

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 2 to
SCHEDULE TO

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

VeriSign, Inc.
(Name of Subject Company (issuer))

VeriSign, Inc.
(Names of Filing Persons (offeror))

**Options to purchase common stock, par value \$0.001 per share,
under the VeriSign, Inc. 2001 Stock Incentive Plan**
(Title of Class of Securities)

92343E102
(CUSIP Number of Class of Securities (underlying common stock, par value \$0.001 per share))

James M. Ulam, Esq.
Senior Vice President, General Counsel
VeriSign, Inc.
487 East Middlefield Road
Mountain View, California 94043
(650) 961-7500

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

Jeffrey R. Vetter, Esq.
R. Gregory Roussel, Esq.
FENWICK & WEST LLP
Two Palo Alto Square
Palo Alto, California 94306

Calculation of Filing Fee

Transaction valuation

\$127,379,078*

Amount of filing fee

\$11,719**

* Calculated solely for the purpose of determining the amount of filing fee. This amount assumes that options to purchase 14,144,587 shares of common stock of VeriSign, Inc. having an aggregate value of \$127,379,078 as of November 20, 2002 will be cancelled pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals .000092 times the transaction valuation.

** Previously paid.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.
Form or Registration No.: Not applicable.
Filing Party: Not applicable.
Date Filed: Not applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO filed by VeriSign, Inc. (the "Company") with the Securities and Exchange Commission on November 27, 2002 (the "Schedule TO"), relating to an offer by the Company to exchange certain Company options for new options to purchase shares of common stock to be granted by the Company upon the terms and subject to the conditions described in the Offer to Exchange that was filed as Exhibit (a)(1) to the Schedule TO.

ITEM 12. EXHIBITS.

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)	Offer to Exchange Dated November 27, 2002.*
(a)(2)	Form of Election to Participate.*
(a)(3)	Form of Confirmation to Employees of Receipt of Election to Participate/Not Participate in the Offer to Exchange.*
(a)(4)	Form of Confirmation of Cancellation to Employees Electing to Participate in the Offer to Exchange.*
(a)(5)	Form of Notice of Withdrawal.*
(a)(6)	Form of Email Sent to Eligible Option Holders on November 27, 2002.*
(a)(7)	Form of Email Sent to Eligible Option Holders on November 27, 2002.*
(a)(8)	The Company's annual report on Form 10-K for the year ended December 31, 2001, filed with the Securities and Exchange Commission on March 18, 2002 (incorporated herein by reference).
(a)(9)	The Company's quarterly report on Form 10-Q for the quarter ended September 30, 2002, filed with the Securities and Exchange Commission on November 13, 2002 (incorporated herein by reference).
(a)(10)	Questions and answers about the Offer to Exchange dated December 13, 2002.
(a)(11)	Form of Email Sent to Eligible Option Holders on December 13, 2002.
(b)	Not applicable.
(d)(1)	The VeriSign, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 4.05 filed with the Company's Registration Statement on Form S-8 on September 21, 2001 (Commission File No. 333-69818)).
(g)	Not applicable.
(h)	Not applicable.

* Previously filed.

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

Date: December 13, 2002

VERISIGN, INC.

By: /s/ James M. Ulam

James M. Ulam
Senior Vice President, General Counsel and Secretary

INDEX TO EXHIBITS

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Questions and Answers About the Offer to Exchange

Why is the VeriSign, Inc. 1998 Equity Incentive Plan not included in the Option Exchange Program?

The VeriSign, Inc. 1998 Equity Incentive Plan requires stockholder approval for any exchange program. It is VeriSign's view that seeking stockholder approval at this time is not in the best interests of VeriSign or its stockholders.

Are options granted under any stock option plans assumed in mergers included in the Option Exchange Program?

Even though options granted under assumed stock option plans were assumed, as a result of the mergers, VeriSign is precluded from issuing new option grants under these assumed plans. Therefore, if options under these plans were exchanged in the Option Exchange Program, we would be forced to issue new options grants from the 2001 Stock Incentive Plan. The 2001 Stock Incentive Plan does not have a sufficient number of available options to effect this type of exchange. Additionally, one of the goals of the Option Exchange Program is to increase the available option pool under the 2001 Stock Incentive Plan to provide better opportunity for meaningful future option grants, which will benefit VeriSign employees in the long term. Finally, VeriSign has granted options under the 2001 Stock Incentive Plan to many employees who came from acquired companies such as Network Solutions, Illuminet Holdings, Exault and NameEngine. As such, most employees who were acquired in 2001 or 2002 will have an option grant that is eligible for exchange in the Option Exchange Program.

Are employees from international locations eligible for this exchange program?

No, employees located outside of the United States are not eligible to participate in the Option Exchange Program. Due to the regulatory, tax, legal and accounting considerations involved in extending the Option Exchange Program to employees located outside the United States, VeriSign has decided not to allow non-domestic employees to participate in the Option Exchange Program.

Will VeriSign consider any future programs to offset the fact that no international employees are eligible for the Option Exchange Program?

VeriSign strives to manage both its short-term and long-term compensation practices in an equitable and market efficient manner. As such, this Option Exchange Program and its specific eligibility standards will be considered along with other factors as we plan our future option grant programs and policies.

Is there a maximum amount of time before the new options are granted?

We will grant the new options on the new option grant date, which will be the date of the first meeting of the Compensation Committee on or after June 27, 2003. If we cancel options elected for exchange on December 26, 2002, the new option date of the new options will be on or after June 27, 2003. It is our current intention to grant new options under the Option Exchange Program as close to June 27, 2003 as possible.

Will participating in the Option Exchange Program preclude me from receiving any option grants as part of the next refresh cycle?

The next option refresh is scheduled for August 2003. Your participation in the Option Exchange Program should not preclude you from receiving option grants at that time. However, further planning regarding the refresh grant cycle is necessary before any final decisions are made regarding if or when the 2003 refresh will occur. Once the Board of Directors has made a final decision with respect to the 2003 refresh grants, this information will be communicated to employees.

Can I exchange a portion of the shares within a particular grant, or do I have to exchange all?

You may voluntarily elect to cancel one or more entire outstanding option(s) granted to you under the 2001 Stock Incentive Plan. Partial exchanges of one option grant are not permitted. If you previously exercised an option in part, the remaining unexercised portion of the option that is outstanding may be exchanged under the Option Exchange Program.

Will the expiration date on grants that are exchanged be reset or does it stay the same?

The new options will expire on the same expiration date as was applicable for the cancelled options.

Does the Option Exchange Program have any impact on the VeriSign, Inc. Employee Stock Purchase Plan?

No, there is no impact on the Employee Stock Purchase Plan.

Is there a freeze on vesting between the cancellation date and the new option grant date?

No, the vesting of the new options will be on the same schedule as the cancelled options, as percentages of the options. On the new option grant date, the new option will be vested to the same extent, as a percentage of the option, that the cancelled option would have been vested if the cancelled option had remained outstanding until the new option grant date. All vested shares on the new option grant date will be immediately exercisable.

Will VeriSign put any restrictions on trading due to the Option Exchange Program?

VeriSign has not put any restrictions on trading due to the Option Exchange Program.

REMINDER:

The VeriSign, Inc. Stock Administration Department has not received a copy of your Election to Participate/Not Participate form for the Option Exchange program. The deadline for these forms is 9:00 p.m. Pacific Time on December 26, 2002. Please fax or hand deliver your signed, completed form to (650) 426-3335 Attn: Linda Hart.