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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2025

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 000-23593

VERISIGN, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

**12061 Bluemont Way,
Reston, Virginia**

(Address of principal executive offices)

94-3221585

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

20190

(Zip Code)

Registrant's telephone number, including area code: (703) 948-3200

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value per share	VRSN	Nasdaq Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

<u>Class</u>	<u>Shares Outstanding as of July 18, 2025</u>
Common stock, \$0.001 par value per share	93.4 million

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PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

VERISIGN, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions, except par value)
(Unaudited)

	<u>June 30,</u> <u>2025</u>	<u>December 31,</u> <u>2024</u>
<u>ASSETS</u>		
Current assets:		
Cash and cash equivalents	\$ 314.3	\$ 206.7
Marketable securities	279.5	393.2
Other current assets	88.5	63.9
Total current assets	682.3	663.8
Property and equipment, net	221.2	224.5
Goodwill	52.5	52.5
Deferred tax assets	272.2	281.3
Deposits to acquire intangible assets	145.0	145.0
Other long-term assets	34.6	39.4
Total long-term assets	725.5	742.7
Total assets	\$ 1,407.8	\$ 1,406.5
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 225.3	\$ 257.8
Deferred revenues	1,034.3	973.5
Current senior notes	—	299.8
Total current liabilities	1,259.6	1,531.1
Long-term deferred revenues	345.4	330.7
Long-term senior notes	1,786.9	1,492.5
Long-term tax and other liabilities	9.7	10.1
Total long-term liabilities	2,142.0	1,833.3
Total liabilities	3,401.6	3,364.4
Commitments and contingencies		
Stockholders' deficit:		
Preferred stock—par value \$.001 per share; Authorized shares: 5.0; Issued and outstanding shares: none	—	—
Common stock and additional paid-in capital—par value \$.001 per share; Authorized shares: 1,000; Issued shares: 355.5 at June 30, 2025 and 355.2 at December 31, 2024; Outstanding shares: 93.6 at June 30, 2025 and 95.0 at December 31, 2024	10,203.0	10,645.3
Accumulated deficit	(12,194.0)	(12,600.7)
Accumulated other comprehensive loss	(2.8)	(2.5)
Total stockholders' deficit	(1,993.8)	(1,957.9)
Total liabilities and stockholders' deficit	\$ 1,407.8	\$ 1,406.5

See accompanying Notes to Condensed Consolidated Financial Statements.

VERISIGN, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions, except per share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Revenues	\$ 409.9	\$ 387.1	\$ 812.2	\$ 771.4
Costs and expenses:				
Cost of revenues	49.1	47.1	98.5	96.2
Research and development	25.7	23.8	51.7	48.6
Selling, general and administrative	54.4	50.0	110.1	101.5
Total costs and expenses	129.2	120.9	260.3	246.3
Operating income	280.7	266.2	551.9	525.1
Interest expense	(18.9)	(18.8)	(39.2)	(37.6)
Non-operating income, net	5.5	11.5	13.0	25.4
Income before income taxes	267.3	258.9	525.7	512.9
Income tax expense	(59.9)	(60.1)	(119.0)	(120.0)
Net income	207.4	198.8	406.7	392.9
Other comprehensive loss	—	—	(0.3)	(0.2)
Comprehensive income	<u>\$ 207.4</u>	<u>\$ 198.8</u>	<u>\$ 406.4</u>	<u>\$ 392.7</u>
Earnings per share:				
Basic	<u>\$ 2.21</u>	<u>\$ 2.01</u>	<u>\$ 4.32</u>	<u>\$ 3.93</u>
Diluted	<u>\$ 2.21</u>	<u>\$ 2.01</u>	<u>\$ 4.31</u>	<u>\$ 3.93</u>
Shares used to compute earnings per share				
Basic	<u>93.8</u>	<u>98.9</u>	<u>94.2</u>	<u>99.9</u>
Diluted	<u>94.0</u>	<u>99.0</u>	<u>94.4</u>	<u>99.9</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

VERISIGN, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
(In millions)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Total stockholders' deficit, beginning of period	\$ (1,977.0)	\$ (1,635.7)	\$ (1,957.9)	\$ (1,581.0)
Common stock and additional paid-in capital				
Beginning balance	10,427.2	11,559.4	10,645.3	11,808.0
Repurchase of common stock	(166.8)	(390.3)	(408.5)	(660.2)
Common stock cash dividends	(72.1)	—	(72.1)	—
Stock-based compensation	16.2	14.6	33.9	29.9
Issuance of common stock under stock plans	—	—	7.9	8.3
Excise tax on repurchase of common stock	(1.5)	(3.8)	(3.5)	(6.1)
Balance, end of period	10,203.0	11,179.9	10,203.0	11,179.9
Accumulated deficit				
Beginning balance	(12,401.4)	(13,192.3)	(12,600.7)	(13,386.4)
Net income	207.4	198.8	406.7	392.9
Balance, end of period	(12,194.0)	(12,993.5)	(12,194.0)	(12,993.5)
Accumulated other comprehensive loss				
Beginning balance	(2.8)	(2.8)	(2.5)	(2.6)
Other comprehensive loss	—	—	(0.3)	(0.2)
Balance, end of period	(2.8)	(2.8)	(2.8)	(2.8)
Total stockholders' deficit, end of period	\$ (1,993.8)	\$ (1,816.4)	\$ (1,993.8)	\$ (1,816.4)
Cash dividends declared per common share	\$ 0.77	\$ —	\$ 0.77	\$ —

See accompanying Notes to Condensed Consolidated Financial Statements.

