
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 9, 2010

VERISIGN, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-23593

(Commission
File Number)

94-3221585

(IRS Employer
Identification No.)

21355 Ridgetop Circle, Dulles, VA
(Address of Principal Executive Offices)

20166
(Zip Code)

(703) 948-3200

(Registrant's Telephone Number, Including Area Code)

487 East Middlefield Road, Mountain View, CA
(Former Address of Principal Executive Offices)

94043
(Zip Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01. Completion of Acquisition or Disposition of Assets.

On May 19, 2010, VeriSign, Inc. (the “Company”) entered into an acquisition agreement (the “Agreement”) with Symantec Corporation, a Delaware corporation (the “Purchaser”) for the sale of the Company’s Authentication Services business through the transfer of a combination of assets and certain subsidiaries of the Company (the “Transferred Subsidiaries”) for a cash purchase price of \$1.28 billion, subject to a limited working capital adjustment and an adjustment based upon the amount of net cash held by the Transferred Subsidiaries at closing. The Transferred Subsidiaries include GeoTrust, Inc., Thawte, Inc., Thawte Technologies, Inc., VeriSign Canada Limited, VeriSign Sweden AB, VeriSign Australia Pty Ltd, VeriSign UK Ltd, and EMBP 455, LLC.

On, August 9, 2010, (the “Closing Date”), the Company completed the sale of the Authentication Services business to the Purchaser pursuant to the Agreement for cash proceeds of \$1.29 billion, after preliminary adjustments of \$7.7 million to reflect the parties’ estimate of working capital associated with the Authentication Services business and the net cash held by the Transferred Subsidiaries as of the Closing Date. The transaction will be subject to a final adjustment to reflect the actual working capital balance and the amount of net cash held by the Transferred Subsidiaries as of the Closing Date.

Pursuant to the Agreement, the Purchaser acquired assets including (1) certain contracts of the Authentication Services business, including leases for real property in various jurisdictions, (2) certain accounts receivable and prepaid expenses of the Authentication Services business, (3) certain office furniture, computers and other equipment used in the Authentication Services business, (4) ownership of or the right to use certain trademarks, patents, copyrights and other intellectual property used or held for use in, or otherwise related to, the conduct of the Authentication Services business and (5) certain claims, causes of action and rights relating to the Authentication Services business. The real property owned by the Company at its Mountain View, California facility was transferred to the Purchaser through the sale of the wholly owned subsidiary that owns this property. With respect to certain intellectual property, to the extent that the transferred assets included assets that were used in both the Authentication Services business and the businesses to be retained by the Company, the Purchaser has licensed back such assets to the Company for use in the retained businesses.

The Purchaser has generally assumed all liabilities of the Authentication Services business, whether arising before or after closing, other than certain specified liabilities of the Authentication Services business, which the Company has retained.

The Purchaser has acquired all trademarks primarily used in the Authentication Services business (including the Company’s checkmark logo and the Geotrust and thawte brand names). The Company has retained the name “VeriSign” but has granted the Purchaser a four-year license to use the name in connection with the Authentication Services business, and a five-year license in connection with the VeriSign.com website. The VeriSign.com website will be operated by the Purchaser for a period of five years following the Closing Date, subject to certain rights of the Company (including the right to include links to sub-domains operated by the Company). If a change in control of the Company occurs within four years following the Closing Date, the Company will be prohibited, for the four years following such change of control, from using the VeriSign name, including as part of composite marks, other than in connection with the businesses operated by the Company at the time of the change in control. If such a change in control occurs and, during the four-year period thereafter, the Company or its successor breaches such use limitations and fails to cure such breach after 60 days’ notice, then the Purchaser will be granted perpetual and exclusive use of the VeriSign name in all fields and ownership of the VeriSign.com website will be transferred to the Purchaser in perpetuity.

The Company has previously disclosed additional information concerning the Agreement on the Current Reports on Form 8-K, filed with the Securities and Exchange Commission on May 25, 2010, July 14, 2010 and August 2, 2010.

Item 9.01. Financial Statements and Exhibits.

(b)(1) *Pro forma financial information*

The pro forma financial information required by this item is attached as Exhibit 99.1 to this report.

(d) *Exhibits*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Pro forma financial information.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERISIGN, INC.

