



ANNUAL  
REPORT  
**2018**

# DEAR VERISIGN STOCKHOLDERS:



## OUR MISSION

Enable the world to connect online with reliability and confidence, anytime, anywhere

## OUR VALUES

- We are stewards of the internet and our Company
- We are passionate about the pursuit of technology and innovation
- We take responsibility for our actions
- We respect others and exhibit integrity in our actions

In 2018, we continued to provide secure, stable internet infrastructure services which billions of internet users worldwide rely on daily, while growing and managing our business. Significant milestones of 2018 include:

- Revenues totaled \$1.21 billion for 2018, marking eight straight years of revenue and operating income expansion. Since 2010 we have significantly expanded cash flow from operations.
- The domain name base for .com and .net names ended 2018 with 153 million names, up by 6.6 million net new names which represents a 4.5 percent increase over the base at the end of the prior year.
- During 2018, we repurchased 4.4 million shares, returning \$600 million to our stockholders.
- Our balance sheet remained strong with year-end cash, cash equivalents and marketable securities at \$1.27 billion.
- In October of 2018, we executed an amendment to the Cooperative Agreement with the Department of Commerce which gives Verisign the approval to engage with ICANN to amend the .com Registry Agreement to allow Verisign to increase .com domain name registration and renewal fees. The amendment also provides regulatory reduction that allows for a standard renewal of the .com Registry Agreement, which occurs every six years, to proceed without review and approval by the Department of Commerce.

For more than 21 years Verisign has maintained 100% operational accuracy and stability of the .com and .net domain name system infrastructure, helping to keep the world connected online, seamlessly and securely.

Secure, reliable operation of internet infrastructure is fundamental to what we provide and our commitment to security and stability has contributed to our technical expertise and leadership. Our registration services and authoritative resolution for the .com and .net top-level domains support the majority of e-commerce. We remain committed to protecting, growing and managing our business while returning value to shareholders.

I would like to extend my thanks to our stockholders, customers, and employees for your ongoing support.

A handwritten signature in black ink that reads "Jim Bidzos". The signature is fluid and cursive.

Jim Bidzos  
Executive Chairman,  
President, and Chief Executive Officer  
April 2019

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

**FORM 10-K**

(Mark One)

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

**For the fiscal year ended December 31, 2018**

**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:

Title of each class

Common Stock \$0.001 Par Value Per Share

Name of each exchange on which registered

Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES  NO

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting 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

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

The aggregate market value of the voting and non-voting common equity stock held by non-affiliates of the Registrant as of June 30, 2018, was \$10.0 billion based upon the last sale price reported for such date on the Nasdaq Global Select Market. For purposes of this disclosure, shares of Common Stock held by persons known to the Registrant (based on information provided by such persons and/or the most recent schedule 13Gs filed by such persons) to beneficially own more than 5% of the Registrant's Common Stock and shares held by officers and directors of the Registrant have been excluded because such persons may be deemed to be affiliates. This determination is not necessarily a conclusive determination for other purposes.

Number of shares of Common Stock, \$0.001 par value, outstanding as of the close of business on February 8, 2019: 119,714,949 shares.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive Proxy Statement to be delivered to stockholders in connection with the 2019 Annual Meeting of Stockholders are incorporated by reference into Part III

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For purposes of this Annual Report, the terms “Verisign”, “the Company”, “we”, “us”, and “our” refer to VeriSign, Inc. and its consolidated subsidiaries.

## PART I

### ITEM 1. BUSINESS

#### Overview

We are a global provider of domain name registry services and internet infrastructure, enabling internet navigation for many of the world’s most recognized domain names (“Registry Services”). Our Registry Services enable the security, stability, and resiliency of key internet infrastructure and services, including providing root zone maintainer services, operating two of the 13 global internet root servers, and providing registration services and authoritative resolution for the .com and .net top-level domains (“TLDs”), which support the majority of global e-commerce. On December 5, 2018, we completed the sale of our rights, economic benefits, and obligations, in all customer contracts related to our Security Services business, which primarily consisted of Distributed Denial of Service (“DDoS”) Protection Services and Managed Domain Name System (“DNS”) Services, to Neustar, Inc. (“Neustar”). As part of the transaction, we will continue to support the Security Services customers during the transition to Neustar over the course of 2019.

We have operations inside as well as outside the United States (“U.S.”). For certain additional information about our business, including a geographic breakdown of revenues and changes in revenues, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 and Note 7, “Revenue Recognition” of our Notes to Consolidated Financial Statements in Item 15 of this Form 10-K.

We were incorporated in Delaware on April 12, 1995. Our principal executive offices are located at 12061 Bluemont Way, Reston, Virginia 20190. Our telephone number at that address is (703) 948-3200. Our common stock is traded on the Nasdaq Global Select Market under the ticker symbol VRSN. VERISIGN, the VERISIGN logo, and certain other product or service names are registered or unregistered trademarks in the U.S. and other countries. Other names used in this Form 10-K may be trademarks of their respective owners. Our primary website is <https://www.Verisign.com>. The information available on, or accessible through, this website is not incorporated in this Form 10-K by reference.

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are available, free of charge, on the Investor Relations section of our website as soon as is reasonably practicable after filing such reports with the Securities and Exchange Commission (the “SEC”). The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at <https://www.sec.gov>.

Pursuant to our agreements with the Internet Corporation for Assigned Names and Numbers (“ICANN”), we make available on our website (at <https://www.Verisign.com/zone>) files containing all active domain names registered in the .com and .net registries. At the same website address, we make available a summary of the active zone count registered in the .com and .net registries and the number of .com and .net domain names in the domain name base. 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 at least once per day. The update times may vary each day. The number of domain names provided in this Form 10-K are as of midnight of the date reported.

We announce material financial information to our investors using our investor relations website <https://investor.Verisign.com>, SEC filings, investor events, news and earnings releases, public conference calls and webcasts. We use these channels as well as social media to communicate with our investors and the public about our company, our products and services, and other issues. It is possible that the information we post on social media could be deemed to be material information. Therefore, we encourage investors, the media, and others interested in our Company to review the information we post on the social media channels listed below. This list may be updated from time to time on our investor relations website.

<https://www.Facebook.com/Verisign>

<https://www.Twitter.com/Verisign>

<https://www.Linkedin.com/company/Verisign>

<https://www.YouTube.com/user/Verisign>

<https://www.Verisign.com>

<https://blog.Verisign.com>

The contents of these websites are not intended to be incorporated by reference into this Annual Report on Form 10-K or in any other report or document we file.

### *Registry Services*

Registry Services operates the authoritative directory of and/or the back-end systems for all *.com*, *.net*, *.cc*, *.tv*, *.gov*, *.jobs*, *.edu* and *.name* domain names, among others. Registry Services allows individuals and organizations to establish their online identities, while providing the secure, always-on access they need to communicate and transact reliably with large-scale online audiences.

We are the exclusive registry of domain names within the *.com*, *.net*, and *.name* generic top-level domains (“gTLDs”), among others, under agreements with ICANN and also, with respect to the *.com* agreement, the U.S. Department of Commerce (“DOC”). We are also the exclusive registry of domain names within certain transliterations of *.com* and *.net* in a number of different native languages and scripts (“IDN gTLDs”). As a registry, we maintain the master directory of all second-level domain names (e.g., johndoe.com and janedoe.net) in these gTLDs and IDN gTLDs. Our global constellation of DNS servers provides internet protocol (“IP”) address information in response to queries, enabling the use of browsers, email systems, and other systems on the internet. In addition, we own and maintain the shared registration system that allows ICANN-accredited registrars to enter new second-level domain names into central directories and to submit modifications, transfers, re-registrations, and deletions for existing second-level domain names (“Shared Registration System”).

In addition to our registry agreements with ICANN, we have agreements to operate the registry for the *.tv* and *.cc* country code top-level domains (“ccTLDs”) for Tuvalu and Cocos (Keeling) Islands, respectively, and to operate the back-end registry systems for the *.gov*, *.jobs*, and *.edu* sponsored TLDs, among others. These TLDs are also supported by our global constellation of DNS servers and Shared Registration System.

We also provide internationalized domain name (“IDN”) services that enable internet users to access websites in characters representing their local language. Our gTLDs and ccTLDs can support standards-compliant registrations in over 100 different native languages and scripts.

We also perform the root zone maintainer function under an agreement with ICANN for the core of the internet’s DNS and operate two of the 13 root zone servers that contain authoritative data for the very top of the DNS hierarchy.

Domain names can be registered for between one and 10 years. The fees charged for *.com*, *.net* and *.name* may only be increased according to adjustments prescribed in our agreements with ICANN over the applicable term. Revenues for *.cc* and *.tv* domain names and our IDN gTLDs are based on a similar fee system and registration system, although the fees charged are not subject to the same pricing restrictions as those imposed by the DOC on *.com*, or ICANN with respect to *.net* and *.name*. The fees received from operating the *.gov* registry are based on the terms of Verisign’s agreement with the U.S. General Services Administration. The fees received from operating the *.jobs* registry infrastructure, and that of others for which Verisign provides such services, are based on the terms of Verisign’s agreements with those respective registry operators.

Historically, we have experienced a higher volume of domain name transactions in the first quarter of the year compared to other quarters. Our quarterly revenue does not reflect these seasonal patterns because the preponderance of our revenue for each quarterly period is provided by the ratable recognition of our deferred revenue balance. The effect of this seasonality has historically resulted in the largest amount of growth in our deferred revenue balance occurring during the first quarter of the year compared to the other quarters.

### *Security Services*

As described above, the Company sold its Security Services customer contracts to Neustar on December 5, 2018. Security Services was primarily comprised of DDoS Protection Services and Managed DNS Services.

DDoS Protection Services supports online business continuity by providing monitoring and mitigation services against DDoS attacks. Customers include financial institutions, software-as-a-service providers, e-commerce providers, and media companies. Customers pay a subscription fee that varies depending on the customer’s network requirements.

Managed DNS Services is a hosting service that delivers DNS resolution, improving the availability of web-based systems. Customers include financial institutions, e-commerce, and software-as-a-service providers. Customers pay a subscription fee that varies based on the amount of DNS traffic they receive.

## Operations Infrastructure

Our operations infrastructure consists of three secure data centers in Dulles, Virginia; New Castle, Delaware; and Fribourg, Switzerland as well as more than 160 resolution sites around the world. Our domain name servers provide the associated authoritative name servers and IP addresses for every *.com* and *.net* domain name on the internet and a large number of other TLD queries, processing more than 152 billion queries daily. These secure data centers operate 24 hours a day, supporting our business units and services. The performance and scale of our infrastructure are critical for our business, and give us the platform to maintain our leadership position. Key features of our operations infrastructure include:

- *Distributed Servers:* We operate a large number of high-speed servers globally to support localized capacity and availability demands. In conjunction with our proprietary software, processes and procedures, this platform offers rapid failover, global and local load balancing, and threshold monitoring on critical servers.
- *Networking:* We deploy and maintain a redundant and diverse global network, maintain high-speed, redundant connections to numerous internet service providers, and maintain peering relationships globally to ensure that our critical services are readily accessible to customers at all times.
- *Security:* We incorporate architectural concepts such as protected domains, restricted nodes and distributed access control in our system architecture. In addition, we employ firewalls and intrusion detection software, as well as proprietary security mechanisms at many points across our infrastructure. We perform recurring internal vulnerability testing and controls audits, and also contract with third-party security consultants who perform periodic penetration tests and security risk assessments on our systems. Verisign has engineered resiliency and diversity into how it hosts classes of products throughout its set of interconnected sites to mitigate unknown vendor defects and zero-hour security vulnerabilities. This includes different physical security silos, which themselves are separated into bulkheads, and in which servers are located. Corporate networks are in their own physical silo. Thus, the corporate networks to which personnel directly connect are separated from the silos that house production services; administration of production gear from corporate systems must go through an internal, fortified intermediary; and account credentials used within the corporate networks are not used within the production silos, nor on the fortified systems.
- *Data Integrity:* Verisign employs both phased and systemic integrity validation operations via a number of proprietary mechanisms on all internal DNS publication operations.

We have continuously expanded our infrastructure to meet demands to support normal and peak system load and attack volumes based on what we have experienced historically, as well as to address projected internet attack trends.