VERISIGN, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Six Months Ended June 30,	
	2025	2024
Cash flows from operating activities:		
Net income	\$ 406.7	\$ 392.9
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation of property and equipment	17.2	19.1
Stock-based compensation expense	33.4	29.4
Amortization of discount on investments in debt securities	(4.8)	(11.1)
Other, net	1.4	1.6
Changes in operating assets and liabilities:		
Other assets	(19.9)	(19.2)
Other liabilities	(24.8)	(58.8)
Deferred revenues	75.5	42.6
Net deferred income taxes	9.1	21.2
Net cash provided by operating activities	<u>493.8</u>	<u>417.7</u>
Cash flows from investing activities:		
Proceeds from maturities and sales of marketable securities	396.8	727.6
Purchases of marketable securities	(278.6)	(468.1)
Purchases of property and equipment	(13.6)	(13.0)
Net cash provided by investing activities	<u>104.6</u>	<u>246.5</u>
Cash flows from financing activities:		
Repayment of borrowings	(500.0)	—
Proceeds from senior note issuance, net of issuance costs	493.3	—
Repurchases of common stock	(408.5)	(660.2)
Payment of dividends	(72.1)	—
Payment of excise tax on repurchase of common stock	(11.6)	—
Proceeds from employee stock purchase plan	7.9	8.3
Net cash used in financing activities	<u>(491.0)</u>	<u>(651.9)</u>
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	0.1	(0.3)
Net increase in cash, cash equivalents, and restricted cash	107.5	12.0
Cash, cash equivalents, and restricted cash at beginning of period	212.1	245.5
Cash, cash equivalents, and restricted cash at end of period	<u>\$ 319.6</u>	<u>\$ 257.5</u>
Supplemental cash flow disclosures:		
Cash paid for interest	\$ 42.3	\$ 36.4
Cash paid for income taxes, net of refunds received	<u>\$ 149.4</u>	<u>\$ 138.6</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

VERISIGN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Basis of Presentation

Interim Financial Statements

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared by VeriSign, Inc. (“Verisign” or the “Company”) in accordance with the instructions to Form 10-Q pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) and, therefore, do not include all information and notes normally provided in audited financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals and other adjustments) considered necessary for a fair presentation have been included. The results of operations for any interim period are not necessarily indicative of, nor comparable to, the results of operations for any other interim period or for a full fiscal year. These unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and related notes contained in Verisign’s Annual Report on Form 10-K for the year ended December 31, 2024 (the “2024 Form 10-K”) filed with the SEC on February 13, 2025.

Recent Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which improves the transparency of income tax disclosures by requiring consistent categories and greater disaggregation of information in the effective tax rate reconciliation and income taxes paid disaggregated by jurisdiction. This guidance will be effective for our 2025 Form 10-K. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*, which requires additional disclosure of certain costs and expenses within the notes to the financial statements. This guidance will be effective for our 2027 Form 10-K. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

Note 2. Financial Instruments

Cash, Cash Equivalents, and Marketable Securities

The following table summarizes the Company’s cash, cash equivalents, and marketable securities and the fair value categorization of the financial instruments measured at fair value on a recurring basis:

	June 30, 2025	December 31, 2024
	(In millions)	
Cash	\$ 21.7	\$ 21.7
Time deposits	1.8	1.8
Money market funds (Level 1)	296.1	188.6
Debt securities issued by the U.S. Treasury (Level 1)	279.5	393.2
Total	<u>\$ 599.1</u>	<u>\$ 605.3</u>
Cash and cash equivalents	\$ 314.3	\$ 206.7
Restricted cash (included in Other long-term assets)	5.3	5.4
Total Cash, cash equivalents, and restricted cash	319.6	212.1
Marketable securities	279.5	393.2
Total	<u>\$ 599.1</u>	<u>\$ 605.3</u>

The gross and net unrealized gains and losses included in the fair value of the debt securities were not significant for the periods presented. All of the debt securities held as of June 30, 2025 are scheduled to mature in less than one year.

Fair Value Measurements

The fair value of the Company’s investments in money market funds approximates their face value. Such instruments are included in Cash and cash equivalents. The fair value of the debt securities consisting of U.S. Treasury bills is based on their quoted market prices. Debt securities purchased with original maturities in excess of three months are included in Marketable securities. The fair value of the Company’s foreign currency forward contracts is based on foreign currency rates quoted by banks or foreign currency dealers and other public data sources. The fair value of all of these financial instruments are classified as Level 1 in the fair value hierarchy.

As of June 30, 2025, the Company’s other financial instruments include cash, accounts receivable, restricted cash, and accounts payable whose carrying values approximated their face values. The aggregate fair value of the Company’s senior notes is \$1.73 billion and \$1.69 billion as of June 30, 2025 and December 31, 2024, respectively. The fair values of these debt instruments are based on available market information from public data sources and are classified as Level 2.

Note 3. Selected Balance Sheet Items

Other Current Assets

Other current assets consist of the following:

	June 30, 2025	December 31, 2024
(In millions)		
Prepaid expenses	\$ 31.5	\$ 30.8
Prepaid registry fees	26.0	24.3
Taxes receivable	22.0	2.2
Accounts receivable, net	5.8	5.6
Other	3.2	1.0
Total other current assets	<u>\$ 88.5</u>	<u>\$ 63.9</u>

The taxes receivable balance fluctuates from period to period due to the timing of estimated income tax payments in the Company’s major tax jurisdictions.

Other Long-term Assets

Other long-term assets consist of the following:

	June 30, 2025	December 31, 2024
(In millions)		
Long-term prepaid expenses	\$ 10.0	\$ 13.5
Long-term prepaid registry fees	8.4	8.2
Operating lease right-of-use asset	8.0	9.3
Restricted cash	5.3	5.4
Other	2.9	3.0
Total other long-term assets	<u>\$ 34.6</u>	<u>\$ 39.4</u>

The prepaid registry fees in the tables above relate to the fees the Company pays to ICANN for each annual term of .com domain name registrations and renewals which are deferred and amortized over the domain name registration term.

Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities consist of the following:

	June 30, 2025	December 31, 2024
	(In millions)	
Accounts payable and accrued expenses	\$ 8.1	\$ 10.6
Customer deposits	76.1	64.6
Accrued employee compensation	51.0	66.9
Taxes payable	42.4	65.8
Interest payable	15.1	19.5
Accrued registry fees	13.9	12.6
Customer incentives payable	11.4	8.9
Current operating lease liabilities	4.7	5.2
Other accrued liabilities	2.6	3.7
Total accounts payable and accrued liabilities	<u>\$ 225.3</u>	<u>\$ 257.8</u>

Customer deposits varies from period to period due to the timing of payments from certain large customers. Accrued employee compensation primarily consists of liabilities for employee leave, salaries, payroll taxes, employee contributions to the employee stock purchase plan, and incentive compensation. Accrued employee incentive compensation as of December 31, 2024 was paid during the six months ended June 30, 2025. Taxes payable reflects amounts accrued for the income tax provision and payments made during the period. This balance fluctuates from period to period due to the timing of income tax payments in the Company’s major tax jurisdictions. Interest payable varies at each period-end based on the payment due dates for each senior note issuance.

