

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.
 487 East Middlefield Road
 Mountain View, California 94043
 (Address of Principal Executive Offices, including Zip Code)

2001 Stock Incentive Plan
 (Full title of the plan)

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

Copies to:
 James M. Ulam, Esq.
 Senior Vice President, General Counsel
 VeriSign, Inc.
 487 East Middlefield Road
 Mountain View, California 94043

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 | 4,687,162 (1) | \$23.64 (2) | \$110,804,510 (2) | \$10,194 |

(1) Represents shares automatically reserved for issuance upon exercise of options granted under the Registrant's 2001 Stock Incentive Plan. Shares available for issuance under the 2001 Stock Incentive Plan were initially registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on September 21, 2001 (Registration No. 333-69818).

(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 of VeriSign Common Stock reported on the Nasdaq National Market on April 10, 2002.

REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E

This registration statement on Form S-8 registers 4,687,162 additional shares of common stock automatically reserved for issuance under the Registrant's 2001 Stock Incentive 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. 333-69818) filed with the Securities and Exchange Commission on September 21, 2001.

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 12th day of April 2002.

VERISIGN, INC.

By: /s/ Stratton D. Sclavos

Stratton D. Sclavos
President, Chief Executive Officer and
Chairman of the Board

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 M. Ulam, and each of them acting individually, as his or her attorney-in-fact, each with full power of substitution, for him or her 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 ----- |
|---|---|----------------|
| Principal Executive Officer And Director: /s/ Stratton D. Sclavos ----- Stratton D. Sclavos | President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer) | April 12, 2002 |
| Principal Financial and Principal Accounting Officer: /s/ Dana L. Evan ----- Dana L. Evan | Executive Vice President of Finance and Administration and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | April 12, 2002 |
| Additional Directors: | | |
| /s/ D. James Bidzos ----- D. James Bidzos | Vice Chairman of the Board | April 12, 2002 |
| /s/ William Chenevich ----- William Chenevich | Director | April 12, 2002 |
| /s/ Kevin R. Compton ----- Kevin R. Compton | Director | April 12, 2002 |
| /s/ David J. Cowan ----- David J. Cowan | Director | April 12, 2002 |

- ----- Director April 12, 2002
Roger H. Moore

/s/ Scott G. Kriens
- ----- Director April 12, 2002
Scott G. Kriens

/s/ Greg Reyes
- ----- Director April 12, 2002
Greg Reyes

- ----- Director April 12, 2002
Timothy Tomlinson

EXHIBIT INDEX

| Exhibit 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). |

April 12, 2002

VeriSign, Inc.
487 East Middlefield 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 12, 2002 in connection with the registration under the Securities Act of 1933, as amended, of a total of 4,687,162 shares of the Company's Common Stock (the "Stock"), subject to issuance by the Company upon the exercise of options to be granted under the Company's 2001 Stock Incentive Plan (the "Incentive 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 Incentive 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. 333-69818) filed by the Company with the Commission on September 21, 2001, 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 Incentive Plan;
- (9) the stock records that the Company has provided to us (consisting of a certificate from the Company's transfer agent of even date herewith verifying the number of the Company's issued and outstanding shares of capital stock as of the date hereof and a list of option holders respecting the Company's capital and of any rights to purchase capital stock that was prepared by the Company and verifying the number of such issued and outstanding securities); and

- (10) 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. We have also assumed that the certificates representing the Stock will be, when issued, properly signed by authorized officers of the Company or their agents.

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 Delaware General Corporation Law, the Delaware Constitution and reported judicial decisions relating thereto.

Based upon the foregoing, it is our opinion that the 4,687,162 shares of Stock that may be issued and sold by the Company upon the exercise of options to be granted under the Incentive Plan when issued, sold and delivered in accordance with the Incentive Plan and the stock option 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 advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein. 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,

/s/ 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. (the Company) of our report dated January 22, 2002, relating to the consolidated balance sheets of VeriSign, Inc. and subsidiaries as of December 31, 2001 and 2000, 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, 2001, which report appears in the December 31, 2001 annual report on Form 10-K of VeriSign, Inc. Our report refers to the adoption by the Company of certain provisions of Statement of Financial Accounting Standards (SFAS) No. 141 "Business Combinations" and certain provisions of SFAS No. 142, "Goodwill and Intangible Assets".

/s/ KPMG LLP

Mountain View, California
April 12, 2002