*Call Centers and Help Desk:* We provide customer support services through phone-based call centers, email help desks and web-based self-help systems. Our Virginia call center is staffed with trained customer support agents 24 hours a day, every day of the year.

*Operations Support and Monitoring:* Through our network operations center, we have an extensive monitoring capability that enables us to track the status and performance of our critical database systems and our global resolution systems. Our network operations center is staffed 24 hours a day, every day of the year.

*Disaster Recovery Plans:* We have disaster recovery and business continuity capabilities that are designed to deal with the loss of entire data centers and other facilities. We maintain dual mirrored data centers that allow rapid failover with no data loss and no loss of function or capacity, as well as off-continent tertiary facilities. Our critical data services (including domain name registration and global resolution) use advanced storage systems that provide data protection through techniques such as synchronous mirroring and remote replication.

## Marketing, Sales and Distribution

We seek to expand our business through focused marketing campaigns and programs that target growth in the *.com* and *.net* domain name base, both domestically and in foreign markets. We offer promotional marketing programs for our registrars based upon market conditions and the business environment in which the registrars operate. We provide tools to be used by both registrars and end users to allow them to find relevant domain names. We have marketing and sales offices in several countries around the world.

## Research and Development

We believe that timely development of new and enhanced services, including monitoring and visualization, registry provisioning platforms, navigation and resolution services, data services, value added services, and new and enhanced ways to ensure the security, stability, and resiliency of our services, is necessary to remain competitive in the marketplace.

Our future success will depend, in large part, on our ability to continue to maintain and enhance our current technologies and services and to develop new ones. We actively investigate and incubate new concepts and evaluate new business ideas through our innovation pipeline. We expect that most of the future enhancements to our existing services and our new services will be the result of internal development efforts in collaboration with suppliers, other vendors, customers, and the technology community. Under certain circumstances, we may also acquire or license technology from third parties.

The markets for our services are dynamic, characterized by rapid technological developments, frequent new product introductions, and evolving industry standards. The constantly changing nature of these markets and their rapid evolution will require us to continually improve the performance, features, and reliability of our services, particularly in response to competitive offerings, and to introduce both new and enhanced services as quickly as possible and prior to our competitors.

## Competition

We compete with numerous companies in the Registry Services business. The overall number of our competitors may increase and the identity and composition of competitors may change over time.

New technologies and the expansion of existing technologies may increase competitive pressure. In addition, our markets are characterized by announcements of collaborative relationships involving our competitors. The existence or announcement of any such relationships could adversely affect our ability to attract and retain customers.

We face competition in the domain name registry space from other gTLD and ccTLD registries that are competing for the business of entities and individuals that are seeking to obtain a domain name registration, establish an online presence, as well as other uses of domain names, such as branded email. In addition to the gTLDs and ccTLDs we operate or for which we provide back-end registry services, there are over 1,200 other operational gTLD registries, over 250 Latin script ccTLD registries, more than 50 IDN ccTLD registries, and over 150 IDN gTLD registries. Under our agreements with ICANN, we are subject to certain restrictions in the operation of *.com*, *.net* and *.name* on pricing, bundling, marketing, methods of distribution, the introduction of new registry services, and use of registrars, that do not apply to ccTLDs and other gTLDs and therefore may create a competitive disadvantage.

To the extent end-users navigate using search engines or social media, or transact on e-commerce platforms, as opposed to direct navigation, we face competition from search engines such as Google, Bing, Yahoo!, and Baidu, social media networks such as Facebook and WeChat, e-commerce platforms such as Amazon, eBay and Taobao, and microblogging tools such as Twitter. In addition, we face competition from these social media businesses and e-commerce platforms if they are used to establish an online presence by end-users rather than through the use of a domain name. Furthermore, to the extent end-users increase the use of web and mobile applications to locate and access content, we face competition from providers of such web and mobile applications.

We also face competition from service providers that offer outsourced domain name registration, resolution and other DNS services to registries that require a reliable and scalable infrastructure. Among our competitors are Afilias plc, CentralNic Ltd., and Neustar, Inc.

## Industry Regulation

The internet is governed under a multi-stakeholder model comprising civil society, the private sector including for-profit and not-for-profit organizations such as ICANN, governments including the U.S. government, academia, non-governmental organizations, and international organizations. ICANN plays a central coordination role in the multi-stakeholder system. ICANN is mandated through its bylaws to uphold a private sector-led multi-stakeholder approach to internet governance for the public benefit. The multi-stakeholder process has and will continue to create policies, programs, and standards that directly or indirectly impact or affect our business. In addition, country-level regulations, such as those implemented by China, impose additional costs on our Registry Services, can affect the growth or renewal rates of domain name registrations, and may also affect our ability to do business. Similarly, in the European Union, legislative and regulatory bodies responsible for data privacy continue to enhance and modify data privacy protections, which impacts our collection and delivery of personal data as we provide our domain name registry services, and could affect costs of operation.



As the exclusive registry of domain names within the *.com* and *.net* gTLDs, we have entered into certain agreements with ICANN and, in the case of *.com*, the DOC under a Cooperative Agreement.

#### *.com Registry Agreement*

Following the extension of the *.com* Registry Agreement on October 20, 2016, the *.com* Registry Agreement provides that we will continue to be the sole registry operator for domain names in the *.com* gTLD through November 30, 2024. As part of the extension of the *.com* Registry Agreement, the Company and ICANN agreed to cooperate and negotiate in good faith to amend the terms of the *.com* Registry Agreement: (i) by October 20, 2018, to preserve and enhance the security and stability of the internet or the *.com* TLD, and (ii) as may be necessary for consistency with changes to, or the termination or expiration of, the Cooperative Agreement. ICANN and Verisign are engaged in discussions related to these obligations, including modifying the *.com* Registry Agreement based on changes to the Cooperative Agreement arising from Amendment 35. On a quarterly basis, we pay \$0.25 to ICANN for each annual increment of a domain name registered or renewed during such quarter. We are required to comply with and implement temporary specifications or policies and Consensus Policies, as well as other provisions pursuant to the *.com* Registry Agreement relating to handling of data and other registry operations. The *.com* Registry Agreement also provides a procedure for Verisign to propose, and ICANN to review and approve, additional registry services.

The *.com* and *.net* Registry Agreements with ICANN contain a “presumptive” right of renewal upon the expiration of their current terms. ICANN could terminate or refuse to renew our *.com* and/or *.net* Registry Agreements if, upon proper notice, (i) we fail to cure a fundamental and material breach of certain specified obligations, and (ii) we fail to timely comply with a final decision of an arbitrator or court. See “Risk Factors - Risks arising from our agreements governing our Registry Services business could limit our ability to maintain or grow our business” in Part I, Item 1A of this Annual Report on Form 10-K for further information. Our *.com* and *.net* Registry Agreements contain obligations to provide access to our systems, restrictions on our ability to market and bundle our products and services, and restrictions on our ability to control our registrar channel or own a registrar.

#### *Cooperative Agreement*

Verisign and the DOC entered into Amendment 35 of the Cooperative Agreement on October 26, 2018, which, among other items, extends the term of the Cooperative Agreement until November 30, 2024. The Cooperative Agreement will automatically renew on the same terms for successive six-year terms unless the DOC provides written notice of non-renewal 120 days prior to the end of the then-current term. Under Amendment 35, standard renewals of the *.com* Registry Agreement with ICANN will not require further DOC approval, although any additional changes to the pricing section other than as approved in Amendment 35, changes to the vertical integration provisions, the functional or performance specifications (including the SLAs), the conditions for renewal or termination, or to the Whois service, as set forth in the Amendment 35, would require further DOC approval. As was the case with prior amendments, the DOC’s approval of Amendment 35 was not intended to confer federal antitrust immunity on Verisign with respect to the *.com* Registry Agreement.

Under Amendment 35 to the Cooperative Agreement, the Maximum Price (as defined in the *.com* Registry Agreement) of a *.com* domain name may be increased without further DOC approval by up to 7% in each of the final four years of each six-year period. The first such six-year period begins on October 26, 2018. The changes to the Maximum Price under Amendment 35 are not effective until such price increases are incorporated in the *.com* Registry Agreement with ICANN. Further, we are entitled to increase the Maximum Price of a *.com* domain name due to the imposition of any new Consensus Policy or documented extraordinary expense resulting from an attack or threat of attack on the Security or Stability of the DNS as described in the *.com* Registry Agreement, provided that we may not exercise such right unless the DOC provides prior written approval that the exercise of such right will serve the public interest, such approval not to be unreasonably withheld. The Cooperative Agreement further provides that we shall be entitled at any time during the term of the *.com* Registry Agreement to seek to remove the pricing restrictions contained in the *.com* Registry Agreement if we demonstrate to the DOC that market conditions no longer warrant pricing restrictions in the *.com* Registry Agreement, as determined by the DOC. Also, under Amendment 35, we clarified that the restrictions in the *.com* Registry Agreement relating to vertical integration apply solely to the *.com* TLD. As to the *.com* TLD, we are not permitted to acquire, directly or indirectly, control of, or a greater than 15% ownership interest in, any ICANN-accredited registrar that sells *.com* domain names. In addition, under Amendment 35, we have agreed to continue to operate the *.com* TLD in a content-neutral manner and to work within ICANN processes to promote the development of content-neutral policies for the operation of the DNS.

#### *.net Registry Agreement*

We entered into a renewal of our *.net* Registry Agreement with ICANN that was effective on July 1, 2017. The *.net* Registry Agreement provides that we will continue to be the sole registry operator for domain names in the *.net* TLD through June 30, 2023.

### Root Zone Maintainer Service Agreement

In the fourth quarter of 2016, we entered into a new agreement with ICANN, the Root Zone Maintainer Service Agreement (“RZMA”) under which we perform the Root Zone Maintainer functions on behalf of ICANN. The RZMA will expire on October 19, 2024, with an automatic renewal, unless earlier terminated.

The descriptions of the .com Registry Agreement, the Cooperative Agreement, and the .net Registry Agreement are qualified in their entirety by the text of the complete agreements that are incorporated by reference as exhibits in this Form 10-K.

### Intellectual Property

We rely on a combination of copyrighted software, trademarks, service marks, patents, trade secrets, know-how, restrictions on disclosure, and other methods to protect our proprietary assets. We also enter into confidentiality and/or invention assignment agreements with our employees, consultants and current and potential affiliates, customers and business partners. We also control access to and distribution of proprietary documentation and other confidential information.

We have been issued numerous patents in the U.S. and abroad, covering a wide range of our technologies. Additionally, we continue to file numerous patent applications with respect to certain of our technologies in the U.S. Patent and Trademark Office and internationally. Patents may not be awarded with respect to these applications and even if such patents are awarded, such patents may not provide sufficient protection of our intellectual property. We continue to focus on growing our patent portfolio and consider opportunities for its strategic use.

We have obtained trademark registrations for the VERISIGN mark and VERISIGN logo in the U.S. and certain countries, and have pending trademark applications for the VERISIGN logo in a number of other countries. We have common law rights in other proprietary names. We take steps to enforce and police Verisign’s trademarks. We rely on the strength of our Verisign brand to help differentiate ourselves in the marketing of our products and services.

Our principal intellectual property consists of, and our success is dependent upon, proprietary software used in our Registry Services business and certain methodologies (many of which are patented or for which patent applications are pending) and technical expertise and proprietary know-how we use in both the design and implementation of our current and future registry services. We own our proprietary Shared Registration System through which registrars submit second-level domain name registrations for each of the registries we operate, as well as the ATLAS distributed lookup system which processes billions of queries per day. Some of the software and protocols used in our business are in the public domain or are otherwise available to our competitors, and some are based on open standards set by organizations such as the Internet Engineering Task Force. To the extent any of our patents are considered “standard essential patents,” we may be required to license such patents to our competitors on reasonable and non-discriminatory terms or otherwise be limited in our ability to assert such patents.

### Employees

The following table shows a comparison of our consolidated employee headcount, by function:

	As of December 31,		
	2018	2017	2016
Employee headcount by function:			
Cost of revenues.....	281	288	324
Sales and marketing.....	84	133	143
Research and development.....	219	226	228
General and administrative.....	316	305	295
Total.....	<u>900</u>	<u>952</u>	<u>990</u>

We have never had a work stoppage, and no U.S.-based employees are represented under collective bargaining agreements. Our ability to achieve our financial and operational objectives depends in large part upon our continued ability to attract, integrate, train, retain, and motivate highly qualified sales, technical and managerial personnel, and upon the continued service of our senior management and key sales and technical personnel. Competition for qualified personnel in our industry and in some of our geographical locations is intense, particularly for software development personnel.