Note 4. Debt

On March 11, 2025, the Company issued \$500.0 million of 5.25% senior unsecured notes due June 1, 2032 (“2032 Notes”). The 2032 Notes were issued at 99.581% of par value. The Company will pay interest on the notes semi-annually on June 1 and December 1, commencing on June 1, 2025. The total discount and issuance costs of \$6.7 million are presented on the balance sheet as a reduction of the debt obligation and are being amortized to Interest expense over the 7-year term of the notes.

On March 31, 2025, the Company used the net proceeds from the 2032 Notes and cash on hand to fund the repayment of all of its \$500.0 million aggregate principal amount of outstanding 5.25% senior unsecured notes (“2025 Notes”), prior to their maturity on April 1, 2025.

Note 5. Stockholders’ Deficit

Effective July 25, 2024, the Company’s Board of Directors authorized the repurchase of its common stock in the amount of \$1.11 billion, in addition to the \$388.0 million that remained available for repurchases under the prior share repurchase authorization, for a total repurchase authorization of up to \$1.50 billion under the program. The program has no expiration date. Purchases made under the program can be effected through open market transactions, block purchases, accelerated share repurchase agreements or other negotiated transactions. As of June 30, 2025 there was \$630.1 million remaining available for repurchases under the program. Effective July 24, 2025, the Company’s Board of Directors authorized the repurchase of its common stock in the amount of \$913.1 million, in addition to the \$586.9 million that remained available for repurchases under the prior share repurchase authorization, for a total repurchase authorization of up to \$1.50 billion under the program.

A summary of the Company’s common stock share repurchases is as follows:

	Three Months Ended June 30, 2025			Six Months Ended June 30, 2025		
	Shares	Total Costs	Average Price	Shares	Total Costs	Average Price
	(In millions, except average price amounts)					
Total repurchases under the repurchase plans	0.6	\$ 162.6	\$ 264.71	1.6	\$ 392.6	\$ 240.46
Total repurchases for tax withholdings	—	4.2	\$ 280.71	0.1	15.9	\$ 240.77
Total repurchases	<u>0.6</u>	<u>\$ 166.8</u>	<u>\$ 265.09</u>	<u>1.7</u>	<u>\$ 408.5</u>	<u>\$ 240.47</u>

Since inception, the Company has repurchased 261.9 million shares of its common stock for an aggregate cost of \$15.29 billion, which is recorded as a reduction of Additional paid-in capital. The share repurchase and authorization amounts disclosed within this Form 10-Q exclude the excise tax on share repurchases.

On April 23, 2025, the Company’s Board of Directors declared a cash dividend of \$0.77 per share of the Company’s outstanding common stock, totaling \$72.1 million, which was paid on May 28, 2025. The dividend was accounted for as a reduction of Additional paid-in capital. On July 22, 2025, the Company’s Board of Directors declared a cash dividend of \$0.77 per share of the Company’s outstanding common stock to stockholders of record as of the close of business on August 19, 2025, payable on August 27, 2025. The Company intends to continue to pay a cash dividend on a quarterly basis, subject to market conditions and approval by the Company’s Board of Directors.

Note 6. Calculation of Earnings per Share

The following table presents the computation of weighted-average shares used in the calculation of basic and diluted earnings per share:

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
	(In millions)			
Weighted-average shares of common stock outstanding	93.8	98.9	94.2	99.9
Weighted-average potential shares of common stock outstanding:				
Unvested RSUs and ESPP	0.2	0.1	0.2	—
Shares used to compute diluted earnings per share	<u>94.0</u>	<u>99.0</u>	<u>94.4</u>	<u>99.9</u>

The calculation of diluted weighted average shares outstanding excludes performance-based RSUs granted by the Company for which the relevant performance criteria have not been achieved and any awards that are antidilutive. The number of potential shares excluded from the calculation was not significant in any period presented.

Note 7. Segment Information

The Company has one reportable segment that includes all the operations of the business. The chief operating decision maker assesses performance and decides how to allocate resources based on revenues, operating income and net income as reported on the Consolidated Statement of Comprehensive Income.

The following table presents information about segment revenues, significant expenses and profits:

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
	(In millions)			
Revenues	\$ 409.9	\$ 387.1	\$ 812.2	\$ 771.4
Costs and expenses:				
Compensation and benefits expenses	61.1	55.0	123.2	113.8
Stock-based compensation expenses	15.9	14.3	33.4	29.4
Equipment and software expenses	12.5	11.1	24.5	22.0
Registry fee expenses	11.8	11.0	23.4	22.5
Depreciation expenses	8.3	9.3	17.2	19.1
Other segment items	19.6	20.2	38.6	39.5
Total costs and expenses	<u>129.2</u>	<u>120.9</u>	<u>260.3</u>	<u>246.3</u>
Operating Income	280.7	266.2	551.9	525.1
Interest expense	(18.9)	(18.8)	(39.2)	(37.6)
Non-operating income, net	5.5	11.5	13.0	25.4
Income tax expense	(59.9)	(60.1)	(119.0)	(120.0)
Net income	<u>\$ 207.4</u>	<u>\$ 198.8</u>	<u>\$ 406.7</u>	<u>\$ 392.9</u>

Other segment items that are a part of our segment net income include professional services expenses, telecommunication expenses, legal expenses, occupancy expenses, marketing expenses, and travel expenses.

Note 8. Revenues

The Company generates revenues in the U.S.; Europe, the Middle East and Africa (“EMEA”); Australia, China, Japan, Singapore, and other Asia Pacific countries (“APAC”); and certain other countries, including Canada and Latin American countries.