Date: August 13, 2010

By: _____ /s/ RICHARD H. GOSHORN

Richard H. Goshorn
Senior Vice President, General Counsel and Secretary

VERISIGN, INC. AND SUBSIDIARIES

**PRO FORMA FINANCIAL STATEMENT INFORMATION
(Unaudited)**

On May 19, 2010, VeriSign, Inc. (the “Company”) entered into an agreement (the “Agreement”) to sell its Authentication Services business, including outstanding shares of capital stock of its majority-owned subsidiary VeriSign Japan K.K. (“VeriSign Japan”), and trademarks and certain intellectual property used in the Authentication Services business (including the Company’s checkmark logo and the “Geotrust” and “thawte” brand names), to Symantec Corporation (the “Purchaser”) for approximately \$1.28 billion in cash. Also included with the sale of the Authentication Services business, within the disposal group, are real and personal property owned by the Company at its Mountain View, California facility and other locations.

On August 9, 2010, the Company completed the sale of its Authentication Services business disposal group for cash consideration of \$1.29 billion after preliminary adjustments of \$7.7 million to reflect the parties’ estimate of working capital. The sale consideration will be subject to a final adjustment to reflect the actual working capital balance as of the closing date.

The unaudited Pro Forma Condensed Consolidated Balance Sheet as of June 30, 2010, set forth below has been presented after giving effect to the sale of the Authentication Services business disposal group (the “Sale”) as if it had occurred on June 30, 2010. The unaudited Pro Forma Condensed Consolidated Statements of Operations for the years ended December 31, 2009, 2008 and 2007 set forth below have been presented after giving effect to the Sale as if it had occurred on January 1, 2007, and does not assume any interest income on cash proceeds. The Company has not presented the unaudited Pro Forma Condensed Consolidated Statement of Operations for the six months ended June 30, 2010, as the results of operations of the Authentication Services business disposal group were reported as discontinued operations in the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, filed with the Securities and Exchange Commission (the “SEC”) on August 3, 2010.

The unaudited Pro Forma Condensed Consolidated Statements of Operations for the years ended December 31, 2009, 2008 and 2007 have been derived primarily from the audited Consolidated Financial Statements of the Company included in its fiscal 2009 Annual Report on Form 10-K. The unaudited Pro Forma Condensed Consolidated Balance Sheet as of June 30, 2010, has been derived primarily from the unaudited Condensed Consolidated Financial Statements included in the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010. The unaudited pro forma financial statement information is based upon available information and assumptions that the Company believes are reasonable under the circumstance and were prepared to illustrate the estimated effects of the Sale.

The unaudited pro forma financial statement information has been provided for informational purposes and should not be considered indicative of the financial condition or results of operations that would have been achieved had the Sale occurred as of the periods presented. In addition, the unaudited pro forma financial statement information does not purport to indicate balance sheet data or results of operations as of any future date or for any future period. The unaudited pro forma financial statement information, including the notes thereto, should be read in conjunction with the historical financial statements of the Company included in its fiscal 2009 Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010, and June 30, 2010, that we filed with the SEC in 2010.

VERISIGN, INC. AND SUBSIDIARIES

PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
(In thousands, except share data)
(Unaudited)

