As filed with the Securities and Exchange Commission on May 3, 2000

Registration No. 333-34644

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	7371	94-3221585
(State or other jurisdiction of incorporation or organization)	(Primary standard industrial classification code number)	(I.R.S. employer identification no.)

VeriSign, Inc.
1350 Charleston Road
Mountain View, California 94043-1331
(650) 961-7500
(Address and telephone number of Registrant's principal executive offices)

Stratton D. Sclavos
President and Chief Executive Officer
VeriSign, Inc.
1350 Charleston Road
Mountain View, California 94043-1331
(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. R. Gregory Roussel, Esq. FENWICK & WEST LLP Two Palo Alto Square Palo Alto, California 94306-2105 (650) 494-0600	William A. Rosoff, Esq. David W. Ferguson, Esq. DAVIS POLK & WARDWELL 1600 El Camino Real Menlo Park, CA 94025-4119 (650) 752-2000

Approximate date of commencement of proposed sale to the public: Upon consummation of the merger described herein.

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. [X]

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, $0.001 par value................	77,816,019(1)	$145.06(2)	$11,287,991,651(2)	$2,980,030(3)

Common Stock, $0.001 par value.................	183,271(4)	$109.13(5)	$20,000,405(5)	$5,281(3)

(1) Computed based on the number of shares of common stock of Network Solutions, Inc. outstanding as of April 6, 2000 and a fixed exchange ratio of 1.075 shares of VeriSign common stock for each of Network Solutions common stock.

(2) Computed pursuant to Rules 457(f)(1) and 457(c) under the Securities Act based on the average of the high and low per share prices of Network Solutions common stock on the Nasdaq National Market on April 6, 2000.

(3) Previously paid.

(4) Computed based on the estimated number of shares of common stock of Network Solutions, Inc. issued pursuant to change in control provisions and a fixed exchange ratio of 1.075 shares of VeriSign common stock for each Network Solutions common stock.

(5) Computed pursuant to Rules 457(f)(l) and 457(c) under the Securities Act based on the average of the high and low per share prices of Network Solutions common stock on the Nasdaq National Market on April 25, 2000.

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.

EXPLANATORY NOTE

The purpose of this Amendment No. 1 is solely to file certain exhibits to the Registration Statement as set forth below as in Item 16(a) of Part II.

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 a per claim and annual aggregate coverage limit of $25 million.

ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(A) Exhibits

Exhibit Number	Exhibit Description
2.01	Agreement and Plan of Reorganization dated as of July 6, 1998 among the Registrant, VeriSign Merger Corp., SecureIT and the stockholders of SecureIT.(1)
2.02	Exchange Agreement dated as of December 19, 1999 among the Registrant, Mark Shuttleworth, and THAWTE [USA], Inc.(2)
2.03	Agreement and Plan of Reorganization dated as of December 17, 1999 among the Registrant, Signio, Inc., and BEHAD Acquisition Corp.(3)
2.04	Agreement and Plan of Merger dated as of March 6, 2000 among the Registrant, Nickel Acquisition Corporation and Network Solutions, Inc.(4)

Exhibit Number	Exhibit Description
4.01	Investors' Rights Agreement, dated November 15, 1996, among the Registrant and the parties indicated therein.(5)
4.02	Voting Agreement dated as of March 6, 2000 among the Registrant and the parties indicated therein.(6)
4.03	Registration Rights Agreement dated as of March 6, 2000 among the Registrant and the parties indicated therein.(7)
4.04	First Amendment to Amended and Restated Investors' Rights Agreement dated as of July 7, 1998 by and between the Registrant and certain stockholders of the Registrant.(8)
4.05	Registration Rights Agreement dated as of July 6, 1998 by and between the Registrant and the former stockholders of SecureIT.(9)
5.01	Opinion of Fenwick & West LLP.
8.01	Tax Opinion of Fenwick & West LLP.
8.02	Tax Opinion of Davis Polk & Wardwell.
23.01	Consent of KPMG LLP, independent auditors.*
23.02	Consent of KPMG LLP, independent auditors.*
23.03	Consent of KPMG LLP, independent auditors.*
23.04	Consent of PricewaterhouseCoopers LLP, independent accountants.*
23.05	Consent of Fenwick & West LLP (contained in Exhibit 5.01 and 8.01).
23.06	Consent of Davis Polk & Wardwell (contained in Exhibit 8.02).
99.01	Letter to the Stockholders of Registrant, dated May 3, 2000.*
99.02	Letter to the Stockholders of Network Solutions, Inc., dated May 3, 2000.*
99.03	Notice of Annual Meeting of Stockholders of Registrant, dated May 3, 2000.*
99.04	Notice of Special Meeting of Stockholders of Network Solutions, Inc., dated May 3, 2000.*
99.05	Form of Proxy of Registrant.*
99.06	Form of Proxy of Network Solutions, Inc.*
99.07	Consent of Morgan Stanley & Co. Incorporated (contained in Annex B to the prospectus/proxy statement).*
99.08	Consent of J.P. Morgan Securities Inc. (contained in Annex C to the prospectus/proxy statement).
99.09	Consent of Chase H&Q, a division of Chase Securities Inc. (contained in Annex D to the prospectus/proxy statement).*