The following table presents the Company’s revenues disaggregated by geography, based on the billing addresses of our customers:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
	(In millions)			
U.S.	\$ 270.5	\$ 257.7	\$ 536.6	\$ 513.0
EMEA	68.8	61.6	135.8	121.9
APAC	45.5	43.8	89.9	88.7
Other	25.1	24.0	49.9	47.8
Total revenues	<u>\$ 409.9</u>	<u>\$ 387.1</u>	<u>\$ 812.2</u>	<u>\$ 771.4</u>

Revenues in the table above are attributed to the country of domicile and the respective regions in which registrars are located; however, this may differ from the regions where the registrars operate or where registrants are located. Revenues for each region may be impacted by registrars reincorporating, relocating, or from acquisitions or changes in affiliations of resellers. Revenues for each region may also be impacted by registrars domiciled in one region, registering domain names in another region.

Deferred Revenues

As payment for domain name registrations and renewals are due in advance of the Company’s performance, the Company records these amounts as deferred revenues. The increase in the deferred revenues balance for the six months ended June 30, 2025 was primarily driven by amounts billed in the six months ended June 30, 2025 for domain name registrations and renewals to be recognized as revenues in future periods, offset by refunds for domain name renewals deleted during the 45-day grace period, and \$634.2 million of revenues recognized that were included in the deferred revenues balance at December 31, 2024. The balance of deferred revenues as of June 30, 2025 represents the Company’s aggregate remaining performance obligations. Amounts included in current deferred revenues are all expected to be recognized in revenues within 12 months, except for a portion of deferred revenues that relates to domain name renewals that are deleted in the 45-day grace period following the transaction. The long-term deferred revenues amounts will be recognized in revenues over several years, and in some cases, up to ten years.

Note 9. Stock-based Compensation

Stock-based compensation is classified in the Condensed Consolidated Statements of Comprehensive Income in the same expense line items as cash compensation. The following table presents the classification of stock-based compensation:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
	(In millions)			
Cost of revenues	\$ 2.2	\$ 2.0	\$ 4.3	\$ 4.0
Research and development	2.8	2.8	5.6	5.4
Selling, general and administrative	10.9	9.5	23.5	20.0
Stock-based compensation expense	15.9	14.3	33.4	29.4
Capitalization (included in Property and equipment, net)	0.3	0.3	0.5	0.5
Total stock-based compensation	<u>\$ 16.2</u>	<u>\$ 14.6</u>	<u>\$ 33.9</u>	<u>\$ 29.9</u>

The following table presents the nature of the Company’s total stock-based compensation:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
	(In millions)			
RSUs	\$ 12.9	\$ 11.9	\$ 25.9	\$ 24.0
Performance-based RSUs	2.4	1.6	6.2	3.7
ESPP	0.9	1.1	1.8	2.2
Total stock-based compensation	<u>\$ 16.2</u>	<u>\$ 14.6</u>	<u>\$ 33.9</u>	<u>\$ 29.9</u>

Note 10. Non-operating Income, Net

Non-operating income, net, primarily consists of interest income from the Company’s surplus cash balances and marketable securities. Interest income was \$6.0 million and \$13.9 million during the three and six months ended June 30, 2025, respectively, compared to \$9.7 million and \$21.7 million during the same periods in 2024. The decrease in interest income during the three and six months ended June 30, 2025 primarily reflects the lower amounts invested in debt securities in the current period and slightly lower interest rates on the Company’s investments in debt securities compared to the prior period.

Note 11. Income Taxes

The following table presents income tax expense and the effective tax rate:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
	(Dollars in millions)			
Income tax expense	\$ 59.9	\$ 60.1	\$ 119.0	\$ 120.0
Effective tax rate	22 %	23 %	23 %	23 %

The effective tax rate for each of the periods in the table above differed from the statutory federal rate of 21%, due to state income taxes and U.S. taxes on foreign earnings, net of foreign tax credits, partially offset by a lower foreign effective tax rate.

House Resolution 1, commonly referred to as the One Big Beautiful Bill Act, was enacted into law on July 4, 2025. The Company is currently evaluating the impact that the tax regulations included in the Act will have on its financial statements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with the 2024 Form 10-K and the interim unaudited Condensed Consolidated Financial Statements and related notes included in Part I, Item I of this Quarterly Report on Form 10-Q.

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements are based on current expectations and assumptions and involve risks and uncertainties, including, among other things, statements regarding the Company's dividend program and our expectations about the sufficiency of our existing cash, cash equivalents and marketable securities, and funds generated from operations, together with our borrowing capacity under the unsecured revolving credit facility. Forward-looking statements include, among others, those statements including the words "expects," "anticipates," "intends," "believes" and similar language. Our actual results may differ significantly from those projected in the forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in the section titled "Risk Factors" in Part II, Item 1A of the Quarterly Report on Form 10-Q for the period ended March 31, 2025. You should also carefully review the risks described in other documents we file from time to time with the Securities and Exchange Commission, including the Quarterly Reports on Form 10-Q or Current Reports on Form 8-K that we file in 2025. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. We undertake no obligation to update publicly or revise such statements, whether as a result of new information, future events, or otherwise, except as required by law.

For purposes of this Quarterly Report on Form 10-Q, the terms "Verisign," "the Company," "we," "us," and "our" refer to VeriSign, Inc. and its consolidated subsidiaries.

Overview

We are a global provider of critical internet infrastructure and domain name registry services, enabling internet navigation for many of the world's most recognized domain names. We help enable the security, stability, and resiliency of the Domain Name System and the internet by providing Root Zone Maintainer Services, operating two of the thirteen global internet root servers, and providing registration services and authoritative resolution for the .com and .net generic top-level domains ("gTLDs"), which support the majority of global e-commerce.

As of June 30, 2025, we had 170.5 million .com and .net registrations in the domain name base. The number of domain names registered is largely driven by continued growth in online advertising, e-commerce, and the number of internet users, which is partially driven by greater availability of internet access, as well as marketing activities carried out by us and our registrars. The number of domain name registrations under our management may be negatively impacted by certain factors, including overall economic conditions, competition from country code top-level domains ("ccTLDs"), other gTLDs, services that offer alternatives for an online presence, such as social media and artificial intelligence, and ongoing changes in the internet practices and behaviors of consumers and businesses. Factors such as the evolving practices and preferences of internet users, and how they navigate the internet, as well as the motivation of domain name registrants and how they will manage their investment in domain names, can negatively impact our business and the demand for new domain name registrations and renewals.

