

Registration No. 333-71280

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Pre-Effective Amendment No. 1

to

FORM S-4
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 no.)
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VeriSign, Inc.
487 East Middlefield Road
Mountain View, California 94043
(650) 961-7500
(Address and telephone number of Registrant's principal executive offices)

Stratton D. Sclavos
President and Chief Executive 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:

Jeffrey R. Vetter, Esq. Douglas N. Cogen, Esq. Andrew J. Schultheis, Esq. Patricio E. Garavito, Esq. FENWICK & WEST LLP Two Palo Alto Square Palo Alto, California 94306 (650) 494-0600	James M. Ash, Esq. Shari L. Wright, Esq. BLACKWELL SANDERS PEPER MARTIN, LLP Two Pershing Square 2300 Main Street Suite 1000 Kansas City, Missouri 64108 (816) 983-8100
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Approximate date of commencement of proposed sale to the public: Upon consummation of the merger described herein (the "Merger").
If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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 number 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. _____

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, \$0.01 par value	33,982,073	Not applicable	\$1,551,117,185(1)	\$387,780(2)
Common stock, \$0.01 par value	27,546	Not applicable	\$1,390,956(3)	\$348
Total.....	34,009,619(4)	Not applicable	\$1,552,508,141	\$388,128

(1) Estimated solely for purposes of calculating the registration fee required by Section 6(b) of the Securities Act and calculated pursuant to Rules 457(f)(1) and 457(c) under the Securities Act, based on (a) \$42.45, the average of the high and low per share prices of Illuminet common stock on the Nasdaq National Market on October 5, 2001, multiplied by (b) 36,539,863, the number of shares covered under the Registration Statement filed on October 10, 2001.

(2) Previously paid.

(3) Estimated solely for purposes of calculating the registration fee required by Section 6(b) of the Securities Act and calculated pursuant to Rules 457(f)(1) and 457(c) under the Securities Act, based on (a) \$46.96, the average of the high and low per share prices of Illuminet common stock on the Nasdaq National Market on October 25, 2001, multiplied by (b) 29,620, additional shares covered by Amendment No. 1 to this Registration Statement.

(4) Based upon the maximum number of shares of the Registrant's common stock, par value \$0.001 per share, that may be issued in connection with the Merger, calculated as the product of (a) 36,569,483, the aggregate number of shares of common stock, par value \$0.01 per share, of Illuminet Holdings, Inc. ("Illuminet common stock") outstanding and shares of Illuminet common stock underlying all outstanding options to purchase common stock of Illuminet, whether or not exercised before consummation of the Merger, based upon the number of shares and options outstanding as of October 25, 2001 and (b) an exchange ratio of 0.93 shares of the Registrant's common stock for each share of Illuminet common stock.

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 that 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.

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This amendment is being filed solely to file exhibits previously omitted. No changes have been made to Part I of the Registration Statement. Accordingly, it has been omitted.

PART II--INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 20. INDEMNIFICATION OF OFFICERS AND DIRECTORS

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 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 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.

The Registrant has obtained directors' and officers' liability insurance with an annual aggregate coverage limit of \$200 million.

ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(A) Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith	Previously Filed
		Form	Date	Number		
2.01	Agreement and Plan of Merger between VeriSign and Illuminet dated September 23, 2001 (contained in Annex A to the prospectus/proxy statement that is part of this registration statement)					X
3.01	Third Amended and Restated Certificate of Incorporation of the Registrant	S-1	1/29/98	3.02		
3.02	Amendment to Third Amended and Restated Certificate of Incorporation of the Registrant	S-8	7/15/99	4.03		
3.03	Amended and Restated Bylaws of the Registrant	S-1	1/29/98	3.04		
4.01	Voting Agreement dated as of March 6, 2000 among the Registrant and the parties indicated therein	8-K	3/8/00	9.1		
4.02	Registration Rights Agreement dated as of March 6, 2000 among the Registrant and the parties indicated therein	8-K	3/8/00	99.1		
4.03	Stock Option Agreement between VeriSign and Illuminet dated September 23, 2001 (contained in Annex B to the prospectus/proxy statement that is part of this registration statement)					X
4.04	Form of Voting Agreement dated as of September 23, 2001 among the Registrant and the parties indicated therein (contained in Annex C to the prospectus/proxy statement that is part of this registration statement)					X
5.01	Opinion of Fenwick & West LLP				X	
23.01	Consent of Deloitte & Touche LLP, independent auditors					X
23.02	Consent of Ernst & Young LLP, independent auditors					X
23.03	Consent of KPMG LLP					X
23.04	Consent of PricewaterhouseCoopers LLP, independent accountants					X
23.05	Consent of Robertson Stephens, Inc.					X
23.06	Consent of Fenwick & West LLP (included in exhibit 5.01)				X	
99.01	Form of Proxy of Illuminet Holdings, Inc.				X	

(B) Financial Statement Schedules

The information required to be set forth herein is incorporated by reference to VeriSign's Annual Report on Form 10-K for the year ended December 31, 2000 filed with the Securities Exchange Commission on March 28, 2001.

ITEM 22. UNDERTAKINGS

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;
- PROVIDED, HOWEVER, that paragraphs (1)(i) and (1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.
- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment 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.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement 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.

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 discussed in Item 6 hereof, or otherwise, the Registrant has been advised that in the opinion of the 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 hereby, 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.

That prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this registration statement, by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c), the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1933, the Registrant has duly caused this Amendment No. 1 to the Registration Statement originally filed on October 10, 2001 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on the 26th day of October 2001.

VERISIGN, INC.

By: /s/ STRATTON D. SCLAVOS

 Stratton D. Sclavos,
 President and Chief Executive Officer

In accordance with the requirements of the Securities Exchange Act of 1933, this registration statement has been signed by the following persons on behalf of the registrant and in the capacities indicated on the 26th day of October 2001.

Signature -----	Title -----
/S/ STRATTON D. SCLAVOS ----- Stratton D. Sclavos	President, Chief Executive Officer and Director
/s/ DANA L. EVAN ----- Dana L. Evan	Executive Vice President of Finance and Administration and Chief Financial Officer
* ----- D. James Bidzos	Chairman of the Board
* ----- William Chenevich	Director
* ----- Kevin R. Compton	Director
* ----- David J. Cowan	Director
* ----- Scott G. Kriens	Director
* ----- Greg Reyes	Director
* ----- Timothy Tomlinson	Director
*By: /s/ STRATTON D. SCLAVOS ----- Stratton D. Sclavos, Attorney-in-Fact	

EXHIBIT INDEX

Exhibit Number	Exhibit Description
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5.01	Opinion of Fenwick & West LLP
23.06	Consent of Fenwick & West LLP (included in Exhibit 5.01)
99.01	Form of Proxy of Illuminet Holdings, Inc.

October 26, 2001

VeriSign, Inc.
487 East Middlefield Road
Mountain View, California 94043

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-4, File No. 333-71280 (the "Registration Statement") filed by you with the Securities and Exchange Commission (the "Commission") on October 10, 2001, as subsequently amended on or about October 26, 2001, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 34,009,619 shares of your Common Stock (the "Stock") pursuant to the terms of an Agreement and Plan of Merger dated as of September 23, 2001 (the "Agreement") by and among VeriSign, Inc., a Delaware corporation ("VeriSign"), Illuminet Holdings, Inc., a Delaware corporation ("Illuminet"), and Illinois Acquisition Corporation, a Delaware corporation and wholly owned subsidiary of VeriSign ("Merger Sub").

