

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

AMENDMENT NO. 2
to
FORM S-1
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)

7371
(Primary Standard Industrial
Classification Code Number)

94-3221585
(I.R.S. Employer
Identification Number)

1390 Shorebird Way
Mountain View, California 94043-1338
(650) 961-7500
(Address, Including Zip Code, and Telephone Number, Including Area Code, of
Registrant's Principal Executive Offices)

Dana L. Evan
Chief Financial Officer
VeriSign, Inc.
1390 Shorebird Way
Mountain View, California 94043-1338
(650) 961-7500
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,
of Agent For Service)

Copies to:

Laird H. Simons III, Esq.
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Palo Alto, California 94304-1050
(650) 493-9300

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement

for the same offering. _____

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Amendment has been filed for the sole purpose of filing exhibits to Registrant's Registration Statement on Form S-1 (File Number 333-70121) that was initially filed with the Securities and Exchange Commission on January 5, 1999.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 13. Other Expenses of Issuance and Distribution.

The expenses to be paid by the Registrant in connection with this offering are as follows. All amounts other than the SEC registration fee, NASD filing fee and Nasdaq National Market application fee are estimates.

SEC Registration Fee.....	\$ 48,681.93
NASD Filing Fee.....	18,675.75
Nasdaq National Market Application Fee.....	17,500.00
Printing.....	100,000.00
Legal Fees and Expenses.....	150,000.00
Accounting Fees and Expenses.....	150,000.00
Blue Sky Fees and Expenses.....	10,000.00
Transfer Agent and Registrar Fees.....	20,000.00
Miscellaneous.....	35,142.32

Total.....	\$550,000.00
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ITEM 14. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's Board of Directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933, as amended (the "Securities Act").

As permitted by the Delaware General Corporation Law, the Registrant's Third Amended and Restated Certificate of Incorporation includes a provision that eliminates the personal liability of its directors 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 Registrant 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.

As permitted by the Delaware General Corporation Law, the Registrant's Amended and Restated Bylaws, which will become effective upon the completion of this offering, provide that (i) the Registrant is required to indemnify its directors and officers to the fullest extent permitted by the Delaware General Corporation Law, subject to certain very limited exceptions, (ii) the Registrant may 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 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 Restated Bylaws are not exclusive.

The Registrant has entered into Indemnification Agreements with each of its current directors and certain of its executive officers and intends to enter into such Indemnification Agreements with each of its other 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, 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 has obtained directors' and officers' liability insurance with a per claim and annual aggregate coverage limit of \$5 million.

Reference is made to the following documents filed as exhibits to this Registration Statement regarding relevant indemnification provisions described above and elsewhere herein:

Document -----	Exhibit Number -----
Underwriting Agreement (draft dated January 4, 1999).....	1.01
Third Amended and Restated Certificate of Incorporation of Registrant.....	3.01
Amended and Restated Bylaws of Registrant.....	3.02
Form of Indemnification Agreement.....	10.05

ITEM 15. Recent Sales of Unregistered Securities.

The following table sets forth information regarding all securities sold by the Registrant since December 31, 1995.

Name or Class of Purchaser -----	Date of Sale -----	Title of Securities -----	Number of Shares -----	Aggregate Purchase Price -----	Form of Consideration -----
Kleiner Perkins Caufield & Byers VII.....	2/20/96	Series B Preferred Stock (1)	1,153,207	2,825,357	Cash
KPCB VII Founders Fund..	2/20/96	Series B Preferred Stock (1)	125,947	308,570	Cash
KPCB Information Sciences Zaibatsu Fund II.....	2/20/96	Series B Preferred Stock (1)	32,799	80,358	Cash
Bessemer Venture Partners DCI.....	2/20/96	Series B Preferred Stock (1)	187,819	460,157	Cash
Mitsubishi Corporation..	2/20/96	Series B Preferred Stock (1)	72,026	176,464	Cash
Security Dynamics Technologies, Inc.	2/20/96	Series B Preferred Stock (1)	72,026	176,464	Cash
Intel Corporation.....	2/20/96	Series B Preferred Stock (1)	144,052	352,927	Cash
Ameritech Development Corporation.....	2/20/96	Series B Preferred Stock (1)	72,026	176,464	Cash
GC&H Investments.....	2/20/96	Series B Preferred Stock (1)	5,589	13,693	Cash
Visa International Service Association....	2/20/96	Series B Preferred Stock (1)	144,052	352,927	Cash
Fischer Security Corporation L.L.C.	2/20/96	Series B Preferred Stock (1)	72,026	176,464	Cash
First TZMM Investment Partnership.....	2/20/96	Series B Preferred Stock (1)	17,554	43,007	Cash
Cisco Systems, Inc.	11/18/96	Series C Preferred Stock (1)	812,500	6,500,000	Cash
Microsoft Corporation...	11/18/96	Series C Preferred Stock (1)	812,500	6,500,000	Cash