## ITEM 1A. RISK FACTORS

*In addition to other information in this Form 10-K, the following risk factors should be carefully considered in evaluating us and our business because these factors currently have a significant impact or may have a significant impact on our business, operating results or financial condition. Actual results could differ materially from those projected in the forward-looking statements contained in this Form 10-K as a result of the risk factors discussed below and elsewhere in this Form 10-K and in other filings we make with the SEC.*

### **Risks arising from our agreements governing our Registry Services business could limit our ability to maintain or grow our business.**

We are parties to (i) a Cooperative Agreement (as amended) with the DOC with respect to the *.com* gTLD and (ii) Registry Agreements with ICANN for *.com*, *.net*, *.name*, and other gTLDs including our IDN gTLDs. As substantially all of our revenues are derived from our Registry Services business, limitations and obligations in, or changes or challenges to, these agreements, particularly the agreements that involve *.com* and *.net*, could have a material adverse impact on our business. Certain competing registries, such as the ccTLDs, do not face the same limitations or obligations that we face in our agreements. Verisign and the DOC entered into Amendment 35 of the Cooperative Agreement on October 26, 2018, which, among other items, extends the term of the Cooperative Agreement until November 30, 2024. The Cooperative Agreement will automatically renew on the same terms for successive six-year terms unless the DOC provides written notice of non-renewal 120 days prior to the end of the then-current term. Further changes to the Cooperative Agreement require the mutual agreement of the DOC and the Company.

*Modifications or Amendments.* In October 2016, the Company and ICANN entered into an amendment to extend the term of the *.com* Registry Agreement to November 30, 2024 (the “*.com* Amendment”). As part of the *.com* Amendment, the Company and ICANN agreed to negotiate in good faith to amend the terms of the *.com* Registry Agreement: (i) by October 20, 2018, to preserve and enhance the security and stability of the internet or the *.com* TLD, and (ii) as may be necessary for consistency with changes to, or the termination or expiration of, the Cooperative Agreement. ICANN and Verisign are engaged in discussions to satisfy this obligation including modifying the *.com* Registry Agreement based on changes to the Cooperative Agreement arising from Amendment 35. We can provide no assurance that any new terms for the *.com* Registry Agreement that we agree to as a result of these discussions will match the changes permitted in Amendment 35 nor can we provide assurances that certain terms that we agree to will not increase the costs or risks associated with the operation of the *.com* TLD. Under Amendment 35, standard renewals of the *.com* Registry Agreement will not require further DOC approval. If, in connection with a renewal of the *.com* Registry Agreement the Company seeks any additional changes to the pricing section other than as approved in Amendment 35, changes to the vertical integration provisions, the functional or performance specifications (including the SLAs), the conditions for renewal or termination, or to the Whois service, as set forth in the Amendment 35, DOC approval is required. We can provide no assurances that such approval would be obtained.

In addition, our Registry Agreements for new gTLDs, including the Registry Agreements for our IDN gTLDs, include ICANN’s right to amend the agreements without our consent, which could impose unfavorable contract obligations on us that could impact our plans and competitive positions with respect to new gTLDs. At the time of renewal of our *.com* or *.net* Registry Agreements, ICANN might also attempt to impose this same unilateral right to amend these registry agreements under certain conditions. ICANN has also included new mandatory obligations on new gTLD registry operators, including us, that may increase the risks and potential liabilities associated with operating new gTLDs. ICANN might seek to impose these new mandatory obligations in our other Registry Agreements under certain conditions. We can provide no assurance that any changes to our Registry Agreements as a result of the above obligations will not have a material adverse impact on our business, operating results, financial condition, and cash flows.

*Pricing.* Under the terms of Amendment 35 to the Cooperative Agreement, the Company and ICANN may agree to amend the terms of the *.com* Registry Agreement to permit the price of registrations or renewals of *.com* domain names to be increased by up to 7% per year in each of the final four years of each six-year period beginning on October 26, 2018. In addition, we are entitled to increase the price up to 7%, with the prior approval of the DOC, due to the imposition of any new ICANN Consensus Policies, as established and defined under ICANN’s bylaws and due process, and covering certain items listed in the *.com* Registry Agreement, or documented extraordinary expense resulting from an attack or threat of attack on the security and stability of the DNS. However, it is uncertain that these additional circumstances will arise, or if they do, whether we would seek, or the DOC would approve, any request to increase the price for *.com* domain name registrations. We also have the right under the Cooperative Agreement to seek the removal of these pricing restrictions if we demonstrate to the DOC that market conditions no longer warrant such restrictions. However, it is uncertain whether we will seek the removal of such restrictions, or whether the DOC would approve the removal of such restrictions. In comparison, under the terms of the *.net* and *.name* Registry Agreements with ICANN, we are permitted to increase the price of domain name registrations and renewals in these TLDs up to 10% per year. Additionally, ICANN’s registry agreements for new gTLDs do not contain such pricing restrictions.

*Vertical integration.* Under Amendment 35, the parties clarified that the restrictions in the .com Registry Agreement relating to vertical integration apply solely to the .com TLD. As to the .com TLD, we are not permitted to acquire, directly or indirectly, control of, or a greater than 15% ownership interest in, any ICANN-accredited registrar that sells .com domain name registrations. Historically, all gTLD registry operators were subject to a vertical integration prohibition; however, ICANN has established a process whereby registry operators may seek ICANN's approval to remove this restriction, and ICANN has approved such removal for certain other registry operators. Additionally, ICANN's registry agreement for new gTLDs generally permits such vertical integration, with certain limitations including ICANN's right, but not the obligation, to refer such vertical integration activities to competition authorities. If we seek to remove the vertical integration restrictions contained in our agreements, it is uncertain whether ICANN approval would be obtained. Furthermore, even if we obtain such approval, we can provide no assurances that we will enter the domain name retail market, or that we will be successful if we choose to do so. If registry operators of other TLDs, including ccTLDs, are able to obtain competitive advantages through vertical integration, and we are not, it could materially harm our business.

*Renewal and Termination.* Our .com, .net, and .name Registry Agreements with ICANN contain "presumptive" rights of renewal upon the expiration of their current terms on November 30, 2024, June 30, 2023 and August 15, 2020, respectively. The Registry Agreements for our new gTLDs including our IDN gTLDs are subject to a 10-year term and contain similar "presumptive" renewal rights. If certain terms in our .com and .net Registry Agreements are not similar to such terms generally in effect in the registry agreements of the five largest gTLDs, then a renewal of these agreements shall be upon terms reasonably necessary to render such terms similar to the registry agreements for those other gTLDs. There can be no assurance that such terms, if they apply, will not have a material adverse impact on our business. A failure by ICANN to approve the renewal of the .com Registry Agreement prior to the expiration of its current term on November 30, 2024 or to approve the renewal of the .net Registry Agreement prior to or upon the expiration of its current term on June 30, 2023, would have, absent an extension, a material adverse effect on our business. ICANN could terminate or refuse to renew our .com or .net Registry Agreements if, upon proper notice, (i) we fail to cure a fundamental and material breach of certain specified obligations, and (ii) we fail to timely comply with a final decision of an arbitrator or court. ICANN's termination or refusal to renew either the .com or .net Registry Agreement would have a material adverse effect on our business.

*Consensus Policies.* Our Registry Agreements with ICANN require us to implement Consensus Policies and specifications or policies established on a temporary basis ("Temporary Policies"). ICANN could adopt Consensus Policies or Temporary Policies that are unfavorable to us as the registry operator of .com, .net and our other gTLDs, that are inconsistent with our current or future plans, that impose substantial costs on our business, that subject the Company to additional legal risks, or that affect our competitive position. Such Consensus Policies or Temporary Policies could have a material adverse effect on our business. As an example, ICANN has adopted a Consensus Policy that requires Verisign to receive and display Thick Whois data for .com and .net. In addition, ICANN has adopted a Temporary Specification that establishes temporary requirements for registry operators and registrars regarding the collection, display and disclosure of Thick WHOIS data pending ICANN's establishment of a permanent Consensus Policy. The costs of complying or failing to comply with these policies as well as laws and regulations, such as General Data Protection Regulation ("GDPR"), regarding personally identifiable information and data privacy, such as domestic and various foreign privacy regimes, could expose us to compliance costs and substantial liability, and result in costly and time-consuming investigations or litigation.

*Technical Standards and ICANN processes.* Our Registry Agreements with ICANN require Verisign to implement and comply with various technical standards and specifications published by the Internet Engineering Task Force ("IETF"). ICANN could impose requirements on us through changes to these IETF standards that are inconsistent with our current or future plans, that impose substantial costs on our business, that subject the Company to additional legal risks, or that affect our competitive position. Any such changes to the IETF standards could have a material adverse effect on our business. In addition, under Amendment 35, we have agreed to continue to operate the .com TLD in a content-neutral manner and to work within ICANN processes to promote the development of content neutral policies for the operation of the DNS. Such policies could expose us to compliance costs and substantial liability and result in costly and time-consuming investigations or litigation.

*Legal Challenges.* Our Registry Agreements have faced, and could face in the future, challenges, including possible legal challenges, resulting from our activities or the activities of ICANN, registrars, registrants, and others, and any adverse outcome from such challenges could have a material adverse effect on our business.

**Governmental regulation and the application of new and existing laws in the U.S. and overseas may slow business growth, increase our costs of doing business, create potential liability and have an adverse effect on our business.**

Application of new and existing laws and regulations in the U.S. or overseas to the internet and communications industry can be unclear. The costs of complying or failing to comply with these laws and regulations could limit our ability to operate in our current markets, expose us to compliance costs and substantial liability, and result in costly and time-consuming litigation. For example, the government of China has indicated that it will issue, and in some instances has begun to issue, new regulations, and has begun to enforce existing regulations, that impose additional costs on, and risks to, our provision of

Registry Services in China and could impact the growth or renewal rates of domain name registrations in China. In addition to registry operators, certain of such regulations also require registrars to obtain a government-issued license for each TLD whose domain name registrations they intend to sell directly to registrants. Any failure to obtain the required licenses, or to comply with any license requirements or any updates thereto, by us or our registrars could impact the growth of our business in China.

Foreign, federal or state laws could have an adverse impact on our business, financial condition, results of operations and cash flows, and our ability to conduct business in certain foreign countries. For example, laws designed to restrict who can register and who can distribute domain names, online gambling, counterfeit goods, and intellectual property violations such as cybersquatting; laws designed to require registrants to provide additional documentation or information in connection with domain name registrations; and laws designed to promote cyber security may impose significant additional costs on our business or subject us to additional liabilities.

To conduct our operations, we regularly move data across national borders and receive data originating from different jurisdictions, and consequently are subject to a variety of continuously evolving and developing laws and regulations in the United States and abroad regarding privacy, data protection and data security. The scope of the laws that may be applicable to us is often uncertain and may be conflicting, particularly with respect to foreign laws. For example, the European Union's GDPR, which greatly increases the jurisdictional reach of European Union law and adds a broad array of requirements for handling personal data, including the public disclosure of significant data breaches, and significant penalties, became effective in May 2018. Other countries and other states have enacted or are enacting data localization laws regulating or limiting data collection, storage and transfer. All of these evolving compliance and operational requirements can impose significant costs for us that are likely to increase over time.

Due to the nature of the internet, it is possible that federal, state or foreign governments might attempt to regulate internet transmissions or prosecute us for violations of laws. We might unintentionally violate such laws, such laws may be modified or enforced using new or novel legal theories, and new laws may be enacted in the future. In addition, as we continue to launch our IDN gTLDs and increase our marketing efforts of our other TLDs in foreign countries, we may raise our profile in certain foreign countries thereby increasing the regulatory and other scrutiny of our operations. Any such developments could increase the costs of regulatory compliance for us, affect our reputation, expose us to liability, penalties or fines, force us to change our business practices or otherwise materially harm our business. In addition, any such laws could impede growth of, or result in a decline in, domain name registrations.

