

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

**FORM S-8  
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)

**94-3221585**  
(I.R.S. Employer  
Identification No.)

**VeriSign, Inc.**  
**487 East Middlefield Road**  
**Mountain View, California 94043**  
(Address of Principal Executive Offices)

**2001 Stock Incentive Plan**  
**1998 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Dana L. Evan**  
**Chief Financial 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:*

**James M. Ulam, Esq.**  
**Senior Vice President, General Counsel**  
**VeriSign, Inc.**  
**487 East Middlefield Road**  
**Mountain View, California 94043**

**CALCULATION OF REGISTRATION FEE**

Title of Each Class Of Securities to be Registered	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 per share	5,066,828(1)	\$ 29.38(3)	\$148,863,407(3)	\$ 17,521.22
Common stock, \$0.001 par value per share	2,500,000(2)	\$ 24.97(3)	\$ 62,425,000(3)	\$ 7,347.42
Total	7,566,828			\$ 24,868.64

- (1) Represents shares automatically reserved for issuance upon exercise of options granted under the Registrant's 2001 Stock Incentive Plan. Shares available for issuance under the 2001 Stock Incentive Plan were initially registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on September 21, 2001 (Registration No. 333-69818).
- (2) Represents shares automatically reserved for issuance upon the exercise of options granted under the Registrant's 1998 Employee Stock Purchase Plan. Shares available for issuance under the 1998 Employee Stock Purchase Plan were initially registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on January 30, 1998 (Registration No. 333-45237).
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act of 1933 and based upon the average of the high and low sales prices reported on the Nasdaq National Market on June 30, 2005. For the 1998 Employee Stock Purchase Plan, this amount is multiplied by 85%, which is the percentage of the price per share applicable to purchases under such plan.



**REGISTRATION OF ADDITIONAL SHARES  
PURSUANT TO GENERAL INSTRUCTION E**

This registration statement on Form S-8 hereby incorporates by reference the contents of the following registration statements on Form S-8 filed by the Registrant with the Securities and Exchange Commission:

<u>Registration No.</u>	<u>Date of Filing</u>	<u>Plan Registered</u>
333-45237	January 30, 1998	1998 Employee Stock Purchase Plan
333-69818	September 21, 2001	2001 Stock Incentive Plan

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Exhibit Descriptions</u>
5.01	Opinion of Fenwick & West LLP.
23.01	Consent of Fenwick & West LLP (included in Exhibit 5.01).
23.02	Consent of KPMG LLP.
24.01	Power of Attorney (see page 4).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and 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 this 1st day of July 2005.

**VERISIGN, INC.**

By: /s/ Stratton D. Sclavos

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Stratton D. Sclavos  
President, Chief Executive Officer and  
Chairman of the Board

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Stratton D. Sclavos, Dana L. Evan, and James Ulam, and each of them acting individually, as his or her attorney-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this registration statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection herewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or any substitute, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<b>Principal Executive Officer And Director:</b>		
/s/ Stratton D. Sclavos _____ Stratton D. Sclavos	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	July 1, 2005
<b>Principal Financial and Principal Accounting Officer:</b>		
/s/ Dana L. Evan _____ Dana L. Evan	Executive Vice President, Finance and Administration and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 1, 2005

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**Additional Directors:**

<u>/s/ D. James Bidzos</u> D. James Bidzos	Vice Chairman of the Board	July 1, 2005
<u>/s/ William L. Chenevich</u> William L. Chenevich	Director	July 1, 2005
<u>/s/ Scott G. Kriens</u> Scott G. Kriens	Director	July 1, 2005
<u>/s/ Len J. Lauer</u> Len J. Lauer	Director	July 1, 2005
<u>/s/ Edward A. Mueller</u> Edward A. Mueller	Director	July 1, 2005
<u>/s/ Roger H. Moore</u> Roger H. Moore	Director	July 1, 2005
<u>/s/ Gregory L. Reyes</u> Gregory L. Reyes	Director	July 1, 2005
<u>/s/ William A. Roper, Jr.</u> William A. Roper, Jr.	Director	July 1, 2005
<u>/s/ Louis A. Simpson</u> Louis A. Simpson	Director	July 1, 2005