Name or Class of Purchaser	Date of Sale	Title of Securities	Number of Shares	Aggregate Purchase Price	Form of Consideration
Venture Fund I, L.P. ...	11/18/96	Series C Preferred Stock (1)	250,000	2,000,000	Cash
COMCAST Investment Holdings, Inc.	11/18/96	Series C Preferred Stock (1)	250,000	2,000,000	Cash
First Data Corporation..	11/18/96	Series C Preferred Stock (1)	250,000	2,000,000	Cash
Intuit Inc.	11/18/96	Series C Preferred Stock (1)	250,000	2,000,000	Cash
Reuters New Media Inc.	11/18/96	Series C Preferred Stock (1)	250,000	2,000,000	Cash
SOFTBANK Ventures, Inc.	11/18/96	Series C Preferred Stock (1)	250,000	2,000,000	Cash
Merrill Lynch & Co., Incorporated.....	11/18/96	Series C Preferred Stock (1)	250,000	2,000,000	Cash
Amerindo Technology Growth Fund II.....	11/18/96	Series C Preferred Stock (1)	62,500	500,000	Cash
Attractor L.P.	11/18/96	Series C Preferred Stock (1)	62,500	500,000	Cash
Chancellor LGT Asset Management.....	11/18/96	Series C Preferred Stock (1)	62,500	500,000	Cash
Gemplus.....	12/17/96	Series C Preferred Stock (1)	62,500	500,000	Cash
26 consultants.....	3/28/96-1/29/98	Common Stock	90,405	172,150	Services
63 employee or director optionees.....	2/27/96-1/29/98	Common Stock (option exercises)	2,069,625(2)	796,543	Cash
Microsoft Corporation..	11/20/97	Common Stock	100,000	800,000	(3)
VeriFone, Inc./Hewlett- Packard Company.....	11/20/97	Common Stock	250,000	2,000,000	(4)
Stockholders of SecureIT, Inc.	7/6/98	Common Stock	1,666,186	70,084,966(5)	(6)

(1) Each share of preferred stock automatically converted into one share of common stock upon the closing of VeriSign's initial public offering.

(2) Of these shares, 78,125 were repurchased by cancellation of a promissory note in the amount of \$9,375, and 442,922 were subject to repurchase at December 31, 1998. The repurchase right lapses ratably over four years.

(3) The shares of common stock were issued in connection with a preferred provider agreement with VeriSign.

(4) The shares of common stock were issued in connection with the execution of certain agreements, including a settlement of claims, with VeriFone, Inc., which is owned by Hewlett-Packard Company.

(5) Based on the closing price of VeriSign's common stock on July 6, 1998 of \$42.063 per share.

(6) All of the issued and outstanding capital stock of SecureIT, Inc.

All sales of common stock to employees made pursuant to the exercise of stock options granted under VeriSign's stock option plans or pursuant to restricted stock purchase agreements, and all sales to consultants for services, were made pursuant to the exemption from the registration requirements of the Securities Act afforded by Rule 701 promulgated under the Securities Act.

All other sales were made in reliance on Section 4(2) of the Securities Act and/or Regulation D promulgated under the Securities Act. These sales were made without general solicitation or advertising. Each purchaser was a sophisticated investor with access to all relevant information necessary to evaluate the investment who represented to the Registrant that the shares were being acquired for investment.

ITEM 16. Exhibits and Financial Statement Schedules.