**Undetected or unknown defects in our service, security breaches, defects in the technologies and services in our supply chain, and DDoS attacks could expose us to liability and harm our business and reputation.**

Services as complex as those we offer or develop could contain undetected defects or errors. Despite testing, defects or errors may occur in our existing or new services, which could result in service outages, compromised customer data, including DNS data, diversion of development resources, injury to our reputation, tort or contract claims, increased insurance costs or increased service costs, any of which could harm our business. Performance of our services could have unforeseen or unknown adverse effects on the networks over which they are delivered as well as, more broadly, on internet users and consumers, and on third-party applications and services that utilize our services, which could result in legal claims against us, harming our business. Our failure to identify, remediate and mitigate security vulnerabilities and breaches or our inability to meet customer expectations in a timely manner could also result in loss of or delay in revenues, failure to meet contracted service level obligations, loss of market share, failure to achieve market acceptance, injury to our reputation and increased costs.

In addition to undetected defects or errors, we are also subject to cyber-attacks and attempted security breaches. We retain certain customer and employee information in our data centers and various domain name registration systems. It is critical to our business strategy as well as fulfilling our obligations as the registry operator for *.com* and *.net*, that our facilities and infrastructure remain secure, that we continue to meet our service level agreements and we maintain the public's trust in the internet services that we provide. The Company, as an operator of critical internet infrastructure, is frequently targeted and experiences a high rate of attacks. These include the most sophisticated forms of attacks, such as advanced persistent threat attacks and zero-hour threats. These forms of attacks involve situations where the threat is not compiled or has been previously unobserved within our observation and threat indicators space until the moment it is launched. In addition, these forms of attacks may target specific unidentified or unresolved vulnerabilities that exist only within the target's supply chain or operating environment, making these attacks virtually impossible to anticipate and difficult to defend against. In addition to external threats, we may be subject to insider threats, including those from third-party suppliers such as consultants and advisors, SaaS providers, hardware, software, and network systems manufacturers, and other outside vendors, or from current or former contractors or employees; these threats can be realized from intentional or unintentional actions. The Shared Registration System, the root zone servers, the root zone file, the Root Zone Management System, the TLD name servers and the TLD zone files that we operate are critical to our Registry Services operations. Therefore, attacks against third-party suppliers that provide services to our Registry Services operations could also impact our infrastructure. Despite the significant time and money expended on our security measures, we have been subject to a security breach, as disclosed in our Quarterly Report on Form

10-Q for the quarter ended September 30, 2011, and our infrastructure may in the future be vulnerable to physical break-ins, disruptions resulting from destructive malware, hardware or enabling software defects, computer viruses, attacks by hackers or nefarious actors or similar disruptive problems, including hacktivism. It is possible that we may have to expend additional financial and other resources to address such problems. Any physical or electronic break-in or other security breach or compromise of the information stored at our data centers or domain name registration systems may cause an outage of, or jeopardize the security of, information stored on our premises or in the computer systems and networks of our customers. In such an event, we could face significant liability, fail to meet contracted service level obligations, customers could be reluctant to use our services and we could be at risk for loss of various security and standards-based compliance certifications needed for operation of our businesses, all or any of which could adversely affect our reputation and harm our business or cause financial losses that are either not insured against or not fully covered through any insurance that we maintain. Such an occurrence could also result in adverse publicity and therefore adversely affect the market's perception of the security of e-commerce and communications over the internet as well as of the security or reliability of our services.

We use externally developed technology, systems and services including both hardware and software, for a variety of purposes, including, without limitation, compute, storage, encryption and authentication, back-office support, and other functions. While we have developed operational policies and procedures to reduce the impact of security vulnerabilities in system components, as well as at any vendors where Company data is stored or processed, such measures cannot provide absolute security. Vulnerabilities in, and exploits leading to, breaches of our vendors' technology, systems or services could expose us or our customers to a risk of loss or misuse of Company data, including but not limited to sensitive personally identifiable information.

Additionally, our networks have been, and likely will continue to be, subject to DDoS attacks. Recent attacks have demonstrated that DDoS attacks continue to grow in size and sophistication and have an ability to widely disrupt internet services. Particularly since 2016, the size of DDoS attacks has grown rapidly, and we have successfully mitigated DDoS attacks during this time frame that are significantly larger than those we have historically experienced. While we have adopted mitigation techniques, procedures and strategies to defend against such attacks, there can be no assurance that we will be able to defend against every attack, especially as the attacks increase in size and sophistication. Any attack, even if only partially successful, could disrupt our networks, increase response time, negatively impact our ability to meet our contracted service level obligations, and generally hamper our ability to provide reliable service to our Registry Services customers and the broader internet community. We have historically incurred, and will continue to incur, significant costs to enable our infrastructure to process levels of attack traffic that are significant multiples of our normal transaction volume. Further, we are in the process of transitioning our Security Services customer contracts to Neustar. During this migration period, we will continue to operate DDoS protection services for customers that have yet to transition. These DDoS protection services share some of the infrastructure used in our Registry Services business. Therefore the operation of such services might expose our critical Registry Services infrastructure to temporary degradations or outages caused by DDoS attacks against those customers, in addition to any attacks directed specifically against us and our networks.

#### **Changes to the multi-stakeholder model of internet governance could materially and adversely impact our business.**

The internet is governed under a multi-stakeholder model comprising civil society, the private sector including for-profit and not-for-profit organizations such as ICANN, governments including the U.S. government, academia, non-governmental organizations and international organizations.

*Role of the U.S. Government.* In the fourth quarter of 2016, the United States government completed a transition to the multi-stakeholder community of the historical role played by the National Telecommunications and Information Administration ("NTIA") in the coordination of the DNS. Changes arising from this transition to the multi-stakeholder model of internet governance could materially and adversely impact our business. For example, ICANN has adopted bylaws that are designed, in part, to enhance accountability through a new organization called the Empowered Community, which is comprised of a cross section of stakeholders. ICANN or the Empowered Community may assert positions that could negatively impact our strategy or our business.

By completing the transition discussed above, the U.S. Government through the NTIA has ended its coordination and management of important aspects of the DNS including the IANA functions and the root zone. There can be no assurance that the removal of the U.S. Government oversight of these key functions will not negatively impact our business.

*Role of ICANN.* ICANN plays a central coordination role in the multi-stakeholder system. ICANN is mandated through its bylaws to uphold a private sector-led multi-stakeholder approach to internet governance for the public benefit. If ICANN or the Empowered Community fails to uphold or significantly redefines the multi-stakeholder model, it could harm our business. Additionally, the Empowered Community could adversely impact ICANN, which could negatively impact its ability to coordinate the multi-stakeholder system of governance, or negatively affect our interests. Also, legal, regulatory or other

challenges could be brought challenging the legal authority underlying the roles and actions of ICANN, the Empowered Community or us.

*Role of Foreign Governments.* Some governments and members of the multi-stakeholder community have questioned ICANN's role with respect to internet governance and, as a result, could seek a multilateral oversight body as a replacement. Additionally, the role of ICANN's Governmental Advisory Committee, which is comprised of representatives of national governments, could change, and give governments more control of certain aspects of internet governance. Some governments and governmental authorities outside the U.S. have in the past disagreed, and may in the future disagree, with the actions, policies or programs of ICANN, the U.S. Government and us relating to the DNS. Changes to the roles that foreign governments play in internet governance could materially and adversely impact our business.

### **We face risks from our operation of two root zone servers and performance of the Root Zone Maintainer functions under the RZMA.**

We operate two of the 13 root zone servers. Root zone servers are name servers that contain authoritative data for the very top of the DNS hierarchy. These servers have the software and DNS configuration data necessary to locate name servers that contain authoritative data for the TLDs. These root zone servers are critical to the functioning of the internet. We also have an important operational role in support of a key IANA function as the Root Zone Maintainer. In this role, we provision and publish the authoritative root zone data and make it available to all root server operators under an agreement with ICANN, the Root Zone Maintainer Service Agreement ("RZMA").

As we perform the Root Zone Maintainer Services under the RZMA, we may be subject to significant claims challenging the agreement or our performance under the agreement, and we may not have immunity from, or sufficient indemnification or insurance for, such claims.

For example, DNSSEC enabled in the root zone and at other levels of the DNS requires new preventative maintenance, including root key signing key ("KSK") rollover, necessitating functions and complex operational practices that did not exist prior to the introduction of DNSSEC. Any failure by us, ICANN, external DNS vendors and service providers, or other relying parties to comply with stated practices, such as those outlined in relevant DNSSEC Practice Statements and internet standards, introduces risk to DNSSEC relying parties and other internet users and consumers of the DNS, which could have a material adverse impact on our business. In particular, because root KSK rollover involves updates to the KSK public key (the "Trust Anchor") and private key pair managed by ICANN's Public Technical Identifiers (PTI) operation, to the root zone DNSSEC records published by us in our role as Root Zone Maintainer; and, to corresponding trust anchor configurations maintained by external DNS vendors and service providers' DNSSEC-aware implementations, if such external parties are not adequately prepared for and/or do not appropriately effectuate root key updates, any root KSK rollover, including the initial rollover that occurred on October 11, 2018 at ICANN's direction, may introduce substantial risk to relying parties. Even where we have correctly implemented our key updates, we could face potential legal claims and reputational harm if the failures described occur.

Additionally, over 1,200 new gTLDs have already been delegated into the root zone in the current round of new gTLDs. ICANN plans on offering a subsequent round of new gTLDs, the timing of which remains uncertain. We believe there are potential security and stability issues that could involve the root zone and at other levels of the DNS from the deployment of the new gTLDs that should have been addressed before any new gTLDs were delegated, and despite our and others' efforts, some of these issues have not been addressed by ICANN sufficiently, if at all. For example, domain name collisions have been reported to ICANN, which have resulted in various network interruptions for enterprises as well as confusion and usability issues that have led to phishing and other cyber-attacks. It is anticipated that as additional new gTLDs are delegated now, or in subsequent rounds, more domain name collisions and associated security issues will occur.

### **The evolution of internet practices and behaviors and the adoption of substitute technologies may impact the demand for domain names.**

Domain names and the domain name system have been used by consumers and businesses to access or disseminate information, conduct e-commerce, and develop an online identity for many years. The growth of technologies such as social media, mobile devices, apps and the dominance of search engines has evolved and changed the internet practices and behaviors of consumers and businesses alike. These changes can impact the demand for domain names by those who purchase domain names for personal, commercial and investment reasons. 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 monetize their investment in domain names can negatively impact our business. Some domain name registrars and registrants seek to purchase and resell domain names at an increased price. Adverse changes in the resale value of domain names, changes in the business models for such domain name registrars and registrants, or other factors could result in a decrease in the demand and/or renewal rates for domain names in our TLDs. The resulting decrease in demand and/or renewal rates could negatively impact the volume of new domain name registrations, our renewal rates and our associated revenue growth.

Some domain name registrants use a domain name to access or disseminate information, conduct e-commerce, and develop an online identity. Currently, internet users often navigate to a website either by directly typing its domain name into a web browser, the use of an app on their smart phone or mobile device, the use of a voice recognition technology such as Alexa, Cortana, Google Assistant, or Siri, or through the use of a search engine. If (i) web browser or internet search technologies were to change significantly; (ii) internet users' preferences or practices shift away from recognizing and relying on web addresses for navigation through the use of new and existing technologies; (iii) internet users were to significantly decrease the use of web browsers in favor of applications to locate and access content; (iv) internet users were to significantly decrease the use of domain names to develop and protect their online identity; or (v) internet users were to increasingly use third level domains or alternate identifiers, such as social networking and microblogging sites, in each case the demand for domain names in our TLDs could decrease. This may trigger current or prospective customers and parties in our target markets to reevaluate their need for registration or renewal of domain names.

Some domain name registrars and registrants seek to generate revenue through advertising on their websites; changes in the way these registrars and registrants are compensated (including changes in methodologies and metrics) by advertisers and advertisement placement networks, such as Google, Yahoo!, Baidu and Bing, have, and may continue to, adversely affect the market for those domain names favored by such registrars and registrants which has resulted in, and may continue to result in, a decrease in demand and/or the renewal rate for those domain names. For example, according to published reports, Google has in the past changed (and may change in the future) its search algorithm, which may decrease site traffic to certain websites and provide less pay-per-click compensation for certain types of websites. This has made such websites less profitable which has resulted in, and may continue to result in, fewer domain registrations and renewals. In addition, as a result of the general economic environment, spending on online advertising and marketing may not increase or may be reduced, which in turn, may result in a further decline in the demand for those domain names.

