

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-1
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)	7371 (Primary Standard Industrial Classification Code Number)	94-3221585 (I.R.S. Employer Identification Number)
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1390 Shorebird Way
Mountain View, California 94043-1338
(650) 961-7500
(Address, Including Zip Code, and Telephone Number, Including Area Code, of
Registrant's Principal Executive Offices)

Dana L. Evan
Chief Financial Officer
VeriSign, Inc.
1390 Shorebird Way
Mountain View, California 94043-1338
(650) 961-7500
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,
of Agent For Service)

Copies to:

Laird H. Simons III, Esq.
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Fenwick & West LLP
Two Palo Alto Square
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(650) 494-0600

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200 Page Mill Road
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Wilson Sonsini Goodrich & Rosati,
Professional Corporation
650 Page Mill Road
Palo Alto, California 94304-1050
(650) 493-9300

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-70121

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act

registration statement number of the earlier effective registration statement for the same offering. _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Common Stock, par value \$0.01 per share.....	402,500	\$80.50	\$32,401,250	\$9,007.55

(1) The Company previously registered an aggregate of 2,760,000 shares of Common Stock on a Registration Statement on Form S-1 (File No. 333-70121) for an aggregate maximum aggregate offering price of \$174,487,200 for which a filing fee of \$48,681.93 was previously paid upon the filing of such Registration Statement. On January 26, 1999, an additional \$10,000 was paid via wire transfer from which the required filing fee of \$9,007.55 should be drawn. Accordingly, the Registrant has instructed a bank to transmit a wire transfer to the Securities and Exchange Commission of the requisite fee, the Registrant will not revoke such instruction, and it has sufficient funds in the Commission's account to cover the amount of the registration fee.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), by VeriSign, Inc. (the "Company"). This Registration Statement relates to the public offering of Common Stock of the Company contemplated by the Registration Statement on Form S-1, File No. 333-70121 (the "Prior Registration Statement."), and is being filed for the sole purpose of increasing the number of shares of Common Stock offered by 402,500 shares and increasing the aggregate offering price to the public set forth in such Registration Statement by \$32,401,250. The contents of the Prior Registration Statement are hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on the 26th day of January, 1999.

VERISIGN, INC.

By: /s/ Stratton D. Sclavos

 Stratton D. Sclavos
 President and Chief Executive
 Officer

In accordance with the requirements of the Securities Act, this Amendment has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date ----
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Principal Executive Officer:

/s/ Stratton D. Sclavos <hr style="width: 100%;"/> Stratton D. Sclavos	President, Chief Executive Officer and Director	January 26, 1999
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Principal Financial and Principal Accounting Officer:

/s/ Dana L. Evan <hr style="width: 100%;"/> Dana L. Evan	Vice President of Finance and Administration and Chief Financial Officer	January 26, 1999
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Directors:

D. James Bidzos* <hr style="width: 100%;"/> D. James Bidzos	Chairman of the Board	January 26, 1999
William Chenevich* <hr style="width: 100%;"/> William Chenevich	Director	January 26, 1999
Kevin R. Compton* <hr style="width: 100%;"/> Kevin R. Compton	Director	January 26, 1999
David J. Cowan* <hr style="width: 100%;"/> David J. Cowan	Director	January 26, 1999
Timothy Tomlinson* <hr style="width: 100%;"/> Timothy Tomlinson	Director and Secretary	January 26, 1999

*By: _____
 Dana L. Evan
 Attorney-in-Fact

EXHIBIT INDEX

Exhibit Number -----	Exhibit Title -----
5.01	Opinion of Fenwick & West LLP regarding legality of the securities being registered.
23.01	Consent of Fenwick & West LLP (included in Exhibit 5.01).
23.02	Consent of KPMG LLP.

[LETTERHEAD OF FENWICK & WEST LLP]

January 26, 1999

VeriSign, Inc.
1390 Shorebird Way
Mountain View, CA 94043-1337

Gentlemen/Ladies:

At your request, we have examined the Registration Statement on Form S-1 (File Number 333-70121) (the "Registration Statement") filed by you with the Securities and Exchange Commission (the "Commission") on or about January 5, 1999, as subsequently amended, including by the Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "462(b) Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 3,162,500 shares of your Common Stock (the "Stock"), 1,565,000 of which are presently issued and outstanding and will be sold by certain selling stockholders (the "Selling Stockholders").