Business Highlights and Trends

- We recorded revenues of \$409.9 million and \$812.2 million during the three and six months ended June 30, 2025, which represents an increase of 6% and 5%, respectively, compared to the same periods in 2024.
- We recorded operating income of \$280.7 million and \$551.9 million during the three and six months ended June 30, 2025, which represents an increase of 5% compared to the same periods in 2024.
- As of June 30, 2025, we had 170.5 million .com and .net registrations in the domain name base, which represents a 0.1% decrease from June 30, 2024, and a net increase of 0.7 million domain name registrations from March 31, 2025.
- During the three months ended June 30, 2025, we processed 10.4 million new domain name registrations for .com and .net compared to 9.2 million for the same period in 2024.
- The final .com and .net renewal rate for the first quarter of 2025 was 75.5% compared to 74.1% for the first quarter of 2024. Renewal rates are not fully measurable until 45 days after the end of the quarter.
- We generated cash flows from operating activities of \$493.8 million during the six months ended June 30, 2025, compared to \$417.7 million for the same period in 2024.
- During the three months ended June 30, 2025, we repurchased 0.6 million shares of common stock for an aggregate cost of \$162.6 million. As of June 30, 2025, there was \$630.1 million remaining for future share repurchases under

the share repurchase program. Effective July 24, 2025, the Board of Directors authorized the repurchase of common stock in the amount of \$913.1 million, in addition to the \$586.9 million that remained available for repurchases under the prior share repurchase authorization, for a total repurchase authorization of up to \$1.50 billion under the program.

- On April 23, 2025, the Board of Directors declared a cash dividend of \$0.77 per share of outstanding common stock, totaling \$72.1 million, which was paid on May 28, 2025. On July 22, 2025, the Board of Directors declared a cash dividend of \$0.77 per share of outstanding common stock to stockholders of record as of the close of business on August 19, 2025, payable on August 27, 2025.

Pursuant to our agreements with ICANN, we make available files containing all active domain names registered in the .com and .net registries. Further, we also make available a summary of the active zone count registered in the .com and .net registries and the number of .com and .net domain name registrations in the domain name base. The zone counts and information on how to obtain access to the zone files can be found at <https://www.Verisign.com/zone>. The domain name base is the active zone plus the number of domain names that are registered but not configured for use in the respective top-level domain zone file plus the number of domain names that are in a client or server hold status. The domain name base may also reflect compensated or uncompensated judicial or administrative actions to add or remove from the active zone an immaterial number of domain names. These files and the related summary data are updated daily. The update times may vary each day. The number of domain names provided in this Form 10-Q are as of midnight of the date reported.

Results of Operations

The following table presents information regarding our results of operations as a percentage of revenues:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Revenues	100.0 %	100.0 %	100.0 %	100.0 %
Costs and expenses:				
Cost of revenues	12.0	12.2	12.1	12.5
Research and development	6.3	6.1	6.4	6.3
Selling, general and administrative	13.2	12.9	13.6	13.1
Total costs and expenses	31.5	31.2	32.1	31.9
Operating income	68.5	68.8	67.9	68.1
Interest expense	(4.6)	(4.9)	(4.8)	(4.9)
Non-operating income, net	1.3	3.0	1.6	3.3
Income before income taxes	65.2	66.9	64.7	66.5
Income tax expense	(14.6)	(15.5)	(14.6)	(15.6)
Net income	50.6 %	51.4 %	50.1 %	50.9 %

Revenues

Our revenues are primarily derived from registrations for domain names in the .com and .net domain name registries. We also derive revenues from operating domain name registries and technical systems for several other gTLDs and one ccTLD, all of which are not significant in relation to our consolidated revenues. For domain names registered in the .com and .net registries, we receive a fee from registrars per annual registration that is determined pursuant to our agreements with ICANN. Individual customers, called registrants, contract directly with registrars or their resellers, and the registrars, who are our direct customers, in turn register the domain names with Verisign. Changes in revenues are driven largely by changes in the number of new domain name registrations and the renewal rate for existing registrations as well as the impact of new and prior price increases, to the extent permitted by ICANN and the Department of Commerce. New registrations and the renewal rate for existing registrations are impacted by continued growth in online advertising, e-commerce, and the number of internet users, as well as marketing activities carried out by us and our registrars. We also offer promotional incentive-based discount programs to registrars based upon market conditions and the business environment in which the registrars operate.

In November 2024, we renewed the .com Registry Agreement with ICANN, pursuant to which we will remain the sole registry operator for the .com registry through November 30, 2030. Under the .com Registry Agreement, we are permitted to increase the price of a .com domain name registration by up to 7% in each of the final four years of each six-year period. The current such six-year period began on October 26, 2024. We increased the annual registry-level wholesale fee for each new and renewal .com domain name registration from \$9.59 to \$10.26 effective September 1, 2024. Under the .net Registry Agreement, we are permitted to increase the price of .net domain name registrations by up to 10% each year during the term of our agreement with ICANN, through June 30, 2029. We increased the annual registry-level wholesale fee for each new and

renewal .net domain name registration from \$9.92 to \$10.91 effective February 1, 2024. All fees paid to us for .com and .net registrations are in U.S. dollars.

A comparison of revenues is presented below:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2025	% Change	2024	2025	% Change	2024
	(Dollars in millions)					
Revenues	\$ 409.9	6%	\$ 387.1	\$ 812.2	5%	\$ 771.4

The following table compares the .com and .net domain name registrations in the domain name base:

	June 30, 2025	% Change	June 30, 2024
.com and .net domain name registrations in the domain name base	170.5 million	—%	170.6 million

Revenues increased during the three and six months ended June 30, 2025, as compared to the same periods last year, primarily due to the .com and .net price increases, partially offset by a slight decline in the .com and .net domain name base as of June 30, 2025 compared to June 30, 2024.