	June 30, 2010		
	As Reported (1)	Authentication Services Business Disposal Group	Pro Forma
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 862,923	\$ 1,287,748(2)	\$ 2,150,671
Marketable securities	474,356		474,356
Accounts receivable, net	16,194		16,194
Prepaid expenses and other current assets	85,021		85,021
Assets held for sale	681,749	(681,749)(3)	—
Total current assets	<u>2,120,243</u>	<u>605,999</u>	<u>2,726,242</u>
Property and equipment, net	190,807		190,807
Goodwill	52,527		52,527
Other intangible assets, net	3,266		3,266
Other assets	25,122		25,122
Total long-term assets	<u>271,722</u>	<u>—</u>	<u>271,722</u>
Total assets	<u>\$ 2,391,965</u>	<u>\$ 605,999</u>	<u>\$ 2,997,964</u>
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities:			
Accounts payable and accrued liabilities	\$ 165,043	8,823(4)	173,866
Deferred revenues	437,288		437,288
Liabilities related to assets held for sale	340,515	(340,515)(5)	—
Total current liabilities	<u>942,846</u>	<u>(331,692)</u>	<u>611,154</u>
Long-term deferred revenues	203,911		203,911
Convertible debentures, including contingent interest derivative	575,933		575,933
Other long-term liabilities	193,133		193,133
Total long-term liabilities	<u>972,977</u>	<u>—</u>	<u>972,977</u>
Total liabilities	<u>1,915,823</u>	<u>(331,692)</u>	<u>1,584,131</u>
Commitments and contingencies			
Stockholders' equity:			
VeriSign, Inc. stockholders' equity:			
Preferred stock—par value \$.001 per share; Authorized shares: 5,000,000; Issued and outstanding shares: none	—		—
Common stock—par value \$.001 per share; Authorized shares: 1,000,000,000; Issued and outstanding shares: 174,907,760 excluding 134,801,346 held in treasury, at June 30, 2010; and 183,299,463, excluding 124,434,684 held in treasury, at December 31, 2009	310		310
Additional paid-in capital	21,519,042		21,519,042
Accumulated deficit	(21,107,866)	1,003,517(6)	(20,104,349)
Accumulated other comprehensive income	12,404	(13,574)(7)	(1,170)
Total VeriSign, Inc. stockholders' equity	<u>423,890</u>	<u>989,943</u>	<u>1,413,833</u>
Noncontrolling interest in subsidiary	52,252	(52,252)(8)	—
Total stockholders' equity	<u>476,142</u>	<u>937,691</u>	<u>1,413,833</u>
Total liabilities and stockholders' equity	<u>\$ 2,391,965</u>	<u>\$ 605,999</u>	<u>\$ 2,997,964</u>

See accompanying Notes to the Unaudited Pro Forma Condensed Consolidated Financial Statements

VERISIGN, INC. AND SUBSIDIARIES

PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(In thousands, except share data)
(Unaudited)

	Year Ended December 31, 2009		
	As Reported (9)	Authentication Services Business (10)	Pro Forma
Revenues	\$ 1,030,619	\$ 410,065	\$ 620,554
Costs and expenses			
Cost of revenues	245,896	74,293	171,603
Sales and marketing	177,029	100,902	76,127
Research and development	83,560	30,788	52,772
General and administrative	181,992	36,907	145,085
Restructuring, impairments and other charges, net	16,216	1,955	14,261
Amortization of other intangible assets	12,199	11,003	1,196
Total costs and expenses	716,892	255,848	461,044
Operating income	313,727	154,217	159,510
Other (loss) income, net	(32,437)	873	(33,310)
Income from continuing operations before income taxes	281,290	155,090	126,200
Income tax expense	(80,105)	(48,249)	(31,856)
Income from continuing operations, net of tax	201,185	106,841	94,344
Less: Net income attributable to noncontrolling interest in subsidiary	(3,686)	(3,686)	—
Net income from continuing operations attributable to VeriSign, Inc. and subsidiaries common stockholders	\$ 197,499	\$ 103,155	\$ 94,344
Income per share from continuing operations attributable to VeriSign, Inc. and subsidiaries common stockholders			
Basic	\$ 1.03		\$ 0.49
Diluted	\$ 1.03		\$ 0.49
Shares used to compute net income per share attributable to VeriSign, Inc. and subsidiaries common stockholders:			
Basic	191,821		191,821
Diluted	192,575		192,575

See accompanying Notes to the Unaudited Pro Forma Condensed Consolidated Financial Statements

VERISIGN, INC. AND SUBSIDIARIES

PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

(In thousands, except share data)

(Unaudited)

	Year Ended December 31, 2008		
	As Reported (9)	Authentication Services Business (10)	Pro Forma
Revenues	\$ 964,748	\$ 398,728	\$566,020
Costs and expenses			
Cost of revenues	231,406	63,120	168,286
Sales and marketing	172,206	86,298	85,908
Research and development	88,948	26,417	62,531
General and administrative	201,016	31,245	169,771
Restructuring, impairments and other charges, net	196,419	78,365	118,054
Amortization of other intangible assets	11,155	10,009	1,146
Total costs and expenses	<u>901,150</u>	<u>295,454</u>	<u>605,696</u>
Operating income (loss)	63,598	103,274	(39,676)
Other income (loss), net	48,809	(630)	49,439
Income from continuing operations before income taxes and loss from unconsolidated entities	112,407	102,644	9,763
Income tax (expense) benefit	(39,197)	(53,560)	14,363
Loss from unconsolidated entities, net of tax	(3,868)	—	(3,868)
Income from continuing operations, net of tax	69,342	49,084	20,258
Less: Net loss attributable to noncontrolling interest in subsidiary	16,009	16,009	—
Net income from continuing operations attributable to VeriSign, Inc. and subsidiaries common stockholders	<u>\$ 85,351</u>	<u>\$ 65,093</u>	<u>\$ 20,258</u>
Income per share from continuing operations attributable to VeriSign, Inc. and subsidiaries common stockholders			
Basic	<u>\$ 0.43</u>		<u>\$ 0.10</u>
Diluted	<u>\$ 0.43</u>		<u>\$ 0.10</u>
Shares used to compute net income per share attributable to VeriSign, Inc. and subsidiaries common stockholders:			
Basic	<u>197,201</u>		<u>197,201</u>
Diluted	<u>200,602</u>		<u>200,602</u>

