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

AMENDMENT NO. 2
to
SCHEDULE TO
(Rule 13e-4)

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) and Filing Person (Offeror))

Options to Purchase Shares of Common Stock, Par Value $0.001 Per Share
(Title of Class of Securities)

92343E102
(CUSIP Number of Class of Securities)
(Underlying Common Stock)

William A. Roper, Jr.
President and Chief Executive Officer
VeriSign, Inc.
487 East Middlefield Road
Mountain View, California 94043
(650) 961-7500

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

Copies to:

Richard H. Goshorn	**Jeffrey R. Vetter, Esq.**
Senior Vice President, General Counsel	**Fenwick & West LLP**
VeriSign, Inc.	**801 California Street**
487 East Middlefield Road	**Mountain View, California 94041**
Mountain View, California 94043	**(650) 335-7160**
(650) 961-7500	

CALCULATION OF FILING FEE

Transaction valuation*	Amount of filing fee**
$29,763,814.36	$913.75***

*   Calculated solely for purposes of determining the filing fee. The "transaction valuation" set forth above is based on the Black-Scholes option valuation model, and assumes that all outstanding options eligible for tender covering an aggregate of 2,134,881 shares of common stock of VeriSign, Inc. will be amended pursuant to this offer, which may not occur.

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, as modified by Fee Advisory No. 6 for fiscal year 2007, equals $30.70 per $1,000,000 of transaction valuation. The transaction valuation set forth above was calculated for the sole purpose of determining the filing fee, and should not be used or relied upon for any other purpose.

*** Previously paid.

☐   Check 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 (this "*Amendment*") amends and supplements the Tender Offer Statement on Schedule TO filed by VeriSign, Inc. ("*VeriSign*") with the Securities and Exchange Commission on July 27, 2007 (the "*Schedule TO*"), relating to the offer to amend or replace certain options defined as "Eligible Options" in the Offer to Amend or Replace Eligible Options attached to the Schedule TO as Exhibit 99.(a)(1)(A) (the "*Offer to Amend or Replace*") held by current employees of VeriSign so that such options will not be subject to adverse tax consequences under Section 409A of the Internal Revenue Code. Except as amended and supplemented hereby and by Amendment No. 1 thereto, all terms of and disclosures set forth in the Schedule TO and the Offer to Amend or Replace and all disclosures set forth in the Schedule TO and exhibits thereto remain unchanged and are incorporated herein by reference to this Amendment.

This Amendment is filed in satisfaction of the reporting requirements of Rule 13e-4(c)(3) promulgated under the Securities Exchange Act of 1934, as amended.

ITEM 12. EXHIBITS.

Exhibit 99.(a)(1)(J) to this Amendment is hereby filed as Exhibit 99.(a)(1)(J) to the Schedule TO and Item 12 of the Schedule TO is amended and restated as follows:

EXHIBIT NUMBER	DESCRIPTION
99.(a)(1)(A)*	Offer to Amend or Replace, dated July 27, 2007.
99.(a)(1)(B)*	Email Announcement of Offer to Amend or Replace, dated July 27, 2007.
99.(a)(1)(C)*	Screenshot of Login Page to Offer website at https://vrsn.equitybenefits.com.
99.(a)(1)(D)*	Screenshots of Welcome Page to Offer website at https://vrsn.equitybenefits.com.
99.(a)(1)(E)*	Screenshots of Electronic Election Form.
99.(a)(1)(F)*	Screenshot of Election Amendment Review.
99.(a)(1)(G)*	Screenshots of Agreement to Terms of Election.
99.(a)(1)(H)*	Screenshots of Print Confirmation.
99.(a)(1)(I)*	E-mail of Election Confirmation Statement.
99.(a)(1)(J)	Screenshots of Login Page to Offer website at VeriSign, Inc. intranet website.
99.(a)(1)(K)*	Instructions to Electronic Election Form.
99.(a)(1)(L)*	Form of Stock Option Amendment and Bonus Agreement.
99.(a)(1)(M)*	Form of Acknowledgement of Receipt of Withdrawal Form.
99.(a)(1)(N)*	Form of Withdrawal Form (to withdraw via facsimile or mail).
99.(a)(1)(O)*	Form of E-mail Reminder of Expiration Date.
99.(a)(1)(P)*	Form of Election Form (to submit via facsimile).
99.(a)(1)(Q)*	Form of Notice of Expiration of Offer, Amendment of Eligible Option and Commitment to Pay Cash Bonus.
99.(a)(1)(R)*	Form of E-mail to Individuals Choosing not to Tender Eligible Options.
99.(a)(1)(S)*	Material Income Tax Consequences for Eligible Optionees Resident Outside the United States.
99.(a)(1)(T)	VeriSign, Inc. Annual Report on Form 10-K for the year ended December 31, 2006, filed with the Securities and Exchange Commission (the "*SEC*") on July 12, 2007 is incorporated herein by reference.