Demand for .com and .net domain names has been primarily driven by continued internet growth and marketing activities carried out by us and our registrars. However, competitive pressure from ccTLDs, other gTLDs, services that offer alternatives for an online presence, such as social media and artificial intelligence, ongoing changes in internet practices and behaviors of consumers and businesses, as well as the motivation of existing domain name registrants managing their investment in domain names, such as for resale at increased prices or for revenue generation through website advertising, and global economic conditions, has limited the demand for .com and .net domain names and may continue to do so in the future. Our domain name base increased during the three and six months ended June 30, 2025 compared to December 31, 2024, with higher new registrations and renewal rates, as business conditions improved following a period of decline during 2024 and as registrars focus more on customer acquisition and have continued to engage with our marketing programs.

Geographic revenues

We generate revenues in the U.S.; Europe, the Middle East and Africa (“EMEA”); Australia, China, Japan, Singapore, and other Asia Pacific countries (“APAC”); and certain other countries, including Canada and Latin American countries.

The following table presents a comparison of our geographic revenues:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2025	% Change	2024	2025	% Change	2024
	(Dollars in millions)					
U.S.	\$ 270.5	5%	\$ 257.7	\$ 536.6	5%	\$ 513.0
EMEA	68.8	12%	61.6	135.8	11%	121.9
APAC	45.5	4%	43.8	89.9	1%	88.7
Other	25.1	5%	24.0	49.9	4%	47.8
Total revenues	<u>\$ 409.9</u>		<u>\$ 387.1</u>	<u>\$ 812.2</u>		<u>\$ 771.4</u>

Revenues in the table above are attributed to the country of domicile and the respective regions in which our registrars are located; however, this may differ from the regions where the registrars operate or where registrants are located. Revenue growth for each region may be impacted by registrars reincorporating, relocating, or from acquisitions or changes in affiliations of resellers. Revenue growth for each region may also be impacted by registrars domiciled in one region, registering domain names in another region. While revenues increased in all regions during the three and six months ended June 30, 2025, compared to the same periods in 2024, the majority of our revenue growth was generated from registrars based in the U.S. and EMEA.

Cost of revenues

Cost of revenues consists primarily of salaries and employee benefits expenses for our personnel who manage the operational systems, depreciation expenses, operational costs associated with the delivery of our services, fees paid to ICANN, customer support and training, costs of facilities and computer equipment used in these activities, telecommunications expense and allocations of indirect costs such as corporate overhead.

A comparison of cost of revenues is presented below:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2025	% Change	2024	2025	% Change	2024
(Dollars in millions)						
Cost of revenues.....	\$ 49.1	4%	\$ 47.1	\$ 98.5	2%	\$ 96.2

Cost of revenues increased slightly during the three months ended June 30, 2025, compared to the same period last year, due to a combination of individually insignificant factors.

Cost of revenues increased slightly during the six months ended June 30, 2025, compared to the same period last year, primarily due to a \$2.7 million increase in compensation and benefit expenses, including stock-based compensation expenses, as a result of annual salary increases, an increase in average headcount, and a combination of other individually insignificant factors.

Research and development

Research and development expenses consist primarily of costs related to research and development personnel, including salaries and other personnel-related expenses, consulting fees, facilities costs, computer and communications equipment, support services used in our service and technology development, and allocations of indirect costs such as corporate overhead.

A comparison of research and development expenses is presented below:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2025	% Change	2024	2025	% Change	2024
(Dollars in millions)						
Research and development	\$ 25.7	8%	\$ 23.8	\$ 51.7	6%	\$ 48.6

Research and development expenses increased slightly during the three and six months ended June 30, 2025, compared to the same periods last year, due to a combination of individually insignificant factors.

Selling, general and administrative

Selling, general and administrative expenses consist primarily of salaries and other personnel-related expenses for our executive, administrative, legal, finance, information technology, human resources, sales, and marketing personnel, travel and related expenses, trade shows, costs of computer and communications equipment and support services, consulting and professional service fees, costs of marketing programs, costs of facilities, management information systems, support services, and certain tax and license fees, offset by allocations of indirect costs such as facilities and shared services expenses to other cost types.

A comparison of selling, general and administrative expenses is presented below:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2025	% Change	2024	2025	% Change	2024
(Dollars in millions)						
Selling, general and administrative.....	\$ 54.4	9%	\$ 50.0	\$ 110.1	9%	\$ 101.5

Selling, general and administrative expenses increased during the three months ended June 30, 2025, compared to the same period last year, primarily due to an increase in compensation and benefits expenses. Compensation and benefits expenses increased by \$2.9 million primarily due to an increase in average headcount, higher expenses for certain employee health insurance related benefits, an increase in bonus expenses, and annual salary increases, partially offset by a combination of individually insignificant factors.

Selling, general and administrative expenses increased during the six months ended June 30, 2025, compared to the same period last year, primarily due to increases in compensation and benefit expenses and stock-based compensation expenses. Compensation and benefits expenses increased by \$4.6 million primarily due to an increase in average headcount, higher expenses for certain employee health insurance related benefits, an increase in bonus expenses, and annual salary increases. Stock-based compensation expenses increased by \$3.6 million primarily due to an increase in the total projected achievement levels on certain performance-based RSU grants and an increase in the total value of RSUs granted in 2025.

Interest expense

Interest expense increased slightly during the six months ended June 30, 2025, compared to the same period last year, primarily due to the period of overlap between the issuance of the 2032 Notes and repayment of the 2025 Notes.

Non-operating income, net

Non-operating income decreased during the three and six months ended June 30, 2025, compared to the same periods last year, primarily due to a decrease in interest income as a result of lower amounts invested in debt securities in the current periods and slightly lower interest rates on the Company’s investments in debt securities.

Income tax expense

The following table presents income tax expense and the effective tax rate:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
	(Dollars in millions)			
Income tax expense	\$ 59.9	\$ 60.1	\$ 119.0	\$ 120.0
Effective tax rate	22 %	23 %	23 %	23 %

The effective tax rate for each of the periods in the table above differed from the statutory federal rate of 21%, due to state income taxes and U.S. taxes on foreign earnings, net of foreign tax credits, partially offset by a lower foreign effective tax rate.