In rendering this opinion, we have examined the following:

- (1) VeriSign's currently effective Certificate of Incorporation, as amended, and Merger Sub's currently effective Certificate of Incorporation;
- (2) VeriSign's currently effective Bylaws, as amended, and Merger Sub's currently effective Bylaws;
- (3) the Registration Statement, together with the Exhibits filed as a part thereof or incorporated by reference therein;
- (4) the prospectus prepared in connection with the Registration Statement, together with the Appendices thereto (the "Prospectus");
- (5) the minutes of meetings of VeriSign's Board of Directors, approving the Agreement, the issuance of the Stock and the filing of the Registration Statement; the unanimous written consent of Merger Sub's Board of Directors approving the Agreement and the written consent of Merger Sub's sole stockholder approving the Agreement;
- (6) a verification email from VeriSign's transfer agent dated of even date herewith verifying the number of VeriSign's issued and outstanding shares of capital stock;
- (7) a statement from VeriSign as of the date hereof as to the number of (i) outstanding options, warrants and rights to purchase VeriSign Common Stock and (ii) any additional shares of VeriSign Common Stock reserved for future issuance in connection with VeriSign stock option and purchase plans and all other plans, agreements or rights; and
- (8) a Management Certificate addressed to us and dated of even date herewith executed by VeriSign and Merger Sub 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 natural persons 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 VeriSign 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 have assumed the current accuracy and completeness of the information obtained from the documents referred to above and the representations and warranties made by representatives of VeriSign to us, including but not limited to those set forth in the Management Certificate. 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 State of Delaware.

In connection with our opinion expressed below, we have assumed that, at or prior to the time of the delivery of any shares of Stock, the Registration Statement will have been declared effective under the Securities Act of 1933, as amended, that the registration will apply to such shares of Stock and will not have been modified or rescinded and that there will not have occurred any change in law affecting the validity or enforceability of such shares of Stock.

Based upon the foregoing, it is our opinion that the shares of Stock to be issued, sold and delivered by you pursuant to the Registration Statement, when issued, sold and delivered in the manner and for the consideration stated in the Registration Statement and the 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. In giving this consent, we do not admit that we are within the category of persons whose consent is required by the Securities Act of 1933, as amended, or the rules or regulations promulgated thereunder. This opinion is intended solely for your use in connection with the above issuance and sale of the Stock subject to the Registration Statement and is not to be relied upon for any other purpose. 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.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP

PROXY

ILLUMINET HOLDINGS, INC.

This proxy is solicited on behalf of the Board of Directors for the Special Meeting of Stockholders, December 12, 2001

The undersigned hereby appoints Richard A. Lumpkin and Roger H. Moore, and each of them proxies, with full power of substitution and revocation, to vote the shares of stock of Illuminet Holdings, Inc. which the undersigned is entitled to vote at the Special Meeting of Stockholders to be held at Illuminet's Principal executive offices at 4501 Intelco Loop, Lacey, Washinton, 98503 on December 12, 2001 at 9:00 a.m. local time, and at any adjournment thereof, with all the powers the undersigned would possess if present.

Please mark your vote, sign, date and return this proxy card promptly in the enclosed, postage-paid envelope.

This proxy, when properly executed, will be voted as instructed herein by the undersigned stockholder. If no instructions are given, this proxy will be voted "FOR" the proposals herein and according to the discretion of the proxy holders on any other matters that may properly come before the meeting.

The Board of Directors recommends a vote FOR Proposals 1 and 2.

1. To approve the merger of Illinois Acquisition Corporation, a wholly owned subsidiary of VeriSign, Inc., with and into Illuminet Holdings, Inc. and to approve and adopt a merger agreement with VeriSign whereby each share of Illuminet common stock will be exchanged for 0.93 shares of VeriSign common stock.

FOR AGAINST ABSTAIN

2. To grant Illuminet management the discretionary authority to adjourn the special meeting to a date not later than January 11, 2002 in order to enable the Illuminet board of directors to continue to solicit additional proxies in favor of the merger.

FOR AGAINST ABSTAIN

Please sign exactly as your name appears on this proxy. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by an authorized officer. If a partnership, please sign in partnership name by an authorized person.

Date

Name of Stockholder

Authorized Signature

Title of Authorized Signature