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(1) Incorporated herein by reference to Exhibit 2.01 to Registrant's Current Report on Form 8-K filed with the Commission on July 21, 1998 (the "July 21, 1998 8-K").
(2) Incorporated herein by reference to Exhibit 2.1 to Registrant's Current Report on Form 8-K filed with the Commission on February 16, 2000.
(3) Incorporated herein by reference to Exhibit 2.1 to Registrant's Current Report o Form 8-K filed with the Commission on March 7, 2000.
(4) Incorporated herein by reference to Exhibit 2.1 to Registrant's Current Report on Form 8-K filed with the Commission on March 8, 2000 (the "March 8, 2000 8-K").
(5) Incorporated herein by reference to Exhibit 4.01 to Registrant's Registration Statement on Form S-1 filed with the Commission on November

21, 1997.

(6) Incorporated herein by reference to Exhibit 9.1 to the March 8, 2000 8-K.

(7) Incorporated herein by reference to Exhibit 99.1 to the March 8, 2000 8-K.

(8) Incorporated herein by reference to Exhibit 4.01 to the July 21, 1998 8-K.

(9) Incorporated herein by reference to Exhibit 4.09 to Registrant's Registration Statement on Form S-8 filed with the Commission on July 7, 1998.

* Previously filed.

(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 fiscal year ended December 31, 1999.

ITEM 22. UNDERTAKINGS

The undersigned registrant hereby undertakes:

(a) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) 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.

(b) That prior to any public reoffering of the securities registered hereunder through use of a prospectus that 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 registrant 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.

(c) That every prospectus (i) that is filed pursuant to paragraph (1) immediately preceding, or (ii) that purports to meet the requirements of section 10(a)(3) of the Act and is used in connection with an offering of securities subject to Rule 415, will be filed as a part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, 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.

(d) To respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11, or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

(e) To supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, 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 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 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1933, the Registrant 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 the 2nd day of May 2000.

VeriSign, Inc.

/s/ Stratton D. Sclavos
By: ________________________________
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 2nd day of May 2000.

Signature	Title
/s/ Stratton D. Sclavos Stratton D. Sclavos	President, Chief Executive Officer and Director
* 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
* Timothy Tomlinson	Director and Secretary

/s/ Stratton D. Sclavos
*By: ________________________________
Stratton D. Sclavos, Attorney-in-fact

EXHIBIT INDEX

Exhibit Number	Exhibit Description
5.01	Opinion of Fenwick & West LLP
8.01	Tax Opinion of Fenwick & West LLP
8.02	Tax Opinion of Davis Polk & Wardwell

EXHIBIT 5.01

[LETTERHEAD OF FENWICK & WEST LLP]

May 3, 2000

VeriSign, Inc.
1350 Charleston Road
Mountain View, California 94043

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-4, File No. 333-34644 (the "Registration Statement") filed by you with the Securities and Exchange Commission (the "Commission") on or about April 12, 2000 in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 77,816,019 shares of your Common Stock (the "Stock") pursuant to the terms of an Agreement and Plan of Merger dated as of March 6, 2000 (the "Agreement") by and among VeriSign, Inc., a Delaware corporation ("VeriSign"), Network Solutions, Inc., a Delaware corporation ("NSI"), and Nickel Acquisition Corporation, a Delaware corporation and wholly owned subsidiary of NSI ("Nickel").