(a) The following exhibits are filed herewith:

Exhibit Number -----	Exhibit Title -----
1.01	Underwriting Agreement (draft dated January 4, 1999).+
2.01	Agreement and Plan of Reorganization dated as of July 6, 1998 by and between Registrant, VeriSign Merger Corp., SecureIT and the shareholders of SecureIT.(1)
3.01	Third Amended and Restated Certificate of Incorporation of the Registrant.(2)
3.02	Amended and Restated Bylaws of Registrant.(2)
4.01	Investors' Rights Agreement, dated November 15, 1996, among the Registrant and the parties indicated therein.(2)
4.02	First Amendment to Amended and Restated Investors' Rights Agreement dated as of July 7, 1998 by and between Registrant and certain stockholders of Registrant.(1)
4.03	Registration Rights Agreement dated as of July 6, 1998 by and between Registrant and the former shareholders of SecureIT.(3)
4.04	Form of Specimen Common Stock Certificate.(2)
5.01	Opinion of Fenwick & West LLP regarding legality of the securities being registered.
10.05	Form of Indemnification Agreement entered into by the Registrant with each of its directors and executive officers.(2)
10.06	Registrant's 1995 Stock Option Plan and related documents.(2)
10.07	Registrant's 1997 Stock Option Plan.(2)
10.08	Registrant's 1998 Directors' Stock Option Plan and related documents.(2)
10.09	Registrant's 1998 Equity Incentive Plan and related documents.(2)
10.10	Registrant's 1998 Employee Stock Purchase Plan and related documents.(2)
10.11	Registrant's Executive Loan Program of 1996.(2)
10.14	Form of Full Recourse Secured Promissory Note and Form of Pledge and Security Agreement entered into between the Registrant and certain executive officers.(2)
10.15	Assignment Agreement, dated April 18, 1995, between the Registrant and RSA Data Security, Inc.(2)
10.16	BSAFE/TIPEM OEM Master License Agreement, dated April 18, 1995, between the Registrant and RSA Data Security, Inc., as amended.(2)
10.17	Non-Compete and Non-Solicitation Agreement, dated April 18, 1995, between the Registrant and RSA Data Security, Inc.(2)
10.18	Microsoft/VeriSign Certificate Technology Preferred Provider Agreement, effective as of May 1, 1997, between the Registrant and Microsoft Corporation.(2)**
10.19	Master Development and License Agreement, dated September 30, 1997, between the Registrant and Security Dynamics Technologies, Inc.(2)**
10.20	License Agreement, dated December 16, 1996, between the Registrant and VeriSign Japan K.K.(2)
10.21	Loan Agreement, dated January 30, 1997, between the Registrant and Venture Lending & Leasing, Inc.(2)
10.22	Security Agreement, dated January 30, 1997, between the Registrant and Venture Lending & Leasing, Inc.(2)
10.23	VeriSign Private Label Agreement, dated April 2, 1996, between the Registrant and VISA International Service Association.(2)**
10.24	VeriSign Private Label Agreement, dated October 3, 1996, between the Registrant and VISA International Service Association.(2)**
10.25	Lease Agreement, dated August 15, 1996, between the Registrant and Shoreline Investments VII.(2)
10.26	Lease Agreement, dated September 18, 1996, between the Registrant and Shoreline Investments VII.(2)
10.27	Sublease Agreement, dated September 5, 1996, between the Registrant and Security Dynamics Technologies, Inc.(2)

Exhibit Number -----	Exhibit Title -----
10.28	Employment Offer Letter Agreement, between the Registrant and Stratton Sclavos, dated June 12, 1995, as amended October 4, 1995.(2)
10.29	Employment and Non-Competition Agreement between SecureIT and Jagtar Chaudhry.+
10.30	Amendment Number One to Master Development and License Agreement dated as of December 31, 1998 between the Registrant and Security Dynamics Technologies, Inc.+
10.31	Amendment Number Two to BSAFE/TIPEM OEM Master License Agreement dated as of December 31, 1998 between the Registrant and RSA Data Security, Inc.+
10.32	Sublease dated as of September 25, 1998 between the Registrant and Silicon Graphics, Inc.+
21.01	Subsidiaries of the Registrant.+
23.01	Consent of Fenwick & West LLP (included in Exhibit 5.01).
23.02	Consent of KPMG LLP.+
24.01	Power of Attorney.+
27.01	Financial Data Schedule (available in EDGAR format only).+

- - - - -

+ Previously filed.

(1) Previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed on July 21, 1998 and incorporated herein by reference.

(2) Previously filed with the Commission as an exhibit to the Registrant's Registration Statement on Form S-1 (File Number 333-49789) and incorporated herein by reference.

(3) Previously filed with the Commission as an exhibit to the Registrant's Registration Statement on Form S-8 (File No. 333-58583).

* to be filed by amendment

** Confidential treatment was received with respect to certain portions of this agreement. Such portions were omitted and filed separately with the Securities and Exchange Commission.

(b) Financial statement schedules are omitted because the information called for is not required or is shown either in the financial statements or the notes thereto.

ITEM 17. Undertakings.