See accompanying Notes to the Unaudited Pro Forma Condensed Consolidated Financial Statements

VERISIGN, INC. AND SUBSIDIARIES

PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(In thousands, except share data)
(Unaudited)

	Year Ended December 31, 2007		
	As Reported (9)	Authentication Services Business (10)	Pro Forma
Revenues	\$ 850,509	\$ 348,456	\$ 502,053
Costs and expenses			
Cost of revenues	240,119	54,830	185,289
Sales and marketing	242,127	51,907	190,220
Research and development	94,434	18,762	75,672
General and administrative	248,037	15,281	232,756
Restructuring, impairments and other charges, net	236,219	771	235,448
Amortization of other intangible assets	21,091	9,906	11,185
Total costs and expenses	<u>1,082,027</u>	<u>151,457</u>	<u>930,570</u>
Operating (loss) income	(231,518)	196,999	(428,517)
Other income (loss), net	<u>94,407</u>	<u>(717)</u>	<u>95,124</u>
(Loss) income from continuing operations before income taxes and loss from unconsolidated entities	(137,111)	196,282	(333,393)
Income tax benefit (expense)	3,451	(74,618)	78,069
Loss from unconsolidated entities, net of tax	<u>(2,018)</u>	<u>—</u>	<u>(2,018)</u>
(Loss) income from continuing operations, net of tax	(135,678)	121,664	(257,342)
Less: Net income attributable to noncontrolling interest in subsidiary	<u>(3,840)</u>	<u>(3,840)</u>	<u>—</u>
Net (loss) income from continuing operations attributable to VeriSign, Inc. and subsidiaries common stockholders	<u>\$ (139,518)</u>	<u>\$ 117,824</u>	<u>\$ (257,342)</u>
Loss per share from continuing operations attributable to VeriSign, Inc. and subsidiaries common stockholders			
Basic	<u>\$ (0.59)</u>		<u>\$ (1.08)</u>
Diluted	<u>\$ (0.59)</u>		<u>\$ (1.08)</u>
Shares used to compute net income per share attributable to VeriSign, Inc. and subsidiaries common stockholders:			
Basic	<u>237,707</u>		<u>237,707</u>
Diluted	<u>237,707</u>		<u>237,707</u>

See accompanying Notes to the Unaudited Pro Forma Condensed Consolidated Financial Statements

VERISIGN, INC. AND SUBSIDIARIES
NOTES TO THE PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

- (1) Represents balances as reported on the unaudited Condensed Consolidated Balance Sheet included in the Company's Form 10-Q for the quarter ended June 30, 2010.
- (2) Represents cash proceeds received from the Purchaser on August 9, 2010.
- (3) Represents balances pertaining to cash and cash equivalents, marketable securities, accounts receivable, prepaid expenses and other assets, long-lived assets and goodwill that were classified as assets held for sale as of June 30, 2010. These amounts were acquired by the Purchaser pursuant to the Agreement.
- (4) Represents estimated transaction costs incurred in connection with the Sale.
- (5) Represents balances pertaining to accounts payable and accrued liabilities, deferred revenues and other liabilities that were classified as held for sale as of June 30, 2010. These amounts were assumed by the Purchaser pursuant to the Agreement.
- (6) Represents estimated pre-tax gain on the Sale.
- (7) Represents accumulated other comprehensive income related to the Authentication Services business disposal group.
- (8) Represents noncontrolling interest in VeriSign Japan.
- (9) Represents results of operations as reported on the audited Consolidated Statements of Operations included in the Company's fiscal 2009 Annual Report on Form 10-K.
- (10) Represents results of operations of the Authentication Services business. Tax effects have been determined based on the statutory rates in effect during each respective period.