House Resolution 1, commonly referred to as the One Big Beautiful Bill Act, was enacted into law on July 4, 2025. We are currently evaluating the impact that the tax regulations included in the Act will have on our financial statements.

Liquidity and Capital Resources

The following table presents our principal sources of liquidity:

	June 30,	December 31,
	2025	2024
	(In millions)	
Cash and cash equivalents	\$ 314.3	\$ 206.7
Marketable securities	279.5	393.2
Total	<u>\$ 593.8</u>	<u>\$ 599.9</u>

The marketable securities primarily consist of debt securities issued by the U.S. Treasury meeting the criteria of our investment policy, which is focused on the preservation of our capital through investment in investment grade securities. The cash equivalents consist of amounts invested in money market funds, time deposits and U.S. Treasury bills purchased with original maturities of three months or less. As of June 30, 2025, all of our debt securities have contractual maturities of less than one year. Our cash and cash equivalents are readily accessible. For additional information on our investment portfolio, see Note 2, “Financial Instruments,” of our Notes to Condensed Consolidated Financial Statements in Part I, Item I of this Quarterly Report on Form 10-Q.

Effective July 25, 2024, the Board of Directors authorized the repurchase of common stock in the amount of \$1.11 billion, in addition to the \$388.0 million that remained available for repurchases under the prior share repurchase authorization, for a total repurchase authorization of up to \$1.50 billion under the program. During the three months ended June 30, 2025, we repurchased 0.6 million shares of common stock for an aggregate cost of \$162.6 million. As of June 30, 2025, there was \$630.1 million remaining available for future share repurchases under the share repurchase program. Effective July 24, 2025, the Board of Directors authorized the repurchase of common stock in the amount of \$913.1 million, in addition to the \$586.9 million that remained available for repurchases under the prior share repurchase authorization, for a total repurchase authorization of up to \$1.50 billion under the program.

On April 23, 2025, the Board of Directors declared a cash dividend of \$0.77 per share of outstanding common stock, totaling \$72.1 million, which was paid on May 28, 2025. On July 22, 2025, the Board of Directors declared a cash dividend of \$0.77 per share of outstanding common stock to stockholders of record as of the close of business on August 19, 2025, payable on August 27, 2025. We intend to continue to pay a cash dividend on a quarterly basis, subject to market conditions and approval by the Board of Directors.

On March 11, 2025, we issued \$500.0 million of the 2032 Notes. On March 31, 2025, we used the net proceeds from the 2032 Notes, along with cash on hand, to fund the repayment of all of our \$500.0 million aggregate principal amount of outstanding 2025 Notes. As of June 30, 2025, we also had \$750.0 million principal amount outstanding of 2.70% senior unsecured notes due 2031 and \$550.0 million principal amount outstanding of 4.75% senior unsecured notes due 2027. As of June 30, 2025, we had no outstanding borrowings and \$200.0 million in borrowing capacity under our credit facility which matures in 2028.

We believe existing cash, cash equivalents and marketable securities, and funds generated from operations, together with our ability to arrange for additional financing should be sufficient to meet our working capital, capital expenditure requirements, fund our dividend program, and to service our debt for the next 12 months and beyond. We regularly assess our cash management approach and activities in view of our current and potential future needs. Our cash requirements have not changed materially since the 2024 Form 10-K.

In summary, our cash flows for the six months ended June 30, 2025 and 2024 were as follows:

	Six Months Ended June 30,	
	2025	2024
	(In millions)	
Net cash provided by operating activities.....	\$ 493.8	\$ 417.7
Net cash provided by investing activities.....	104.6	246.5
Net cash used in financing activities.....	(491.0)	(651.9)
Effect of exchange rate changes on cash, cash equivalents, and restricted cash.....	0.1	(0.3)
Net increase in cash, cash equivalents, and restricted cash.....	<u>\$ 107.5</u>	<u>\$ 12.0</u>

Cash flows from operating activities

Our largest source of operating cash flows is cash collections from our customers. Our primary uses of cash from operating activities are for personnel-related expenditures and other general operating expenses, as well as payments related to taxes, interest and facilities.

Net cash provided by operating activities increased during the six months ended June 30, 2025, compared to the same period last year, primarily due to an increase in cash received from customers, partially offset by increases in cash paid for income taxes and cash paid for interest. Cash received from customers increased primarily due to the *.com* and *.net* price increases and higher *.com* domain name registrations and renewals. Cash paid for income taxes increased primarily due to comparatively higher state and non-U.S. income taxes. Cash paid for interest increased due to the payment of interest on our 2032 Notes in June 2025.

Cash flows from investing activities

The changes in cash flows from investing activities primarily relate to purchases, maturities and sales of marketable securities, and purchases of property and equipment.

Net cash provided by investing activities decreased during the six months ended June 30, 2025, compared to the same period last year, primarily due to a decrease in proceeds from maturities and sales of marketable securities, net of purchases of marketable securities.

Cash flows from financing activities

The changes in cash flows from financing activities primarily relate to proceeds from and repayment of borrowings, share repurchases, dividend payments, payment of excise tax on share repurchases, and proceeds from our employee stock purchase plan.

Net cash used in financing activities decreased during the six months ended June 30, 2025, compared to the same period last year, primarily due to proceeds received from the issuance of our 2032 Notes and a decrease in share repurchases, partially offset by the repayment of our 2025 Notes, dividend payments to common shareholders in May 2025, and payment of excise tax on share repurchases.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no significant changes in our market risk exposures since December 31, 2024.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer (our principal executive officer) and our Chief Financial Officer (our principal financial officer), evaluated the effectiveness of our disclosure controls and procedures. Based on this evaluation, as of June 30, 2025, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the three months ended June 30, 2025 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Inherent Limitations of Disclosure Controls and Internal Control over Financial Reporting

Because of their inherent limitations, our disclosure controls and procedures and our internal control over financial reporting may not prevent material errors or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. The effectiveness of our disclosure controls and procedures and our internal control over financial reporting is subject to risks, including that the controls may become inadequate because of changes in conditions or that the degree of compliance with our policies or procedures may deteriorate.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

As previously disclosed, Afilius Domains No. 3 Limited (now called Altanovo Domains Limited), a competitor and losing bidder in the .web auction, filed another Independent Review Process ("IRP") against ICANN pursuant to ICANN's bylaws, on July 14, 2023. On May 22, 2025, the IRP panel granted Verisign's application to participate in aspects of the IRP.