If any of the above factors negatively impact the renewal of domain names or the demand for new domain names, we may experience material adverse impacts on our business, operating results, financial condition and cash flows.

**Many of our markets are evolving, and if these markets fail to develop or if our products and services are not widely accepted in these markets, our business could be harmed.**

We seek to serve many new, developing and emerging markets in foreign countries to grow our business. These markets are rapidly evolving, and may not grow. Even if these markets grow, our services may not be widely used or accepted. Accordingly, the demand for our services in these markets is very uncertain. The factors that may affect market acceptance or adoption of our services in these markets include the following:

- regional internet infrastructure development, expansion, penetration and adoption;
- market acceptance and adoption of substitute products and services that enable online presence without a domain, including social media, e-commerce platforms, website builders and mobile applications;
- public perception of the security of our technologies and of IP and other networks;
- the introduction and consumer acceptance of new generations of mobile devices, and in particular the use of internet navigation mobile applications as the primary engagement mechanism;
- increasing cyber threats;
- government regulations affecting internet access and availability, domain name registrations or the provision of registry services, data security or data localization, or e-commerce and telecommunications over the internet;
- the maturity and depth of the sales channels within developing and emerging markets and their ability and motivation to establish and support sales for domain names;
- preference by markets for the use of their own country's ccTLDs as a substitute or alternative to our TLDs; and
- increased acceptance and use of new gTLDs as substitutes for established gTLDs.

If the market for e-commerce and communications over IP and other networks does not grow or these services are not widely accepted in the market, our business could be materially harmed.

**The business environment is highly competitive and, if we do not compete effectively, we may suffer lower demand for our products, reduced gross margins and loss of market share.**

The internet and communications network services industries are characterized by rapid technological change and frequent new product and service announcements which require us continually to improve the performance, features and reliability of our services, particularly in response to competitive offerings or alternatives to our products and services. In order to remain competitive and retain our market position, we must continually improve our access to technology and software,



support the latest transmission technologies, and adapt our products and services to changing market conditions and our customers' and internet users' preferences and practices, or potentially launch entirely new products and services such as new gTLDs in anticipation of, or in response to, market trends. We cannot assure that competing technologies developed by others or the emergence of new industry standards will not adversely affect our competitive position or render our services or technologies noncompetitive or obsolete. In addition, our markets are characterized by announcements of collaborative relationships involving our competitors. The existence or announcement of any such relationships could adversely affect our ability to attract and retain customers. As a result of the foregoing and other factors, we may not be able to compete effectively with current or future competitors, and competitive pressures that we face could materially harm our business.

We face competition in the domain name registry space from other gTLD and ccTLD registries that are competing for the business of entities and individuals that are seeking to obtain a domain name registration and/or establish a web presence. We have been designated as the registry operator for certain new gTLDs including certain IDN gTLDs; however, there is no guarantee that such new gTLDs will be as or more successful than the new gTLDs obtained by our competitors. For example, some of the new gTLDs, including our new gTLDs, may face additional universal acceptance and usability challenges in that current desktop and mobile device software does not ubiquitously recognize these new gTLDs and developers of desktop and mobile device software may be slow to adopt standards or support these gTLDs, even if demand for such products is strong. This is particularly true for IDN gTLDs, but applies to conventional gTLDs as well. As a result of these challenges, it is possible that resolution of domain names within some of these new gTLDs may be blocked within certain state or organizational environments, challenging universal resolvability of these strings and their general acceptance and usability on the internet.

See the "Competition" section in Part I, Item 1 for further information.

**We must establish and maintain strong relationships with registrars and their resellers to maintain their focus on marketing our products and services otherwise our Registry Services business could be harmed.**

All of our domain name registrations occur through registrars. Registrars and their resellers utilize substantial marketing efforts to increase the demand and/or renewal rates for domain names as well as their own associated offerings. Consolidation in the registrar or reseller industry or changes in ownership, management, or strategy among individual registrars or resellers could result in significant changes to their business, operating model and cost structure. Such changes could include reduced marketing efforts or other operational changes that could adversely impact the demand and/or the renewal rates for domain names.

With the introduction of new gTLDs, many of our registrars have chosen to, and may continue to choose to, focus their short or long-term marketing efforts on these new offerings and/or reduce the prominence or visibility of our products and services on their e-commerce platforms. Our registrars and resellers sell domain name registrations of other competing registries, including the new gTLDs, and some also sell and support their own services for websites such as email, website hosting, as well as other services. Therefore, our registrars and resellers may be more motivated to sell to registrants to whom they can also market their own services. To the extent that registrars and their resellers focus more on selling and supporting their services and less on the registration and renewal of domain names in our TLDs, our revenues could be adversely impacted. Our ability to successfully market our services to, and build and maintain strong relationships with, new and existing registrars or resellers is a factor upon which successful operation of our business is dependent. If we are unable to keep a significant portion of their marketing efforts focused on selling registrations of domain names in our TLDs as opposed to other competing TLDs, including the new gTLDs, or their own services, our business could be harmed.

**If we encounter system interruptions or failures, we could be exposed to liability and our reputation and business could suffer.**

We depend on the uninterrupted operation of our various systems, secure data centers and other computer and communication networks. Our systems and operations are vulnerable to damage or interruption from:

- power loss, transmission cable cuts and other telecommunications failures;
- damage or interruption caused by fire, earthquake, and other natural disasters;
- attacks, including hacktivism, by miscreants or other nefarious actors;
- computer viruses, software defects, or hardware defects, both in our systems and those of our service providers and suppliers;
- physical or electronic break-ins, sabotage, intentional acts of vandalism, terrorist attacks, unintentional mistakes or errors, and other events beyond our control;

- risks inherent in or arising from the terms and conditions of our agreements with service providers to operate our networks and data centers;
- interconnection and internet routing system vulnerabilities;
- state suppression of internet operations; and
- any failure to implement effective and timely remedial actions in response to any damage or interruption.

Most of the computing infrastructure for our Shared Registration System is located at, and most of our customer information is stored in, our facilities in New Castle, Delaware; Dulles, Virginia; and Fribourg, Switzerland. In 2019, we will begin transitioning some of our data center operations to a leased data center facility in Ashburn, Virginia. To the extent we are unable to partially or completely switch over to our primary alternate or tertiary sites, any damage or failure that causes interruptions in any of these facilities or our other computer and communications systems could materially harm our business. Although we carry insurance for property damage, we do not carry insurance or financial reserves for such interruptions, or for potential losses arising from terrorism.

In addition, our Registry Services business and certain of our other services depend on the secure and efficient operation of the internet connections to and from customers to our Shared Registration System residing in our secure data centers. These connections depend upon the secure and efficient operation of internet service providers, internet exchange point operators, and internet backbone service providers, some or all of which have had periodic operational problems or experienced outages in the past beyond our scope of control. In addition, if these service providers do not protect, maintain, improve, and reinvest in their networks or present inconsistent data regarding the DNS through their networks, our business could be harmed.

A failure in the operation or update of the root zone servers, the root zone file, the Root Zone Management System, the TLD name servers, or the TLD zone files that we operate, including, for example, our operation of the .gov registry, or other network functions, could result in a DNS resolution or other service outage or degradation; the deletion of one or more TLDs from the internet; the deletion of one or more second-level domain names from the internet for a period of time; or a misdirection of a domain name to a different server. A failure in the operation or update of the supporting cryptographic and other operational infrastructure that we maintain could result in similar consequences. A failure in the operation of our Shared Registration System could result in the inability of one or more registrars to register or maintain domain names for a period of time. In the event that a registrar has not implemented back-up services in conformance with industry best practices, the failure could result in permanent loss of transactions at the registrar during that period. Any of these problems or outages could create potential liability and exposure, including from a failure to meet our service level agreements in our Registry Agreements, and could decrease customer satisfaction, harming our business or resulting in adverse publicity and damage to our reputation that could adversely affect the market's perception of the security of e-commerce and communications over the internet as well as of the reliability of our services or call into question our ability to preserve the security and stability of the internet.

**Our operating results may be adversely affected as a result of unfavorable market, economic, social and political conditions.**

An unfavorable global market, economic, social and political environment has impacted or may negatively impact, among other things:

- our customers' continued growth and development of their businesses, or their ability to maintain their businesses and continue as going concerns, which could affect demand for our products and services;
- current and future demand for our services, including decreases as a result of reduced spending on information technology and communications by our customers;
- price competition for our products and services;
- the price of our common stock;
- our liquidity and our associated ability to execute on any share repurchase plans; and
- our ability to service our debt, to obtain financing or assume new debt obligations.

In addition, to the extent that the market, economic, social and political environment impacts specific industry and geographic sectors in which many end-users of our products are concentrated, that may have a disproportionate negative impact on our business.

**Our international operations subject our business to additional economic, legal and political risks that could have an adverse impact on our revenues and business.**

A significant portion of our revenues is derived from customers outside the U.S. Our business operations in international markets has required and will continue to require significant management attention and resources. We may also need to tailor some of our services for a particular market and to enter into international distribution and operating relationships. We may fail to maintain our ability to conduct business, including potentially material business operations in some international locations, or we may not succeed in expanding our services into new international markets or expand our presence in existing markets. Failure to do so could materially harm our business. Moreover, local laws and customs in many countries differ significantly from those in the U.S. In many foreign countries, particularly in those with developing economies, it is common for others to engage in business practices that are prohibited by our internal policies and procedures or U.S. law or regulations applicable to us. There can be no assurance that our employees, contractors and agents will not take actions in violation of such policies, procedures, laws and/or regulations. Violations of laws, regulations or internal policies and procedures by our employees, contractors or agents could result in financial reporting problems, investigations, fines, penalties, or prohibition on the importation or exportation of our products and services and could have a material adverse effect on our business. In addition, we face risks inherent in doing business on an international basis, including, among others:

- competition with foreign companies or other domestic companies entering the foreign markets in which we operate, as well as foreign governments actively promoting their ccTLDs, which we do not operate;
- legal uncertainty regarding liability, enforcing our contracts, and compliance with foreign laws;
- economic tensions between governments and changes in international trade policies;
- tariffs and other trade barriers and restrictions;
- difficulties in staffing and managing foreign operations;
- currency fluctuations;
- potential problems associated with adapting our services to technical conditions existing in different countries;
- difficulty of verifying customer information, including complying with the customer verification requirements of certain countries;
- more stringent privacy and data localization policies in some foreign countries;
- additional vulnerability from terrorist groups targeting U.S. interests abroad;
- potentially conflicting or adverse tax consequences;
- reliance on third parties in foreign markets in which we only recently started doing business; and
- potential concerns of international customers and prospects regarding doing business with U.S. technology companies due to alleged U.S. government data collection policies.

**We rely on our intellectual property rights to protect our proprietary assets, and any failure by us to protect or enforce, or any misappropriation of, our intellectual property could harm our business.**

Our success depends in part on our internally developed technologies and related intellectual property. Despite our precautions, it may be possible for an external party to copy or otherwise obtain and use our intellectual property without authorization. Furthermore, the laws of foreign countries may not protect our proprietary rights in those countries to the same extent U.S. law protects these rights in the U.S. In addition, it is possible that others may independently develop substantially equivalent intellectual property. If we do not effectively protect our intellectual property, our business could suffer. Additionally, we have filed patent applications with respect to some of our technology in the U.S. Patent and Trademark Office and patent offices outside the U.S. Patents may not be awarded with respect to these applications and even if such patents are awarded, third parties may seek to oppose or otherwise challenge our patents, and such patents' scope may differ significantly from what was requested in the patent applications and may not provide us with sufficient protection of our intellectual property. In the future, we may have to resort to litigation to enforce and protect our intellectual property rights, to protect our trade secrets or to determine the validity and scope of the proprietary rights of others. This type of litigation is inherently unpredictable and, regardless of its outcome, could result in substantial costs and diversion of management attention and technical resources. Some of the software and protocols used in our business are based on standards set by standards setting organizations such as the Internet Engineering Task Force. To the extent any of our patents are considered "standards essential patents," in some cases we may be required to license such patents to our competitors on reasonable and non-discriminatory terms or otherwise be limited in our ability to assert such patents.

