaction from which the director derived an improper personal benefit. In addition, as permitted by Section 145 of the Delaware General Corporation Law, the Amended and Restated Bylaws of the Registrant provide that: (i) the Registrant is required to indemnify its directors to the fullest extent permitted by the Delaware General Corporation Law, subject to certain very limited exceptions; (ii) the Registrant may, in its discretion, indemnify its other employees and agents to the extent that it indemnifies its officers and directors, unless otherwise required by law, its Certificate of Incorporation, its Amended and Restated Bylaws, or agreement; (iii) the Registrant is required to advance expenses, as incurred, to its directors and executive officers in connection with defending a legal proceeding to the fullest extent permitted by the Delaware General Corporation Law, subject to certain very limited exceptions; and (iv) the rights conferred in the Amended and Bylaws are not exclusive.

The Registrant has entered into Indemnification Agreements with each of its current directors and executive officers to give such directors and executive officers additional contractual assurances regarding the scope of the

indemnification set forth in the Registrant's Certificate of Incorporation and to provide additional procedural protections. At present, there is no pending litigation or proceeding involving a director, officer or employee of the Registrant regarding which indemnification is sought, nor is the Registrant aware of any threatened litigation that may result in claims for indemnification.

Reference is also made to Article VIII of the Underwriting Agreement for the registrant's initial public offering, effected pursuant to a Registration Statement on Form S-1, File No. 333-40789, which provides for the indemnification of officers, directors and controlling persons of the Registrant against certain liabilities. The indemnification provisions in the Registrant's Certificate of Incorporation, Amended and Restated Bylaws and the Indemnification Agreements entered into between the Registrant and each of its directors and executive officers may be sufficiently broad to permit indemnification of the Registrant's directors and executive officers for liabilities arising under the Securities Act.

The Registrant, with approval by the Registrant's Board of Directors, has applied for, and expects to obtain, directors' and officers' liability insurance.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

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- 4.01 Third Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.03 of the Form S-1).
 - 4.02 Form of Amended and Restated Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.05 of the Form S-1).
 - 4.03 Registrant's 1995 Stock Option Plan (incorporated herein by reference to Exhibit 10.06 of the Form S-1).
 - 4.04 Registrant's 1997 Stock Option Plan (incorporated herein by reference to Exhibit 10.07 of the Form S-1).
 - 4.05 Registrant's 1998 Directors Stock Option Plan (incorporated herein by reference to Exhibit 10.08 of the Form S-1).
 - 4.06 Registrant's 1998 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.09 of the Form S-1).
 - 4.07 Registrant's 1998 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.10 of the Form S-1).
 - 4.08 Investors' Rights Agreement, dated November 15, 1996, among the Registrant and the parties indicated therein (incorporated herein by reference to Exhibit 4.01 of the Form S-1).
 - 5.01 Opinion of Fenwick & West LLP.
 - 23.01 Consent of Fenwick & West LLP (included in Exhibit 5.01).

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- 23.02 Consent of KPMG Peat Marwick LLP.
- 24.01 Power of Attorney (see page 5).

ITEM 9. UNDERTAKINGS.

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a

post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

Provided, however, that paragraphs (1)(i) and (1)(ii) above do not

apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering

thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona

fide offering thereof.
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Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions discussed in Item 6 hereof, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereby, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Stratton D. Sclavos, Dana L. Evan and Timothy Tomlinson, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto

said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 13th day of February, 1998.

VERISIGN, INC.

By: /s/ Stratton D. Sclavos,

 Stratton D. Sclavos,
 President, Chief Executive Officer and
 Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
PRINCIPAL EXECUTIVE OFFICER:		
/s/ Stratton D. Sclavos ----- Stratton D. Sclavos	President, Chief Executive Officer and Director	February 13, 1998
PRINCIPAL FINANCIAL OFFICER AND PRINCIPAL ACCOUNTING OFFICER:		
/s/ Dana L. Evan ----- Dana L. Evan	Vice President of Finance and Administration and Chief Financial Officer	February 13, 1998
ADDITIONAL DIRECTORS		
/s/ D. James Bidzos ----- D. James Bidzos	Chairman of the Board	February 13, 1998
/s/ William Chenevich ----- William Chenevich	Director	February 13, 1998
/s/ Kevin R. Compton ----- Kevin R. Compton	Director	February 13, 1998
/s/ David J. Cowan ----- David J. Cowan	Director	February 13, 1998
/s/ Timothy Tomlinson ----- Timothy Tomlinson	Director and Secretary	February 13, 1998

EXHIBIT INDEX

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February 24, 1998

VeriSign, Inc.
1390 Shorebird Way
Mountain View, CA 94043

Gentlemen/Ladies:

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by you with the Securities and Exchange Commission (the "Commission") on or about February 24, 1998 in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 4,961,389 shares of your Common Stock (the "Stock"), subject to issuance by you upon the exercise of options granted or to be granted under your 1995 Stock Option Plan, 1997 Stock Option Plan, 1998 Equity Incentive Plan and 1998 Directors Stock Option Plan (collectively, the "Option Plans"). In rendering this opinion, we have examined the following:

- (1) your registration statement on Form S-1 (File Number 333-40789), filed with the Commission and declared effective on January 29, 1998, together with the Exhibits filed as a part thereof, including without limitation the Option Plans and related grant and exercise form agreements;
- (2) your registration statement on Form 8-A (File Number 000-23593) filed with the Commission on January 6, 1998 and declared effective on January 29, 1998;
- (3) the Registration Statement, together with the Exhibits filed as a part thereof;
- (4) the Prospectus prepared in connection with the Registration Statement;
- (5) the minutes of meetings and actions by written consent of your stockholders and Board of Directors that are contained in your minute books that are in our possession;
- (6) the stock records that you have provided to us (consisting of a list of stockholders and a list of option holders respecting your capital stock that was prepared by your corporate counsel Tomlinson Zisko Morosoli & Maser LLP and dated January 31, 1998); and
- (7) 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

VeriSign, Inc.
February 24, 1998
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authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the legal capacity of all natural persons executing the same, the lack of any undisclosed terminations, modifications, waivers or amendments to any documents reviewed by us and the due execution and delivery of all documents where due 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 have assumed the current accuracy and completeness of the information included in 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 lead us to believe that the opinion expressed herein is not accurate.

Based upon the foregoing, it is our opinion that the 4,961,389 shares of Stock that may be issued and sold by you upon the exercise of options granted or to be granted under the Option Plans, when issued and sold in accordance with the respective Option Plan and purchase agreements to be entered into thereunder, and in the manner referred to in the Prospectus associated with the Registration Statement, 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 prepared in connection therewith and any amendments thereto.

This opinion speaks only as of its date and is intended solely for the your use as an exhibit to the Registration Statement for the purpose of the above sale of the Stock and is not to be relied upon for any other purpose.

Very truly yours,

FENWICK & WEST LLP

CONSENT OF KPMG PEAT MARWICK LLP

We consent to the incorporation herein by reference of our reports dated January 8, 1998, relating to the consolidated balance sheets of VeriSign, Inc. and subsidiary as of December 31, 1996 and 1997, and the related consolidated statements of operations, stockholders' equity and cash flows for the period from April 12, 1995 (inception) to December 31, 1995, and for each of the years in the two-year period ended December 31, 1997, and the related schedule, which reports appear in the registration statement (No. 333-40789) on Form S-1 of VeriSign, Inc. We also consent to the reference to our firm under the heading "Experts" in the prospectus.

KPMG PEAT MARWICK LLP

San Francisco, California
February 23, 1998