In rendering this opinion, we have examined the following:

(1) the Registration Statement, together with the Exhibits filed as a part thereof or incorporated by reference therein;

(2) the Proxy Statement/Prospectus prepared in connection with the Registration Statement, together with the Appendices thereto;

(3) the minutes of meetings and actions by written consent of the stockholders and Board of Directors that are contained in your minute books and the minute books of your predecessor, VeriSign, that are in our possession;

(4) the stock records for VeriSign that have been provided to us (consisting of a certificate from the transfer agent for VeriSign's capital stock, ChaseMellon Shareholder Services, of even date herewith verifying the number of your issued and outstanding shares of capital stock as of the date hereof, and a schedule of outstanding option and warrants respecting your capital and of any rights to purchase capital stock; and

(5) 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

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.

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 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.

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 and sold by you pursuant to the Registration Statement, 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. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules or regulations promulgated thereunder.

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

/s/ Fenwick & West LLP

EXHIBIT 8.01

[LETTERHEAD OF FENWICK & WEST LLP]

May 3, 2000

Verisign Inc.
1350 Charleston Road
Mountain, CA 94043

Attention: Board of Directors

Re: Tax Opinion for the Merger Transaction Involving
Verisign Inc., and Network Solutions, Inc.

Ladies and Gentlemen:

We have been requested to render this opinion concerning certain matters of U.S. federal income tax law in connection with the proposed merger (the "Merger") involving Verisign, Inc., a corporation organized and existing under the laws of the State of Delaware ("Parent"), Nickel Acquisition Corp., a wholly-owned first tier subsidiary of Parent and a Delaware corporation ("Merger Sub"), and Network Solutions, Inc., a corporation organized and existing under the laws of the State of Delaware ("Company"). The Merger is further described in and is in accordance with the Securities and Exchange Commission Form S-4 Registration Statement filed on May 3, 2000 ("S-4 Registration Statement"). Our opinion has been requested solely in connection with the filing of the S-4 Registration Statement with the Securities and Exchange Commission with respect to the Merger.

The Merger is structured as a statutory merger of Merger Sub with and into Company, with Company surviving the Merger, all pursuant to the applicable corporate laws of the State of Delaware and in accordance with the Agreement and Plan of Reorganization by and among Parent, Merger Sub, and Company dated as of March 6, 2000 and the exhibits thereto (the "Agreement"). Except as otherwise indicated, capitalized terms used herein have the meanings set forth in the Agreement. All section references, unless otherwise indicated, are to the Internal Revenue Code of 1986, as amended (the "Code").

We have acted as legal counsel to Parent in connection with the Merger. As such, and for the purpose of rendering this opinion, we have examined and are relying upon (without any independent investigation or review thereof) the truth and accuracy, at all relevant times, of the statements, covenants, representations and warranties contained in the following documents (including all schedules and exhibits thereto), among others:

1. the Agreement;

2. a Tax Representation of Parent and Merger Sub dated May 2, 2000, signed by an authorized officer of each of Parent and Merger Sub and delivered to us from Parent and Merger Sub and incorporated herein by reference;

3. a Tax Representation Certificate of Company dated May 2, 2000, signed by an authorized officer of Company and delivered to us from Company and incorporated herein by reference.

In connection with rendering this opinion, we have assumed or obtained representations and are relying thereon (without any independent investigation or review thereof) that:

(1) original documents (including signatures) are authentic, documents submitted to us as copies conform to the original documents, and there has been (or will be by the Effective Time of the Merger) due execution and delivery of all documents where due execution and delivery are prerequisites to the effectiveness thereof;

(2) any representation or statement referred to above made "to the knowledge of" or "to the belief of" or otherwise similarly qualified is correct without such qualification, and all statements and representations, whether or not qualified are true and will remain true through the Effective Time;

(3) the Merger will be consummated pursuant to the Agreement and will be effective under the laws of the State of Delaware;

(4) at all relevant times prior to and including the Effective Time, (a) no outstanding indebtedness of Parent, Company or Merger Sub has represented or will represent equity for tax purposes; (b) no outstanding equity of Parent, Company or Merger Sub has represented or will represent indebtedness for tax purposes; (c) no outstanding security, instrument, agreement or arrangement that provides for, contains or represents either a right to acquire Company capital stock (or to share in the appreciation thereof) constitutes or will constitute "stock" for purposes of Section 368(c) of the Code; and

(5) Parent, Merger Sub and Company will report the Merger on their respective U.S. federal income tax returns in a manner consistent with the opinion set forth below and will comply with all reporting obligations set forth in the Code and the Treasury Regulations promulgated thereunder.

