

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 | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

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 ⁽¹⁾ | Proposed Maximum Offering Price Per Share ⁽²⁾ | Proposed Maximum Aggregate Offering Price ⁽²⁾ | 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* [Power of Attorney \(contained on signature page hereto\).](#)

*Filed herewith.

EXHIBIT INDEX

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- 23.2* [Consent of KPMG LLP.](#)
- 24.1* [Power of Attorney \(contained on signature page hereto\).](#)

*Filed herewith.

VeriSign, Inc.

C 67293-00166

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.

VeriSign, Inc.

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