

SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

VERISIGN, INC.

(Exact name of registrant as specified in its charter)

Delaware  
 (State or other jurisdiction of  
 incorporation or organization)

94-3221585  
 (I.R.S. employer  
 identification no.)

1350 Charleston Road  
 Mountain View, California 94043-1331  
 (Address of principal executive offices)

1998 Equity Incentive Plan

1998 Employee Stock Purchase Plan

Non-Plan Stock Options  
 Granted by Registrant

(Full titles of the plans)

Dana L. Evan  
 Chief Financial Officer  
 VeriSign, Inc.  
 1350 Charleston Road  
 Mountain View, California 94043-1331  
 (650) 961-7500

(Name, address and telephone number, including area code, of agent for service)

Copies to:

Jeffrey R. Vetter, Esq.  
 R. Gregory Roussel, Esq.  
 Fenwick & West LLP  
 Two Palo Alto Square  
 Palo Alto, California 94306

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share.....	4,900,000 (1)	\$81.47 (2)	\$399,203,000 (2)	\$0 (3)

- (1) Represents 4,000,000 additional shares reserved for issuance upon exercise of stock options under the Registrant's 1998 Equity Incentive Plan and 500,000 additional shares available for issuance under the Registrant's 1998 Employee Stock Purchase Plan pursuant to amendments of such plans made effective as of May 27, 1999. Also includes 400,000 shares reserved for issuance upon exercise of stock options pursuant to Non-Plan Option Agreements with five non-executive officer employees. Shares issuable upon exercise of stock options under the Registrant's 1998 Equity Incentive Plan were originally registered on a Registration Statement on Form S-8 (File No. 333-46803) filed on February 24, 1998. Shares available for issuance under the Registrant's 1998 Employee Stock Purchase Plan were originally registered on a Registration Statement on Form S-8 (File No. 333-45237) filed on January 30, 1998.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) under the Securities Act of 1933 and based upon an average of the high and low prices reported on the Nasdaq National Market on July 13, 1999.
- (3) A fee of \$110,978.43 was previously paid in connection with the initial filing of the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on the 12th day of July, 1999.

VERISIGN, INC.

By: /s/ Dana L. Evan  
-----  
Dana L. Evan  
Vice President of Finance and Administration  
and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1, Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
Principal Executive Officer and Director:		
Stratton D. Sclavos* ----- Stratton D. Sclavos	President, Chief Executive Officer and Director	July 12, 1999
Principal Financial and Principal Accounting Officer:		
/s/ Dana L. Evan ----- Dana L. Evan	Vice President of Finance and Administration and Chief Financial Officer	July 12, 1999
Additional Directors:		
D. James Bidzos* ----- D. James Bidzos	Director	July 12, 1999
William Chenevich* ----- William Chenevich	Director	July 12, 1999
Kevin R. Compton* ----- Kevin R. Compton	Director	July 12, 1999
David J. Cowan* ----- David J. Cowan	Director	July 12, 1999
Tim Tomlinson* ----- Timothy Tomlinson	Director	July 12, 1999

\* By: /s/ Dana L. Evan  
-----  
Dana L. Evan  
Attorney-in-Fact