In addition to the above, our opinion is conditioned on the delivery of an opinion of counsel, substantially identical to this opinion, to Company from Davis, Polk & Wardwell, and that such opinion will not be withdrawn prior to the Effective Time.

Based on the foregoing documents, materials, assumptions and information, and subject to the qualifications and assumptions set forth herein, we are of the opinion that, if the

Merger is consummated in accordance with the provisions of the Agreement (and without any waiver, breach or amendment of any of the provisions thereof), the Merger will be a "reorganization" for federal income tax purposes within the meaning of Section 368(a) of the Code and Parent, Company and Merger Sub each will be a "party to the reorganization" within the meaning of Section 368(b) of the Code.

Our opinions set forth above are based on the existing provisions of the Code, Treasury Regulations (including Temporary Treasury Regulations) promulgated under the Code, published Revenue Rulings, Revenue Procedures and other announcements of the Internal Revenue Service (the "Service") and existing court decisions, any of which could be changed at any time. Any such changes might be retroactive with respect to transactions entered into prior to the date of such changes and could significantly modify the opinions set forth above. Nevertheless, we undertake no responsibility to advise you of any subsequent developments in the application, operation or interpretation of the U.S. federal income tax laws.

Our opinions concerning certain of the U.S. federal tax consequences of the Merger are limited to the specific U.S. federal tax consequences presented above. No opinion is expressed as to any transaction other than the Merger, including any transaction undertaken in connection with the Merger. In addition, this opinion does not address any estate, gift, state, local or foreign tax consequences that may result from the Merger. In particular, we express no opinion regarding: (i) the amount, existence or availability after the Merger, of any of the U.S. federal income tax attributes of Parent, Company or Merger Sub; (ii) any transaction in which Company Common Stock is acquired or Parent Common Stock is disposed other than pursuant to the Merger; (iii) the potential application of the "disqualifying disposition" rules of Section 421 of the Code to dispositions of Company Common Stock; (iv) the effects of the Merger and Parent's assumption of outstanding options to acquire Company stock on the holders of such options under any Company employee stock option or stock purchase plan, respectively; (v) the effects of the Merger on any Company stock acquired by the holder subject to the provision of Section 83(a) of the Code; (vi) the effects of the Merger on any payment which is or may be subject to the provisions of Section 280G of the Code; (vii) the application of the collapsible corporation provisions of Section 341 of the Code to Parent, Company or Merger Sub as a result of the Merger; (viii) the application of the alternative minimum tax provisions contained in the Code; (ix) the effects of the Merger on any Company stock acquired or held as part of a "straddle," "conversion transaction," "hedging transaction" or other risk reduction transaction; and (x) any special tax consequences applicable to insurance companies, securities dealers, financial institutions, tax-exempt organizations or foreign persons.

No ruling has been or will be requested from the Service concerning the U.S. federal income tax consequences of the Merger. In reviewing this opinion, you should be aware that the opinion set forth above represents our conclusions regarding the application of existing U.S. federal income tax law to the instant transaction. If the facts vary from those relied upon (including if any representations, covenant, warranty or assumption upon which we have relied is inaccurate, incomplete, breached or ineffective), our opinions contained herein could be

inapplicable. You should be aware that an opinion of counsel represents only counsel's best legal judgment, and has no binding effect or official status of any kind, and that no assurance can be given that contrary positions may not be taken by the Service or that a court considering the issues would not hold otherwise.

This opinion is being delivered solely for the purpose of being included as an exhibit to the S-4 Registration Statement; it may not be relied upon or utilized for any other purpose (including without limitation, satisfying any conditions in the Agreement) or by any other person or entity, and may not be made available to any other person or entity, without our prior written consent. We do, however, consent to the use of this opinion as an exhibit to the S-4 Registration Statement and to the use of our name in the S-4 Registration Statement where it appears. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules or regulations of the Securities and Exchange Commission promulgated thereunder. The filing of this opinion as an exhibit to the Registration Statement and the references to such opinion and Fenwick & West LLP therein is not intended to create liability under applicable state law to any person other than Parent, our client.

Very truly yours,

/s/ Fenwick & West LLP

Fenwick & West LLP

A Limited Liability Partnership
including Professional Corporations

Exhibit 8.02

[Letterhead of Davis, Polk & Wardwell]

May 3, 2000

Network Solutions, Inc.