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 described under Item 14 above, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange 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, 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.

The undersigned Registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this Registration Statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this Registration Statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus 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.

II-5

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on the 25th day of January, 1999.

VERISIGN, INC.

By: /s/ Stratton D. Sclavos

 Stratton D. Sclavos
 President and Chief Executive
 Officer

In accordance with the requirements of the Securities Act, this Amendment has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date ----
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Principal Executive Officer:

/s/ Stratton D. Sclavos _____ Stratton D. Sclavos	President, Chief Executive Officer and Director	January 25, 1999
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Principal Financial and Principal Accounting Officer:

/s/ Dana L. Evan _____ Dana L. Evan	Vice President of Finance and Administration and Chief Financial Officer	January 25, 1999
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Directors:

D. James Bidzos* _____ D. James Bidzos	Chairman of the Board	January 25, 1999
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William Chenevich* _____ William Chenevich	Director	January 25, 1999
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Kevin R. Compton* _____ Kevin R. Compton	Director	January 25, 1999
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David J. Cowan* _____ David J. Cowan	Director	January 25, 1999
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Timothy Tomlinson* _____ Timothy Tomlinson	Director and Secretary	January 25, 1999
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*By: /s/ Dana L. Evan

 Dana L. Evan
 Attorney-in-Fact

EXHIBIT INDEX

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** Confidential treatment was received with respect to certain portions of this agreement. Such portions were omitted and filed separately with the Securities and Exchange Commission.

(b) Financial statement schedules are omitted because the information called for is not required or is shown either in the financial statements or the notes thereto.

[LETTERHEAD OF FENWICK & WEST LLP]

January 25, 1999

VeriSign, Inc.
1390 Shorebird Way
Mountain View, CA 94043-1337

Gentlemen/Ladies:

At your request, we have examined the Registration Statement on Form S-1 (File Number 333-70121) (the "Registration Statement") filed by you with the Securities and Exchange Commission (the "Commission") on or about January 5, 1999, as subsequently amended, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 2,760,000 shares of your Common Stock (the "Stock"), 1,565,000 of which are presently issued and outstanding and will be sold by certain selling stockholders (the "Selling Stockholders").

In rendering this opinion, we have examined the following:

- (1) your registration statement on Form S-1 (File Number 333-40789) filed with and declared effective by the Commission on January 29, 1998, together with the Exhibits filed as a part thereof;
- (2) your registration statement on Form 8-A (File Number 000-23593) filed with the Commission on January 5, 1998;
- (3) the Registration Statement, together with the Exhibits filed as a part thereof;
- (4) the Prospectuses prepared in connection with the Registration Statement;
- (5) the minutes of meetings and actions by written consent of the stockholders and Board of Directors that are contained in your minute books that are in our possession;
- (6) your stock records that you have provided to us (consisting of a certificate from your transfer agent verifying the number of your issued and outstanding shares of capital stock as December 31, 1998 and a list of option and warrant holders respecting your capital and of any rights to purchase capital stock that was prepared by you and dated December 31, 1998, verifying the number of such issued and outstanding securities).

- (7) a Management Certificate addressed to us and dated of even date herewith executed by the Company containing certain factual and other representations.
- (8) The various stock purchase and other agreements under which the Selling Stockholders acquired the Stock to be sold by them as described in the Registration Statement.
- (9) the Custody Agreement and Powers of Attorney signed by the Selling Stockholders in connection with the sale of Stock described in the Registration Statement.

By telephone call to the offices of the Commission, we have also confirmed the continued effectiveness of the Company's registration under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the timely filing by you of all reports required to be filed by you pursuant to Rules 13, 14 and 15 promulgated under the Exchange Act.

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 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 obtained from public officials and records 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 express no opinion herein with respect to the application or effect of the laws of any jurisdiction other than the existing laws of the United States of America and the State of California and (without reference to case law or secondary sources) the existing Delaware General Corporation Law.

Based upon the foregoing, it is our opinion that the 1,565,000 shares of Stock to be sold by the Selling Stockholders pursuant to the Registration Statement are legally issued, fully paid and nonassessable and that the up to 1,195,000 shares of Stock to be issued and sold by you, when issued and sold in accordance in the manner referred to in the relevant 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 constituting a part thereof and any amendments thereto.

This opinion speaks only as of its date and we assume no obligation to update this opinion should circumstances change after the date hereof. This opinion 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

By: /s/ Jeffrey Vetter

Jeffrey Vetter, a Partner