We also license externally developed technology that is used in some of our products and services to perform key functions. These externally developed technology licenses may not continue to be available to us on commercially reasonable terms or at all. The loss of or our inability to obtain or maintain any of these technology licenses could hinder or increase the cost of our launching new products and services, entering into new markets and/or otherwise harm our business. Some of the software and protocols used in our Registry Services business are in the public domain or may otherwise become publicly available, which means that such software and protocols are equally available to our competitors.

We rely on the strength of our Verisign brand to help differentiate Verisign in the marketing of our products. Dilution of the strength of our brand could harm our business. We are at risk that we will be unable to fully register, build equity in, or enforce the Verisign logo in all markets where Verisign products and services are sold. In addition, in the U.S. and most other countries, word marks solely for TLDs have currently not been successfully registered as trademarks. Accordingly, we may not be able to fully realize or maintain the value of these intellectual property assets.

**We could become subject to claims of infringement of intellectual property of others, which could be costly to defend and could harm our business.**

We cannot be certain that we do not and will not infringe the intellectual property rights of others. Claims relating to infringement of intellectual property of others or other similar claims have been made against us in the past and could be made against us in the future. It is possible that we could become subject to additional claims for infringement of the intellectual property of other parties. The international use of our logo could present additional potential risks for external party claims of infringement. Any claims, with or without merit, could be time consuming, result in costly litigation and diversion of technical and management personnel attention, cause delays in our business activities generally, or require us to develop a non-infringing logo or technology or enter into royalty or licensing agreements. Royalty or licensing agreements, if required, may not be available on acceptable terms or at all. If a successful claim of infringement were made against us, we could be required to pay damages or have portions of our business enjoined. If we could not identify and adopt an alternative non-infringing logo, develop non-infringing technology or license the infringed or similar technology on a timely and cost-effective basis, our business could be harmed.

An external party could claim that the technology we license from other parties infringes a patent or other proprietary right. Litigation between the licensor and a third party or between us and a third party could lead to royalty obligations for which we are not indemnified or for which indemnification is insufficient, or we may not be able to obtain any additional license on commercially reasonable terms or at all.

In addition, legal standards relating to the validity, enforceability, and scope of protection of intellectual property rights in internet-related businesses, including patents related to software and business methods, are uncertain and evolving. Because of the growth of the internet and internet-related businesses, patent applications are continuously being filed in connection with internet-related technology. There are a significant number of U.S. and foreign patents and patent applications in our areas of interest, and we believe that there has been, and is likely to continue to be, significant litigation in the industry regarding patent and other intellectual property rights.

**We could become involved in claims, lawsuits, audits or investigations that may result in adverse outcomes.**

In addition to possible intellectual property litigation and infringement claims, we are, and may in the future, become involved in other claims, lawsuits, audits and investigations. For example, Afilias, a competitor and a losing bidder in the *.web* auction, filed an arbitration proceeding against ICANN on November 14, 2018, alleging that ICANN's failure to disqualify Nu DotCo, LLC ("NDC") from participating in the *.web* auction violated ICANN's rules. The arbitration, which was filed more than two years after the *.web* auction took place, seeks to compel ICANN to award the *.web* TLD to Afilias. Neither Verisign nor NDC currently are parties in the Afilias arbitration, but both have filed requests to participate in the arbitration as interested parties as allowed by ICANN's rules. We believe Afilias' claims against ICANN are without merit. If Afilias were successful in the arbitration on its claims that ICANN violated its own rules, we believe that ICANN would still need to make a further determination to remedy such a violation. Nevertheless, it is possible that Afilias or another party could potentially become the operator of the *.web* TLD.

Litigation is inherently unpredictable, and unexpected judgments or excessive verdicts do occur. In addition, such proceedings may initially be viewed as immaterial but could prove to be material. Adverse outcomes in lawsuits, audits and investigations could result in significant monetary damages, including indemnification payments, or injunctive relief that could adversely affect our ability to conduct our business, such as our ability to obtain the *.web* gTLD, and may have a material adverse effect on our financial condition, results of operations and cash flows. Given the inherent uncertainties in litigation, even when we are able to reasonably estimate the amount of possible loss or range of loss and therefore record an aggregate litigation accrual for probable and reasonably estimable loss contingencies, the accrual may change in the future due to new

developments or changes in approach. In addition, such claims, lawsuits, audits and investigations could involve significant expense and diversion of management's attention and resources from other matters.

**We continue to explore new strategic initiatives, the pursuit of any of which may pose significant risks and could have a material adverse effect on our business, financial condition and results of operations.**

We explore possible strategic initiatives which may include, among other things, the investment in, and the pursuit of, new revenue streams, services or products, changes to our offerings, initiatives to leverage our patent portfolio, back-end registry services and IDN gTLDs. In addition, we have evaluated and are pursuing and will continue to evaluate and pursue acquisitions of TLDs that are currently in operation and those that have not yet been awarded or delegated as long as they support our growth strategy.

Any such strategic initiative may involve a number of risks, including: the diversion of our management's attention from our existing business to develop the initiative, related operations and any requisite personnel, including, for example, management involvement in the transition of Security Services customers to Neustar; possible regulatory scrutiny or third-party claims; possible material adverse effects on our results of operations during and after the development process; our possible inability to achieve the intended objectives of the initiative; as well as damage to our reputation if we are unsuccessful in pursuing a strategic initiative. Such initiatives may result in a reduction of cash or increased costs. We may not be able to successfully or profitably develop, integrate, operate, maintain and manage any such initiative and the related operations or employees in a timely manner or at all. Furthermore, under our agreements with ICANN, we are subject to certain restrictions in the operation of .com, .net, .name and other TLDs, including required ICANN approval of new registry services for such TLDs. If any new initiative requires ICANN review or ICANN determines that such a review is required, we cannot predict whether this process will prevent us from implementing the initiative in a timely manner or at all. Any strategic initiative to leverage our patent portfolio will likely increase litigation risks from potential licensees and we may have to resort to litigation to enforce our intellectual property rights.

**We depend on key employees to manage our business effectively, and we may face difficulty attracting and retaining qualified leaders.**

We operate in a unique competitive and highly regulated environment, and we depend on the knowledge, experience, and performance of our senior management team and other key employees in this regard and otherwise. We periodically experience changes in our management team. If we are unable to attract, integrate, retain and motivate these key individuals as well as other highly skilled employees, and implement succession plans for these personnel, our business may suffer. For example, our service products are highly technical and require individuals skilled and knowledgeable in unique platforms, operating systems and software development tools.

**Changes in, or interpretations of, tax rules and regulations or our tax positions may adversely affect our income taxes.**

We are subject to income taxes in both the U.S. and numerous foreign jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. Our effective tax rates may fluctuate significantly on a quarterly basis because of a variety of factors, including changes in the mix of earnings and losses in countries with differing statutory tax rates, changes in our business or structure, changes in tax laws that could adversely impact our income or non-income taxes or the expiration of or disputes about certain tax agreements in a particular country. We are subject to audit by various tax authorities. In accordance with U.S. GAAP, we recognize income tax benefits, net of required valuation allowances and accrual for uncertain tax positions. For example, we claimed a worthless stock deduction on our 2013 federal income tax return and recorded a net income tax benefit of \$380.1 million. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different than that which is reflected in historical income tax provisions and accruals. Should additional taxes be assessed as a result of an audit or litigation, an adverse effect on our results of operations, financial condition and cash flows in the period or periods for which that determination is made could result.

The Tax Cuts and Jobs Act ("Tax Act") was enacted on December 22, 2017. The Tax Act significantly revamped U.S. taxation of corporations, including a reduction of the federal income tax rate from 35% to 21%, a limitation on interest deductibility, and a new tax regime for foreign earnings. Our decision to redeem the convertible debentures, the new U.S. taxes on accumulated and future foreign earnings, other adverse changes resulting from the Tax Act, or a change in the mix of domestic and foreign earnings, might offset the benefit from the reduced tax rate, and our future effective tax rates and/or cash taxes may increase, even significantly, or not decrease much, compared to recent or historical trends. Many of the provisions of the Tax Act are highly complex and may be subject to further interpretive guidance from the IRS or others. Some of the provisions of the Tax Act may be changed by a future Congress or challenged by the World Trade Organization ("WTO") or be subject to trade or tax retaliation by other countries. Although we cannot predict the nature or outcome of such future

interpretive guidance, or actions by a future Congress, WTO or other countries, they could adversely impact our financial condition, results of operations and cash flows.

**Our marketable securities portfolio could experience a decline in market value, which could materially and adversely affect our financial results.**

As of December 31, 2018, we had \$1.28 billion in cash, cash equivalents, marketable securities and restricted cash, of which \$912.3 million was invested in marketable securities. The marketable securities consist primarily 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 the investment in investment grade securities. We currently do not use derivative financial instruments to adjust our investment portfolio risk or income profile.

These investments, as well as any cash deposited in bank accounts, are subject to general credit, liquidity, market and interest rate risks, which may be exacerbated by financial market credit and liquidity events. If the global credit or liquidity market deteriorates or other events negatively impact the market for U.S. Treasury securities, our investment portfolio may be impacted and we could determine that some of our investments have experienced an other-than-temporary decline in fair value, requiring an impairment charge which could adversely impact our results of operations and cash flows.

**We are subject to the risks of owning real property.**

We own the land and building in Reston, Virginia, which constitutes our headquarters facility. Ownership of this property, as well as our data centers in Dulles, Virginia and New Castle, Delaware, may subject us to risks, including:

- adverse changes in the value of the properties, due to interest rate changes, changes in the commercial property markets, easements or other encumbrances, a government exercising its right of eminent domain, or other factors;
- ongoing maintenance expenses and costs of improvements or repairs;
- the possible need for structural improvements in order to comply with environmental, health and safety, zoning, seismic, disability law, or other requirements;
- the possibility of environmental contamination or notices of violation from federal or state environmental agencies; and
- possible disputes with neighboring owners, tenants, service providers or others.

**We have anti-takeover protections that may discourage, delay or prevent a change in control that could benefit our stockholders.**

Our amended and restated Certificate of Incorporation and Bylaws contain provisions that could make it more difficult for an outside party to acquire us without the consent of our Board of Directors (“Board”). These provisions include:

- our stockholders may take action only at a duly called meeting and not by written consent;
- special meetings of our stockholders may be called only by the chairman of the board of directors, the president, our Board, or the secretary (acting as a representative of the stockholders) whenever a stockholder or group of stockholders owning at least twenty-five percent (25%) in the aggregate of the capital stock issued, outstanding and entitled to vote, and who held that amount in a net long position continuously for at least one year, so request in writing;
- vacancies on our Board can be filled until the next annual meeting of stockholders by a majority of directors then in office; and
- our Board has the ability to designate the terms of and issue new series of preferred stock without stockholder approval.

In addition, Section 203 of the General Corporation Law of Delaware prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder, generally a person which together with its affiliates owns, or within the last three years has owned, 15% or more of our voting stock, for a period of three years after the date of the transaction in which the person became an interested stockholder, unless in the same transaction the interested stockholder acquired 85% ownership of our voting stock (excluding certain shares) or the business combination is approved in a prescribed manner. Section 203 therefore may impact the ability of an acquirer to complete an acquisition of us after a successful tender offer and accordingly could discourage, delay or prevent an acquirer from making an unsolicited offer without the approval of our Board.

**Our financial condition and results of operations could be adversely affected if we do not effectively manage our indebtedness.**

We have a significant amount of outstanding debt, and we periodically reassess our capital structure and may incur additional indebtedness in the future. Our substantial indebtedness, including any future indebtedness, requires us to dedicate a significant portion of our cash flow from operations or to arrange alternative liquidity sources to make principal and interest payments, when due, or to repurchase or settle our debt, if triggered, by certain corporate events, or certain events of default. It could also limit our flexibility in planning for or reacting to changes in our business and our industry, or make required capital expenditures and investments in our business; make it difficult or more expensive to refinance our debt or obtain new debt; trigger an event of default; and increase our vulnerability to adverse changes in general economic and industry conditions. Some of our debt contains covenants which may limit our operating flexibility, including restrictions on share repurchases, dividends, prepayment or repurchase of debt, acquisitions, disposing of assets, if we do not continue to meet certain financial ratios. Any rating assigned to our debt securities could be lowered or withdrawn by a rating agency, which could make it more difficult or more expensive for us to obtain additional debt financing in the future. The occurrence of any of the foregoing factors could have a material adverse effect on our business, cash flows, results of operations and financial condition.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES**

Our corporate headquarters are located in Reston, Virginia. We have administrative, sales, marketing, research and development and operations facilities located in the U.S., Europe, Asia, and Australia. As of December 31, 2018, we owned approximately 454,000 square feet of space, which includes facilities in Reston and Dulles, Virginia and New Castle, Delaware. As of December 31, 2018, we leased approximately 17,000 square feet of space in Europe, Australia and Asia. These facilities are under lease agreements that expire at various dates through 2022.