99.(a)(1)(U)	VeriSign, Inc. Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2007, filed with the SEC on July 16, 2007, is incorporated herein by reference.
99.(a)(1)(V)*	PowerPoint Employee Presentation Materials, dated July 27, 2007.
99.(a)(1)(W)	VeriSign, Inc. Quarterly Report on Form 10-Q for its fiscal quarter ended June 30, 2007, filed with the SEC on August 9, 2007, is incorporated herein by reference.
99.(b)	Not applicable.
99.(d)(1)(A)	VeriSign, Inc. 1998 Equity Incentive Plan is incorporated herein by reference from Exhibit 10.04 to Form 10-K, filed with the SEC on March 16, 2005.
99.(d)(1)(B)	VeriSign, Inc. 1998 Equity Incentive Plan Form of Stock Option Agreement is incorporated herein by reference from Exhibit 10.09 to Form S-1/A, filed with the SEC on January 1, 1998.
99.(d)(1)(C)	VeriSign, Inc. 2001 Stock Incentive Plan, is incorporated herein by reference from Exhibit 10.08 to Form 10-K, filed with the SEC on March 31, 2003.
99.(d)(1)(D)	VeriSign, Inc. 2001 Stock Incentive Plan Form of Stock Option Agreement is incorporated herein by reference from Exhibit 4.05 to Form S-8, filed with the SEC on September 21, 2001.
99.(g)	Not applicable.
99.(h)	Not applicable.

* Previously Filed

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No.2 to Schedule TO is true, complete and correct.

VeriSign, Inc.

By: /s/ Richard H. Goshorn
      Richard H. Goshorn
      Senior Vice President, General Counsel

Date: August 21, 2007

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99.(h)	Not applicable.

* Previously Filed

Exhibit 99.(a)(1)(J)

- ESPP Overview
- ESPP FAQs (pdf)
- ESPP Enroller

Help

409A

Tender Offer for Employees Holding Stock Options Affected by Section 409A of the Tax Code

If you have stock options that are subject to IRC Section 409A, we have notified you by email. These options vested, and are subject to adverse tax consequences according to Section 409A of the U.S. Internal Revenue Code.

- 409A Tender Offer Site**
- Click HERE to ask 409A questions
- See the seminar for employees who hold 409A-affected options

**NOTE: You will need your Employee ID and the password sent to you by email to access the site. Click here to find your employee ID.

Restricted Stock Units and Stock Options

What are RSUs?

Restricted Stock Units (RSUs) are an award that give the recipient the right to receive shares of VeriSign common stock.

- RSU FAQs (pdf)
- RSU Intranet page

What are Stock Options?

A stock option gives you the right after vesting to purchase shares of VeriSign stock at the exercise price of the stock option. If the price of VeriSign's common stock is above the exercise price of the stock option when it is exercised, you will have a gain.

- Stock Options overview

NOTE: If you have awards granted under the 2006 Equity Incentive Plan, your Stock Grant Agreements are available via your E*Trade account. You must accept the online stock option or RSU agreement *before* you can begin trading your vested shares.

Help