

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A
AMENDMENT NO. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

VERISIGN, INC.

(Exact name of registrant as specified in its charter)

Delaware

94-3221585

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

487 East Middlefield Road

94043

(Address of principal executive offices)

(Zip code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: N/A

Securities to be registered pursuant to Section 12(b) of the Act: None.

Securities to be registered pursuant to Section 12(g) of the Act:

Stock Purchase Rights

(Title of Class)

Item 1: Description of Registrant's Securities to be Registered:

Reference is hereby made to the Registration Statement on Form 8-A, dated September 30, 2002 (the "Original Form 8-A"), filed with the Securities and Exchange Commission (the "Commission") by VeriSign, Inc., a Delaware corporation (the "Company"), relating to the rights (the "Rights") distributed to the stockholders of the Company in connection with the Rights Agreement, dated as of September 27, 2002 (the "Rights Agreement"), by and between the Company and Mellon Investor Services LLC, a New Jersey limited liability company, as Rights Agent (the "Rights Agent"). The Original Form 8-A is incorporated herein by reference.

On February 11, 2003, the board of directors of the Company authorized the Amendment to Rights Agreement, dated as of February 11, 2003 (the "Amendment"), between the Company and the Rights Agent.

The Amendment amends Section 1(a) of the Rights Agreement to provide that any Person (as defined in the Rights Agreement) who or which, together with all Affiliates and Associates (each as defined in the Rights Agreement) of such Person, shall be the Beneficial Owner (as defined in the Rights Agreement) of 20% or more of the Common Shares of the Company then outstanding shall be an "Acquiring Person," subject to certain exceptions.

The Rights Agreement is filed as Exhibit 4.01 to the Original 8-A and is incorporated by reference as Exhibit 4.01 hereto. The Amendment is attached hereto as Exhibit 4.02. The foregoing summary description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the exhibits hereto, which are incorporated herein by reference.

Item 2: Exhibits

- 4.01. Rights Agreement dated September 27, 2002 between registrant and Mellon Investor Services LLC as Rights Agent, which includes as Exhibit A the Form of Certificate of Designations of Series A Junior Participating Preferred Stock, as Exhibit B the Summary of Stock Purchase Rights and as Exhibit C the Form of Rights Certificate. (Incorporated by reference to Exhibit 4.01 to the Company's Registration Statement on Form 8-A filed on September 30, 2002.)
- 4.02. Amendment to Rights Agreement, dated as of February 11, 2003, by and between registrant and Mellon Investor Services LLC as Rights Agent.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: March 18, 2003

VERISIGN, INC.

By: /s/ JAMES M. ULAM

James M. Ulam
Senior Vice President, General Counsel

EXHIBIT INDEX

Exhibit

- 4.01 Rights Agreement dated September 27, 2002 between registrant and Mellon Investor Services LLC as Rights Agent, which includes as Exhibit A the Form of Certificate of Designations of Series A Junior Participating Preferred Stock, as Exhibit B the Summary of Stock Purchase Rights and as Exhibit C the Form of Rights Certificate. (Incorporated by reference to Exhibit 4.01 to the Company's Registration Statement on Form 8-A filed on September 30, 2002.)
- 4.02 Amendment to Rights Agreement, dated as of February 11, 2003, by and between registrant and Mellon Investor Services LLC as Rights Agent.

AMENDMENT TO RIGHTS AGREEMENT

AMENDMENT, dated as of February 11, 2003 (this "**Amendment**"), to the Rights Agreement, dated as of September 27, 2002 (the "**Rights Agreement**"), between VeriSign, Inc., a Delaware corporation (the "**Company**"), and Mellon Investor Services LLC, a New Jersey limited liability company, as Rights Agent (the "**Rights Agent**"). Capitalized terms used but not defined herein shall have the meanings given to such terms in the Rights Agreement.

WHEREAS, Section 1(a) of the Rights Agreement provides that any Person who or which, together with all Affiliates and Associates of such Person, shall be the Beneficial Owner of 15% or more of the Common Shares of the Company then outstanding shall be an "Acquiring Person," subject to certain exceptions, for purposes of the Rights Agreement.

WHEREAS, Section 27 of the Rights Agreement provides that (i) prior to the time any Person becomes an Acquiring Person, the Company and Rights Agent may amend the Rights Agreement as the Company deems necessary or desirable, including to modify or amend the definition of Acquiring Person set forth in Section 1(a) of the Rights Agreement, and (ii) such an amendment will be evidenced by a writing signed by the Company and the Rights Agent; and

WHEREAS, pursuant to Section 27 of the Rights Agreement, the Board of Directors of the Company has determined that an amendment to the Rights Agreement as set forth herein is necessary and desirable in connection with the foregoing and the Company desires to evidence such amendment in writing.

THEREFORE, in consideration of the foregoing and the mutual agreements set forth herein, the parties agree as follows:

1. The Company certifies to Rights Agent that this Amendment (i) complies with Section 27 of the Rights Agreement, and (ii) will not adversely affect the rights, duties, or liabilities of the Rights Agent and that Rights Agent is entitled to rely upon such certification to determine that this Amendment will not adversely affect the rights, duties, or liabilities of the Rights Agent.

2. Section 1(a) of the Rights Agreement is hereby amended by replacing the first sentence of that subsection in its entirety with the following:

(a) "**Acquiring Person**" shall mean any Person who or which, together with all Affiliates and Associates of such Person, shall be the Beneficial Owner of 20% (the "**Designated Percentage**") or more of the Common Shares of the Company then outstanding, but shall not include (i) the Company, (ii) any Subsidiary of the Company, (iii) any employee benefit plan of the Company or of any Subsidiary of the Company or (iv) any entity holding Common Shares for or pursuant to the terms of any such plan.

3. This Amendment shall be effective immediately.

4. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State; provided however, that all provisions regarding the rights, duties and obligations of the Rights Agent shall be governed by and construed in accordance with the laws of the State of New York applicable to contracts made and to be performed entirely within such State. If any term of this Amendment is held by a court of competent jurisdiction or other competent authority to be invalid or unenforceable, the remainder of the terms hereof shall remain in full force and effect, and this Amendment shall be construed in order to give the maximum effect to the remaining terms and intent hereof. The Company's Subsidiaries, Affiliates and Associates are intended third party beneficiaries of the terms hereof. This Amendment may be executed in one or more counterparts, all of which shall together constitute one instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