In rendering this opinion, we have examined the following:

- (1) your registration statement on Form S-1 (File Number 333-40789) filed with and declared effective by the Commission on January 29, 1998, together with the Exhibits filed as a part thereof;
- (2) your registration statement on Form 8-A (File Number 000-23593) filed with the Commission on January 5, 1998;
- (3) the Registration Statement and the 462(b) Registration Statement, together with the Exhibits filed as a part thereof;
- (4) the Prospectuses prepared in connection with the Registration Statement;
- (5) the minutes of meetings and actions by written consent of the stockholders and Board of Directors that are contained in your minute books that are in our possession;
- (6) your stock records that you have provided to us (consisting of a certificate from your transfer agent verifying the number of your issued and outstanding shares of capital stock as December 31, 1998 and a list of option and warrant holders respecting your capital and of any rights to purchase capital stock that was prepared by you and dated December 31, 1998, verifying the number of such issued and outstanding securities).

- (7) a Management Certificate addressed to us and dated of even date herewith executed by the Company containing certain factual and other representations.
- (8) The various stock purchase and other agreements under which the Selling Stockholders acquired the Stock to be sold by them as described in the Registration Statement.
- (9) the Custody Agreement and Powers of Attorney signed by the Selling Stockholders in connection with the sale of Stock described in the Registration Statement.

By telephone call to the offices of the Commission, we have also confirmed the continued effectiveness of the Company's registration under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the timely filing by you of all reports required to be filed by you pursuant to Rules 13, 14 and 15 promulgated under the Exchange Act.

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 of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the legal capacity of all natural persons executing the same, the lack of any undisclosed terminations, modifications, waivers or amendments to any documents reviewed by us and the due execution and delivery of all documents where due execution and delivery are prerequisites to the effectiveness thereof.

As to matters of fact relevant to this opinion, we have relied solely upon our examination of the documents referred to above and have assumed the current accuracy and completeness of the information obtained from public officials and records referred to above. We have made no independent investigation or other attempt to verify the accuracy of any of such information or to determine the existence or non-existence of any other factual matters; however, we are not aware of any facts that would cause us to believe that the opinion expressed herein is not accurate.

We are admitted to practice law in the State of California, and we express no opinion herein with respect to the application or effect of the laws of any jurisdiction other than the existing laws of the United States of America and the State of California and (without reference to case law or secondary sources) the existing Delaware General Corporation Law.

Based upon the foregoing, it is our opinion that the 1,565,000 shares of Stock to be sold by the Selling Stockholders pursuant to the Registration Statement are legally issued, fully paid and nonassessable and that the up to 1,597,500 shares of Stock to be issued and sold by you, when issued and sold in accordance in the manner referred to in the relevant Prospectus associated with the Registration Statement, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments thereto.

This opinion speaks only as of its date and we assume no obligation to update this opinion should circumstances change after the date hereof. This opinion is intended solely for the your use as an exhibit to the Registration Statement for the purpose of the above sale of the Stock and is not to be relied upon for any other purpose.

Very truly yours,

FENWICK & WEST LLP

By: /s/ Jeffrey Vetter

Jeffrey Vetter, a Partner

CONSENT OF KPMG LLP

The Board of Directors
VeriSign, Inc.:

We consent to the incorporation by reference herein of our report dated December 18, 1998, with respect to the consolidated balance sheets of VeriSign, Inc. and subsidiaries as of December 31, 1996 and 1997, and the related consolidated statements of operations, stockholders' equity, and cash flows for the period from April 12, 1995 (inception) to December 31, 1995, and for each of the years in the two-year period ended December 31, 1997, which report appears in the registration statement (No. 333-70121) on Form S-1 dated January 26, 1999, filed by VeriSign, Inc., and to the reference to our firm under the headings "Selected Consolidated Financial Data" and "Experts" in the prospectus.

KPMG LLP

Mountain View, California
January 26, 1999