**EXHIBIT INDEX**

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[On Fenwick & West LLP Letterhead]

June 22, 2005

VeriSign, Inc.  
487 East Middlefield Road  
Mountain View, California 94043-1331

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by VeriSign, Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") on or about June 22, 2005 in connection with the registration under the Securities Act of 1933, as amended, of a total of 7,566,828 shares of the Company's Common Stock (the "**Stock**"), of which 5,066,828 shares are subject to issuance by the Company upon the exercise of options to be granted under the Company's 2001 Stock Incentive Plan (the "**Stock Incentive Plan**") and 2,500,000 shares are subject to issuance by the Company upon the exercise of purchase rights to be granted under the Company's 1998 Employee Stock Purchase Plan (the "**Employee Stock Purchase Plan**," each a "**Plan**" and collectively, the "**Plans**"). In rendering this opinion, we have examined the following:

- (1) the Company's Third Amended and Restated Certificate of Incorporation as amended through June 8, 2000 and, certified by the Delaware Secretary of State on November 20, 2003;
- (2) the Company's Amended and Restated Bylaws, effective December 18, 2002, and as amended on May 3, 2005;
- (3) the Registration Statement, together with the exhibits filed as a part thereof or incorporated therein by reference, including the Stock Incentive Plan and the Employee Stock Purchase Plan and related forms of stock option agreement, enrollment form, subscription agreements, notices of withdrawal and notices of suspension;
- (4) the following registration statements on Form S-8 (File No. 333-69818 filed by the Company with the Commission on September 21, 2001 and File No. 333-45237, filed by the Company with the Commission on January 30, 1998), together with the exhibits filed as a part thereof or incorporated therein by reference;
- (5) the Prospectuses prepared in connection with the Registration Statement;
- (6) the minutes of meetings and actions by written consent of the stockholders and Board of Directors that are contained in the Company's minute books that are in the Company's possession approving the increase in the number of shares under each of the respective Plans; and

- (7) the stock records that the Company has provided to us (consisting of a certificate from the Company's transfer agent verifying the number of the Company's issued and outstanding shares of capital stock as of June 14, 2005 and the date hereof and documentation with respect to the Company's capital and of any rights to purchase capital stock that was prepared by the Company and verifying the number of such issued and outstanding securities).

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 persons or entities 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 reviewed by us. We have also assumed that the certificates representing the Stock will be, when issued, properly signed by authorized officers of the Company 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 the representations of Company representatives to us and have assumed the current accuracy and completeness of such information. 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.

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, the State of California and the Delaware General Corporation Law, the Delaware Constitution and reported judicial decisions relating thereto.

Based upon the foregoing, it is our opinion that the 7,566,828 shares of Stock that may be issued and sold by the Company upon the exercise of options and purchase rights to be granted under the Plans when issued, sold and delivered in accordance with the terms of the respective Plan and the stock option and purchase agreements to be entered into thereunder and in the manner and for the consideration stated in the Registration Statement and Prospectuses, 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, Prospectuses constituting a part thereof and any amendments thereto. 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. This opinion is intended solely for use in connection with the issuance and sale of the shares subject to the Registration Statement and is not to be relied upon for any other purpose.

Very truly yours,

**FENWICK & WEST LLP**

By: /s/ Jeffrey R. Vetter

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Jeffrey R. Vetter, a Partner



**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
VeriSign, Inc.:

We consent to the incorporation by reference in this registration statement on Form S-8 of VeriSign, Inc. of our reports dated March 15, 2005, with respect to the consolidated balance sheets of VeriSign, Inc. and subsidiaries as of December 31, 2004 and 2003, and the related consolidated statements of operations, stockholders' equity, comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2004, management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2004, and the effectiveness of internal control over financial reporting as of December 31, 2004, which reports appear in the December 31, 2004 annual report on Form 10-K of VeriSign, Inc.

KPMG LLP

Mountain View, California  
June 27, 2005