We are also involved in various investigations, claims and lawsuits arising in the normal conduct of our business, none of which, in our opinion, will have a material adverse effect on our financial condition, results of operations, or cash flows. We cannot assure you that we will prevail in any litigation. Regardless of the outcome, any litigation may require us to incur significant litigation expense and may result in significant diversion of management attention.

ITEM 1A. RISK FACTORS

Our business, operating results, financial condition, reputation, cash flows or prospects can be materially adversely affected by a number of factors, including but not limited to those described in Part II, Item 1A of the Quarterly Report on Form 10-Q for the period ended March 31, 2025 under the heading "Risk Factors." In such case, the trading price of our common stock could decline and you could lose part or all of your investment. Additional risks and uncertainties not currently known to us or that we currently deem immaterial may also materially adversely affect our business, operating results, financial condition, reputation, cash flows and prospects. Actual results could differ materially from those projected in the forward-looking statements contained in this Form 10-Q as a result of the risk factors described in Part II, Item 1A of the Quarterly Report on Form 10-Q for the period ended March 31, 2025 and in other filings we make with the SEC. There have been no material changes to the Company's risk factors since the Form 10-Q for the period ended March 31, 2025.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table presents the share repurchase activity during the three months ended June 30, 2025:

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (1) (2) (3)
		(Shares in thousands)		
April 1 - 30, 2025	311	\$ 250.49	311	\$ 714.8 million
May 1 - 31, 2025	278	\$ 279.70	278	\$ 636.9 million
June 1 - 30, 2025	25	\$ 274.64	25	\$ 630.1 million
	<u>614</u>		<u>614</u>	

- (1) Effective July 25, 2024, the Board of Directors authorized the repurchase of common stock in the amount of \$1.11 billion, in addition to the \$388.0 million that remained available for repurchases under the prior share repurchase authorization, for a total repurchase authorization of up to \$1.50 billion under the program. The share repurchase program has no expiration date. Purchases made under the program can be effected through open market transactions, block purchases, accelerated share repurchase agreements or other negotiated transactions.
- (2) Effective July 24, 2025 the Board of Directors authorized the repurchase of common stock in the amount of \$913.1 million, in addition to the \$586.9 million that remained available for repurchases under the prior share repurchase authorization, for a total repurchase authorization of up to \$1.50 billion under the program. The share repurchase program has no expiration date.
- (3) Amounts presented are exclusive of the excise tax on share repurchases.

ITEM 5. OTHER INFORMATION

Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On July 21, 2025, the Board approved and adopted Amended and Restated Bylaws of the Company (as so amended and restated, the “Bylaws”). The amended Bylaws were effective upon approval by the Board. The Bylaws were amended to, among other things:

- Update the procedural and disclosure requirements for stockholders intending to introduce nominations of directors or propose other business (other than proposals to be included in the Company’s proxy statement pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended), at annual or special meetings of stockholders, including without limitation, to:
 - require a stockholder conducting a solicitation subject to Rule 14a-19 under the Exchange Act (i.e., “universal proxy card” rules) to provide certain proxy solicitation information to the Company, provide proxy materials to the Company’s stockholders through means provided under the federal securities laws and make certain undertakings related to such solicitation, including to demonstrate that the undertakings have been satisfied
 - require additional background information and disclosures regarding stockholders proposing such business and other persons related to a stockholder’s solicitation of proxies;
 - require any stockholder submitting a proposal of other business to make a representation and applicable confirmation as to whether such stockholder intends to solicit proxies from at least the percentage of the Company’s voting shares required under applicable law to carry the proposal; and
 - clarify that a failure to provide such disclosure or comply with such requirements or the applicable requirements of the Exchange Act rules will result in a stockholder’s nomination or proposal of other business being disregarded; and
- Require that a stockholder soliciting proxies from other stockholders use a proxy card color other than white.

This description of the amendments to the Bylaws is qualified in its entirety by reference to the text of the Bylaws filed as Exhibit 3.3 to this Form 10-Q.

Insider Trading Arrangements

Our directors and executive officers may from time to time enter into plans or other arrangements for the purchase or sale of our shares that are intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or may represent a non-Rule 10b5-1 trading arrangement under the Exchange Act.

There were no directors or executive officers that adopted, terminated or modified plans or other arrangements during the quarter ended June 30, 2025.

ITEM 6. EXHIBITS

As required under Item 6—Exhibits, the exhibits filed as part of this report are provided in this separate section. The exhibits included in this section are as follows:

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	Date	Number	Filed Herewith
3.1	Restated Certificate of Incorporation of VeriSign, Inc.	10-K	2/17/17	3.01	
3.2	Certificate of Amendment of Restated Certificate of Incorporation of VeriSign, Inc.	8-K	5/22/25	3.1	
3.3	Restated Bylaws of VeriSign, Inc.				X
10.1	Letter Agreement for Consulting Service dated May 30, 2025 between VeriSign, Inc. and George Kilguss, III	8-K	5/30/25	10.1	
31.01	Certification of Principal Executive Officer pursuant to Exchange Act Rule 13a-14(a).				X
31.02	Certification of Principal Financial Officer pursuant to Exchange Act Rule 13a-14(a).				X
32.01	Certification of Principal Executive Officer pursuant to Exchange Act Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the U.S. Code (18 U.S.C. 1350). *				X
32.02	Certification of Principal Financial Officer pursuant to Exchange Act Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the U.S. Code (18 U.S.C. 1350). *				X
101	Interactive Data File. The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.				X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).				X

* As contemplated by SEC Release No. 33-8212, these exhibits are furnished with this Quarterly Report on Form 10-Q and are not deemed filed with the SEC and are not incorporated by reference in any filing of VeriSign, Inc. under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in such filings.

