As filed with the Securities and Exchange Commission on February 20, 2018 UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 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.)

12061 Bluemont Way Reston, Virginia 20190

(703) 948-3200

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Amended and Restated 2007 Employee Stock Purchase Plan

(Full Title of the Plan)

D. James Bidzos President and Chief Executive Officer VeriSign, Inc. 12061 Bluemont Reston, Virginia 20190 (703) 948-3200

(Name, address and telephone number, including area code, of agent for service)

Copies to: Sean C. Feller, Esq. Gibson, Dunn & Crutcher LLP 2029 Century Park East Suite 4000 Los Angeles, CA 90067 (310) 552-8500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer," "large accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Non-accelerated filer ✓
O

Accelerated fileroSmaller reporting companyoEmerging growth companyo

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

#### **CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee
Common Stock, par value \$0.001 per share ("Common Stock")	2,500,000	\$110.305	\$275,762,500	\$34,332.43

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers such additional shares of Common Stock as may be issued under the VeriSign, Inc. Amended and Restated 2007 Employee Stock Purchase Plan (the "ESPP") to prevent dilution from stock splits, stock dividends and similar transactions.

(2) Computed in accordance with Rule 457(h) of the Securities Act of 1933, as amended, based on the average of the high and low prices of the Common Stock as reported by NASDAQ on February 13, 2018.

#### INCORPORATION OF CERTAIN INFORMATION BY REFERENCE PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8

This Registration Statement has been filed to register 2,500,000 additional shares of Common Stock to be offered pursuant to the ESPP. Pursuant to Instruction E to Form S-8, the Registrant incorporates by reference the Registration Statement on Form S-8 (No. 333-147136, filed on November 5, 2007), filed with the Securities and Exchange Commission, together with all exhibits filed therewith or incorporated herein by reference.

## ITEM 8. EXHIBITS

- 4.1 Amended and Restated 2007 Employee Stock Purchase Plan (incorporated by reference to Appendix A to Registrant's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 12, 2017 (File No. 00-23593).
- 5.1\* Opinion of Gibson, Dunn & Crutcher LLP.
- 23.1\* Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).
- 23.2\* Consent of KPMG LLP.
- 24.1\* <u>Power of Attorney (contained on signature page hereto).</u>

\*Filed herewith.

#### 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 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 Reston, Commonwealth of Virginia, on this 20th day of February, 2018.

VERISIGN, INC.

By:

/S/ George E. Kilguss, III George E. Kilguss, III

Executive Vice President and

Chief Financial Officer

Each person whose signature appears below constitutes and appoints D. James Bidzos, George E. Kilguss, III, and Thomas C. Indelicarto, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of each to act alone, with full powers of substitution and resubstitution, 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 to be filed by VeriSign, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, with full power of each to act alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for 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 his, her or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the 20th day of February, 2018.

<u>Signature</u>	Title		
/S/ D. JAMES BIDZOS D. JAMES BIDZOS	President, Chief Executive Officer, Executive Chairman and Director (Principal Executive Officer)		
/S/ GEORGE E. KILGUSS, III	Chief Financial Officer		
George E. Kilguss, III	(Principal Financial and Accounting Officer)		
/S/ KATHLEEN A. COTE	Director		
KATHLEEN A. COTE			
/S/ THOMAS F. FRIST III	Director		
THOMAS F. FRIST III			
/S/ JAMIE S. GORELICK	Director		
JAMIE S. GORELICK			
/S/ ROGER H. MOORE	Director		
Roger H. Moore			
/S/ LOUIS A. SIMPSON	Director		
Louis A. Simpson			
/S/ TIMOTHY TOMLINSON	Director		
TIMOTHY TOMLINSON			

## EXHIBIT INDEX

- 4.1 Amended and Restated 2007 Employee Stock Purchase Plan (incorporated by reference to Appendix A to Registrant's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 12, 2017 (File No. 00-23593).
- 5.1\* Opinion of Gibson, Dunn & Crutcher LLP.
- 23.1\* Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).
- 23.2\* Consent of KPMG LLP.
- 24.1\* Power of Attorney (contained on signature page hereto).

\*Filed herewith.

VeriSign, Inc.

February 20, 2018

VeriSign, Inc. 12061 Bluemont Way Reston, Virginia 20190

## Re: VeriSign, Inc.'s Registration Statement on Form S-8

### Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement"), of VeriSign, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") on or about February 20, 2018, pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 2,500,000 shares of the Company's common stock, par value \$0.001 (the "Shares"). The Shares subject to the Registration Statement are to be issued under the Company's Amended and Restated 2007 Employee Stock Purchase Plan (the "Plan").

We have examined the Plan and the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. We have also made such other investigations as we have deemed relevant and necessary or appropriate in connection with the opinion hereinafter set forth. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the Shares to be issued by the Company under the Plan, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Sincerely,

/s/ Gibson, Dunn & Crutcher LLP

#### **Consent of Independent Registered Public Accounting Firm**

The Board of Directors

VeriSign, Inc.:

We consent to the use of our reports dated February 16, 2018, with respect to the consolidated balance sheets of VeriSign, Inc. and subsidiaries as of December 31, 2017 and 2016, and the related consolidated statements of comprehensive income, stockholders' deficit, and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes (collectively, the "consolidated financial statements"), and the effectiveness of internal control over financial reporting as of December 31, 2017, incorporated herein by reference in the prospectus.

/s/ KPMG LLP

McLean, Virginia February 20, 2018