We believe that our existing facilities are well maintained and in good operating condition, and are sufficient for our needs for the foreseeable future. The following table lists our major locations and primary use as of December 31, 2018:

<u>Major Locations</u>	<u>Approximate Square Footage</u>	<u>Use</u>
United States:		
Reston, Virginia.....	221,000	Corporate Headquarters
New Castle, Delaware.....	105,000	Data Center
Dulles, Virginia.....	70,000	Data Center
Europe:		
Fribourg, Switzerland.....	10,000	Data Center and Corporate Services

The table above does not include approximately 58,000 square feet of space owned by us and leased to third parties.

**ITEM 3. LEGAL PROCEEDINGS**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## EXECUTIVE OFFICERS OF THE REGISTRANT

The following table sets forth information regarding our executive officers as of February 15, 2019:

<u>Name</u>	<u>Age</u>	<u>Position</u>
D. James Bidzos.....	63	Executive Chairman, President and Chief Executive Officer
Todd B. Strubbe.....	55	Executive Vice President, Chief Operating Officer
George E. Kilguss, III.....	58	Executive Vice President, Chief Financial Officer
Thomas C. Indelicarto.....	55	Executive Vice President, General Counsel and Secretary

**D. James Bidzos** has served as Executive Chairman since August 2009 and President and Chief Executive Officer since August 2011. He served as Executive Chairman and Chief Executive Officer on an interim basis from June 2008 to August 2009 and served as President from June 2008 to January 2009. He served as Chairman of the Board since August 2007 and from April 1995 to December 2001. He served as Vice Chairman of the Board from December 2001 to August 2007. Mr. Bidzos served as a director of VeriSign Japan from March 2008 to August 2010 and served as Representative Director of VeriSign Japan from March 2008 to September 2008. Mr. Bidzos served as Vice Chairman of RSA Security Inc., an internet identity and access management solution provider, from March 1999 to May 2002, and Executive Vice President from July 1996 to February 1999. Prior thereto, he served as President and Chief Executive Officer of RSA Data Security, Inc. from 1986 to February 1999.

**Todd B. Strubbe** has served as Chief Operating Officer since April 2015. From September 2009 to April 2015, he served as the President of the Unified Communications Business Segment for West Corporation, a provider of technology-driven communications services. Prior to this, he was a co-founder and Managing Partner of Arbor Capital, LLC. He has also served in executive leadership positions at First Data Corporation and CompuBank, N.A. and as an associate and then as an engagement manager with McKinsey & Company, Inc. He also served for five years as an infantry officer with the United States Army. Mr. Strubbe holds an M.B.A. degree from Harvard Business School and a B.S. degree from the United States Military Academy at West Point.

**George E. Kilguss, III** has served as Chief Financial Officer since May 2012. From April 2008 to May 2012, he was the Chief Financial Officer of Internap Network Services Corporation, an IT infrastructure solutions company. From December 2003 to December 2007, he served as the Chief Financial Officer of Towerstream Corporation, a company that delivers high speed wireless internet access to businesses. Mr. Kilguss holds an M.B.A. degree from the University of Chicago's Graduate School of Business and a B.S. degree in Economics and Finance from the University of Hartford.

**Thomas C. Indelicarto** has served as General Counsel and Secretary since November 2014. From September 2008 to November 2014, he served as Vice President and Associate General Counsel. From January 2006 to September 2008, he served as Litigation Counsel. Prior to joining the Company, Mr. Indelicarto was in private practice as an associate at Arnold & Porter LLP and Buchanan Ingersoll (now, Buchanan Ingersoll & Rooney, PC). Mr. Indelicarto also served as a U.S. Army officer for nine years. Mr. Indelicarto holds a J.D. degree from the University of Pittsburgh School of Law and a B.S. degree from Indiana University of Pennsylvania.



## PART II

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**
**Market Information**

Our common stock is traded on the Nasdaq Global Select Market under the symbol VRSN. On February 8, 2019, there were 394 holders of record of our common stock. We cannot estimate the number of beneficial owners since many brokers and other institutions hold our stock on behalf of stockholders.

**Share Repurchases**

The following table presents the share repurchase activity during the three months ended December 31, 2018:

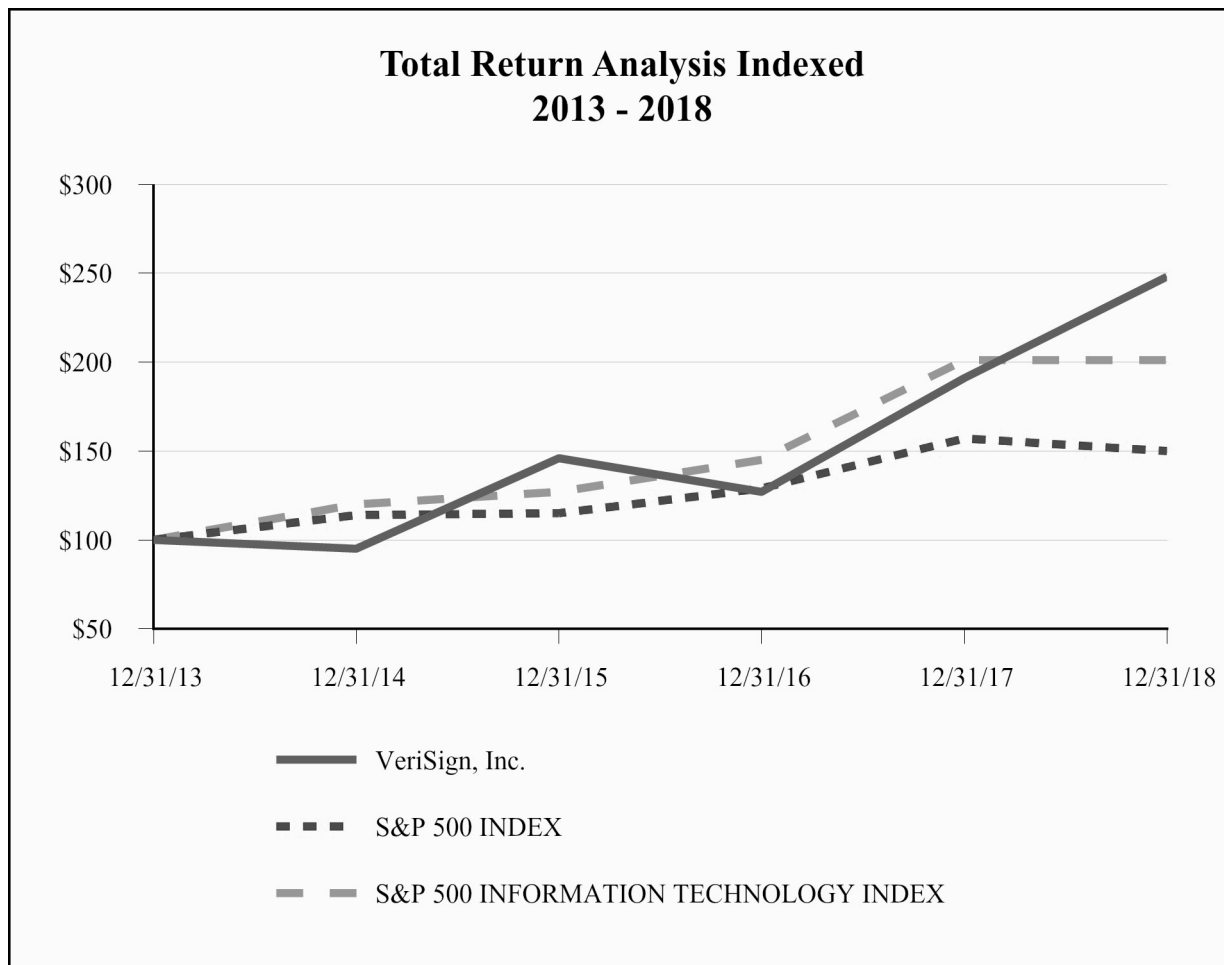
	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (1)(2)
	(Shares in thousands)			
October 1 – 31, 2018 .....	428	\$146.85	428	\$ 575.4 million
November 1 – 30, 2018 .....	376	\$152.63	376	\$ 518.0 million
December 1 – 31, 2018.....	360	\$152.18	360	\$ 463.2 million
	<u>1,164</u>		<u>1,164</u>	

- (1) Effective February 8, 2018, our Board authorized the repurchase of our common stock in the amount of approximately \$585.8 million, in addition to the \$414.2 million remaining available for repurchase under the previous share repurchase program, for a total repurchase authorization of up to \$1.0 billion under the share repurchase program.
- (2) Effective February 7, 2019, our Board authorized the repurchase of our common stock in the amount of approximately \$602.9 million, in addition to the \$397.1 million remaining available for repurchase under the previous share repurchase program, for a total repurchase authorization of up to \$1.0 billion under the share repurchase program. The share repurchase program has no expiration date. Purchases made under the program could be effected through open market transactions, block purchases, accelerated share repurchase agreements or other negotiated transactions.

**Performance Graph**

The information contained in the Performance Graph shall not be deemed to be “soliciting material” or “filed” with the SEC or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that we specifically incorporate it by reference into a document filed under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act.

The following graph compares the cumulative total stockholder return on our common stock, the Standard and Poor’s (“S&P”) 500 Index, and the S&P 500 Information Technology Index. The graph assumes that \$100 (and the reinvestment of any dividends thereafter) was invested in our common stock, the S&P 500 Index and the S&P 500 Information Technology Index on December 31, 2013, and calculates the return annually through December 31, 2018. The stock price performance on the following graph is not necessarily indicative of future stock price performance.



	12/31/13	12/31/14	12/31/15	12/31/16	12/31/17	12/31/18
VeriSign, Inc .....	\$ 100	\$ 95	\$ 146	\$ 127	\$ 191	\$ 248
S&P 500 Index .....	\$ 100	\$ 114	\$ 115	\$ 129	\$ 157	\$ 150
S&P 500 Information Technology Index .....	\$ 100	\$ 120	\$ 127	\$ 145	\$ 201	\$ 201

**ITEM 6. SELECTED FINANCIAL DATA**

The following table sets forth selected financial data as of and for the last five fiscal years. The information set forth below is not necessarily indicative of results of future operations, and should be read in conjunction with Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and our Notes to Consolidated Financial Statements in Item 15 of this Form 10-K, to fully understand factors that may affect the comparability of the information presented below.

**Selected Consolidated Statements of Comprehensive Income Data:** (in millions, except per share data)

	Year Ended December 31,				
	2018	2017	2016	2015	2014
Revenues .....	\$ 1,215	\$ 1,165	\$ 1,142	\$ 1,059	\$ 1,010
Operating income .....	\$ 767	\$ 708	\$ 687	\$ 606	\$ 564
Net income (1) .....	\$ 582	\$ 457	\$ 441	\$ 375	\$ 355
Earnings per share:					
Basic .....	\$ 5.13	\$ 4.56	\$ 4.12	\$ 3.29	\$ 2.80
Diluted .....	\$ 4.75	\$ 3.68	\$ 3.42	\$ 2.82	\$ 2.52

(1) Net income for 2018 includes a \$52.0 million after-tax gain recognized in 2018 related to the sale of customer contracts of our Security Services business.