505 Huntmar Park Drive

Herndon, Virginia 20170

Ladies and Gentlemen:

We have acted as counsel for Network Solutions, Inc. ("Network Solutions"), a Delaware corporation, in connection with (i) the Merger, as defined and described in the Agreement and Plan of Merger dated as of March 6, 2000 (the "Merger Agreement") among VeriSign Inc. ("Verisign"), a Delaware corporation, Nickel Acquisition Corporation, a Delaware corporation ("Merger Sub") and Network Solutions (ii) the preparation and filing of the related Registration Statement on Form S-4, as amended (the "Registration Statement"), which includes the Joint Proxy Statement/Prospectus (the "Proxy Statement/ Prospectus"), filed with the Securities and Exchange Commission (the "Commission") on April 12, 2000 under the Securities Act of 1933, as amended (the "Securities Act") and the Securities Exchange Act of 1934, as amended. Unless otherwise indicated, each capitalized term used herein has the meaning ascribed to it in the Merger Agreement.

In connection with this opinion, we have examined the Merger Agreement, the Proxy Statement/Prospectus and such other documents as we have deemed necessary or appropriate in order to enable us to render our opinion. For purposes of this opinion, we have assumed (i) the validity and accuracy of the documents that we have examined, (ii) that the Merger would be consummated in the manner described in Merger Agreement and the Proxy Statement/Prospectus, and (iii) that the representations made by Network Solutions and VeriSign (together with Merger Sub) in letters to us dated the date hereof are, and will be as of the Effective Time, accurate and complete. We have not attempted to verify independently the accuracy of the Proxy Statement/Prospectus or of the representations made to us in the representation letters. In rendering our opinion, we have considered the applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code"), Treasury Department regulations promulgated thereunder, pertinent judicial authorities, interpretive rulings of the Internal Revenue Service and such other authorities as we have considered relevant. It should be noted that statutes,

regulations, judicial decisions and administrative interpretations are subject to change at any time (possibly with retroactive effect). A change in the authorities or in the accuracy or completeness of any of the documents, assumptions or respresentations on which our opinion is based could affect our conclusions. This opinion is expressed as of the date hereof, and we are under no obligation to supplement or revise our opinion to reflect any changes (including changes that have retroactive effect) (i) in applicable law or (ii) in any information, document, assumption or representation on which our opinion is based which becomes untrue or incorrect.

Based upon the foregoing, in our opinion, the Merger will be treated for Federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code and VeriSign, Network Solutions and Merger Sub will each be a party to that reorganization within the meaning of Section 368(b) of the Code, and accordingly, for U.S. federal income tax purposes and subject to the assumptions and qualifications set forth in the discussion in the Proxy Statement/Prospectus under the heading "Material Federal Income Tax Consequences of the Merger":

(i) except in respect of cash received instead of fractional shares of VeriSign common stock, holders of shares of Network Solutions stock will (1) not recognize any gain or loss as a result of the exchange of their shares of Network Solutions stock for VeriSign stock, (2) have a tax basis in the VeriSign stock received in the merger equal to the tax basis of the Network Solutions stock surrendered in the Merger (not including the tax basis allocable to fractional shares of VeriSign stock), and (3) have a holding period with respect to the VeriSign stock received in the Merger that includes the holding period of the Network Solutions stock surrendered in the Merger;

(ii) a holder of Network Solutions common stock will be required to recognize gain or loss with respect to cash received instead of a fractional share of VeriSign common stock, measured by the difference between the amount of cash received and the portion of the tax basis of the holder's shares of Network Solutions common stock allocable to the fractional share, which gain or loss will be capital gain or loss if the holder of Network Solutions common stock holds such stock as a capital asset within the meaning of Section 1221 of the Code and will be long-term capital gain or loss if the share of Network Solutions common stock exchanged for the fractional share was held for more than one year at the Effective Time;

(iii) none of VeriSign, Network Solutions or Merger Sub will recognize gain or loss as a result of the Merger.

Our opinion does not address U.S. federal income tax consequences which may vary with, or are contingent upon, a shareholder's individual circumstances. In addition, our opinion does not address any non-income tax or any foreign, state or local tax consequences of the Merger.

This letter is furnished to you solely for use in connection with the Merger, as described in the Merger Agreement and the Proxy Statement/Prospectus, and is not to be used, circulated, quoted, or otherwise referred to for any other purpose without our express written permission. We hereby consent to the filing of this opinion as an exhibit to the Proxy Statement/Prospectus and to the use of our name under the caption "Material Federal Income Tax Consequences of the Merger" in the Proxy Statement/Prospectus. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Davis, Polk & Wardwell