**Consolidated Balance Sheet Data:** (in millions)

	As of December 31,				
	2018	2017	2016	2015	2014
Cash, cash equivalents and marketable securities (1) (2) .....	\$ 1,270	\$ 2,415	\$ 1,798	\$ 1,915	\$ 1,425
Total assets (1) (2) .....	\$ 1,915	\$ 2,941	\$ 2,335	\$ 2,358	\$ 1,901
Deferred revenues .....	\$ 1,018	\$ 999	\$ 976	\$ 961	\$ 890
Subordinated convertible debentures, including contingent interest derivative (2) .....	\$ —	\$ 628	\$ 630	\$ 634	\$ 621
Long-term debt (1) .....	\$ 1,785	\$ 1,783	\$ 1,237	\$ 1,235	\$ 740

(1) The increase in Long-term debt from 2016 to 2017 was due to the issuance of \$550.0 million aggregate principal amount of 4.75% senior unsecured notes due 2027. The increase in Long-term debt from 2014 to 2015 was due to the issuance of \$500.0 million aggregate principal amount of 5.25% senior unsecured notes due 2025. The proceeds from these senior notes issuances resulted in the increase in cash, cash equivalents and marketable securities as well as total assets in the same periods.

(2) All of the outstanding subordinated convertible debentures were called for redemption in 2018. Substantially all of the holders elected to convert their debentures and upon conversion we settled the \$1.25 billion principal value in cash, and issued 26.1 million shares of common stock for the excess of the conversion value over the principal amount. The repayment of the principal amount of the subordinated convertible debentures resulted in a decrease in cash, cash equivalents and marketable securities as well as total assets during the same period.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### FORWARD-LOOKING STATEMENTS

*This Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These forward-looking statements involve risks and uncertainties, including, among other things, statements regarding our anticipated costs and expenses and revenue mix. 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 I, Item 1A of this Form 10-K. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this Form 10-K. We undertake no obligation to publicly release any revisions to the forward-looking statements or reflect events or circumstances after the date of this document.*

#### Overview

We are a global provider of domain name registry services and internet infrastructure, enabling internet navigation for many of the world's most recognized domain names. Verisign enables the security, stability, and resiliency of key internet infrastructure and services, including providing root zone maintainer services, operating two of the 13 global internet root servers, and providing registration services and authoritative resolution for the .com and .net top-level domains, which support the majority of global e-commerce. On December 5, 2018, we completed the sale of our rights, economic benefits, and obligations, in all customer contracts related to our Security Services business, which primarily consisted of DDoS Protection Services, and Managed DNS Services, to Neustar. As part of the transaction, we will continue to support the Security Services customers during the transition to Neustar over the course of 2019. Revenues from Security Services are not significant in relation to our consolidated revenues.

As of December 31, 2018, we had approximately 153.0 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. Growth in the number of domain name registrations under our management may be hindered by certain factors, including overall economic conditions, competition from ccTLDs, the introduction of new gTLDs, 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.

#### 2018 Business Highlights and Trends

- We recorded revenues of \$1,215.0 million in 2018, which represents an increase of 4% compared to 2017.
- We recorded operating income of \$767.4 million during 2018, which represents an increase of 8% as compared to 2017.
- We finished 2018 with 153.0 million .com and .net registrations in the domain name base, which represents a 4% increase from December 31, 2017.
- During 2018, we processed 38.2 million new domain name registrations for .com and .net compared to 36.7 million in 2017.
- The final .com and .net renewal rate for the third quarter of 2018 was 74.8% compared with 74.4% for the same quarter in 2017. Renewal rates are not fully measurable until 45 days after the end of the quarter.
- We repurchased 4.4 million shares of our common stock for an aggregate cost of \$600.0 million in 2018. As of December 31, 2018, there was \$463.2 million remaining for future share repurchases under the share repurchase program.
- Through February 7, 2019, we repurchased an additional 0.4 million shares for \$66.0 million under our share repurchase program. Effective February 7, 2019, our Board authorized the repurchase of our common stock in the amount of approximately \$602.9 million, in addition to the \$397.1 million remaining available for repurchase under the previous share repurchase program, for a total repurchase authorization of up to \$1.0 billion under the share repurchase program.

- We generated cash flows from operating activities of \$697.8 million in 2018, which represents a decrease of 1% as compared to 2017.
- On October 26, 2018, Verisign and the DOC entered into Amendment 35 to the Cooperative Agreement, which, among other items, permits Verisign, without further approval of the DOC, to agree with ICANN to change the .com Registry Agreement to increase wholesale prices for .com domain names up to 7 percent in each of the last four years of each six-year period of the .com Registry Agreement.
- On December 5, 2018, we completed the sale of the rights, economic benefits, and obligations, in all customer contracts related to our Security Services business. We recognized a gain of \$54.8 million in 2018, based on the estimated amount of total net consideration we expect to receive from the sale. To the extent that the actual results differ from our estimates, the gain on the sale may be adjusted in 2019. For further information refer to Note 8 “Sale of Security Services Business” of our Notes to Consolidated Financial Statements in Item 15 of this Form 10-K.

### ***Critical Accounting Policies and Significant Management Estimates***

The discussion and analysis of our financial condition and results of operations are based upon our Consolidated Financial Statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an ongoing basis, management evaluates those estimates. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates under different assumptions or conditions.

An accounting estimate is considered critical if the nature of the estimates or assumptions is material due to the levels of subjectivity and judgment involved, and the impact of changes in the estimates and assumptions would have a material effect on the consolidated financial statements. We believe the following critical accounting estimates and policies have the most significant impact on our consolidated financial statements:

#### *Income taxes*

Accounting for income taxes requires significant judgments in the development of estimates used in income tax calculations. Such judgments include, but are not limited to, interpretation and application of the 2017 Tax Act, and related IRS guidance changes, especially related to accumulated and ongoing foreign earnings, the likelihood we would realize the benefits of carryforwards from net operating losses (“NOLs”), capital losses, domestic and/or foreign tax credits, the adequacy of valuation allowances, and the rates used to measure transactions with foreign subsidiaries. To the extent recovery of deferred tax assets is not likely, we record a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized.

Our operations involve dealing with uncertainties and judgments in the application of complex tax regulations in multiple jurisdictions. The final taxes payable are dependent upon many factors, including negotiations with taxing authorities in various jurisdictions and resolution of disputes arising from U.S. federal, state, and international tax audits. We only recognize or continue to only recognize tax positions that are more likely than not to be sustained upon examination. We adjust these amounts in light of changing facts and circumstances; however, due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities.

## Results of Operations

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

	Year Ended December 31,		
	2018	2017	2016
Revenues .....	100.0%	100.0%	100.0%
Costs and expenses:			
Cost of revenues .....	15.8	16.6	17.4
Sales and marketing .....	5.3	7.0	7.0
Research and development .....	4.8	4.5	5.2
General and administrative .....	10.9	11.2	10.3
Total costs and expenses .....	36.8	39.3	39.9
Operating income .....	63.2	60.7	60.1
Interest expense .....	(9.5)	(11.7)	(10.1)
Non-operating income, net .....	6.3	2.4	0.9
Income before income taxes .....	60.0	51.4	50.9
Income tax expense .....	(12.1)	(12.2)	(12.3)
Net income .....	47.9%	39.2%	38.6%

### Revenues

Revenues related to our Registry Services 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 for several other TLDs and from providing back-end registry services to a number of TLD registry operators, all of which are not significant in relation to our consolidated revenues. For domain names registered with the .com and .net registries we receive a fee from registrars per annual registration that is fixed pursuant to our agreements with ICANN. Individual customers, called registrants, contract directly with registrars or their resellers, and the registrars 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 DOC. 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 increased the annual fee for a .net domain name registration from \$7.46 to \$8.20 on February 1, 2017, and from \$8.20 to \$9.02 on February 1, 2018. We have the contractual right to increase the fees for .net domain name registrations by up to 10% each year during the term of our agreement with ICANN, through June 30, 2023. The annual fee for a .com domain name registration has been fixed at \$7.85 since 2012. On October 26, 2018, we entered into an agreement with the DOC to amend the Cooperative Agreement. The amendment extends the term of the Cooperative Agreement until November 30, 2024 and permits the price of a .com domain name to be increased without further DOC approval by up to 7% in each of the final four years of each 6-year period beginning on October 26, 2018. We offer promotional marketing programs for our registrars based upon market conditions and the business environment in which the registrars operate. All fees paid to us for .com and .net registrations are in U.S. dollars. Revenues from Security Services were not significant in relation to our total consolidated revenues.

A comparison of revenues is presented below:

	Year Ended December 31,				
	2018	% Change	2017	% Change	2016
	(Dollars in thousands)				
Revenues .....	\$ 1,214,969	4%	\$ 1,165,095	2%	\$ 1,142,167

The following table compares the domain name base for .com and .net managed by our Registry Services business:

	As of December 31,				
	2018	% Change	2017	% Change	2016
Domain name base for .com and .net .....	153.0 million	4%	146.4 million	3%	142.2 million

Growth in the domain name base has been primarily driven by continued internet growth and marketing activities carried out by us and our registrars. However, competitive pressure from ccTLDs, the introduction of new gTLDs, ongoing changes in internet practices and behaviors of consumers and business, as well as the motivation of existing domain name registrants managing their investment in domain names, and historical global economic uncertainty, has limited the rate of growth of the domain name base in recent years and may continue to do so in 2019 and beyond.

**2018 compared to 2017:** Revenues increased by \$49.9 million, primarily due to a 5% increase in the domain name base for .com and increases in the .net domain name registration fees in February 2017 and 2018, partially offset by a 4% decline in the domain name base for .net.

**2017 compared to 2016:** Revenues increased by \$22.9 million, primarily due to a 4% increase in the domain name base for .com and increases in the .net domain name registration fees in February 2016 and 2017, partially offset by a 5% decline in the domain name base for .net. Additionally, 2016 revenue was elevated due to an increased volume of new domain name registrations primarily from our registrars in China during the second half of 2015 and the first quarter of 2016. The volume of these new registrations was inconsistent and episodic compared to prior periods, and by the end of the first quarter of 2016, reverted back to a more normalized registration pace. A significant portion of these registrations did not renew upon expiration.

### Geographic revenues

We generate revenue in the U.S.; Europe, the Middle East and Africa (“EMEA”); China; and certain other countries, including Canada, Australia and Japan.

The following table presents a comparison of the Company’s geographic revenues:

	Year Ended December 31,				
	2018	% Change	2017	% Change	2016
	(Dollars in thousands)				
U.S.....	\$ 756,907	7 %	\$ 707,906	6 %	\$ 667,301
EMEA.....	212,699	1 %	211,349	2 %	207,474
China .....	106,841	— %	106,526	(16)%	127,298
Other .....	138,522	(1)%	139,314	(1)%	140,094
Total revenues .....	<u>\$ 1,214,969</u>	4 %	<u>\$ 1,165,095</u>	2 %	<u>\$ 1,142,167</u>

Revenues for our Registry Services business 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. The majority of our revenue growth in 2018 and 2017 has come from increased sales to U.S. based registrars. Revenues from China in 2016 benefited from the increased volume of registrations in the second half of 2015 and the first quarter of 2016, as discussed earlier. However, a significant portion of those registrations did not renew, resulting in the decline in revenues from China in 2017.

We expect revenues will continue to grow in 2019, as a result of the increased volume of domain registrations in 2018, and continued growth in the domain name base in 2019, partially offset by the decrease in revenues resulting from the sale of customer contracts of our Security Services business.

### Cost of revenues

Cost of revenues consist 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, consulting and development services, 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:

	Year Ended December 31,				
	2018	% Change	2017	% Change	2016
	(Dollars in thousands)				
Cost of revenues .....	\$ 192,134	(1)%	\$ 193,326	(2)%	\$ 198,242

**2018 compared to 2017:** Cost of revenues decreased by \$1.2 million, primarily due to a decrease in depreciation expenses, partially offset by an increase in telecommunications expenses. Depreciation expenses decreased by \$2.5 million as a result of lower average hardware purchases over the last several years. Telecommunications expenses increased by \$1.5 million as a result of an increase in network costs supporting our operations.

**2017 compared to 2016:** Cost of revenues decreased by \$4.9 million, primarily due to decreases in depreciation expenses and salary and employee benefits expenses, partially offset by an increase in telecommunications expenses. Depreciation expenses decreased by \$5.3 million as a result of lower average hardware purchases over the last several years. Salary and employee benefits expenses decreased by \$3.1 million, primarily due to a reduction in average headcount related to the sale of the iDefense business in April 2017, partially offset by increases in salary and employee benefits expenses for the remaining employee base. Telecommunications expenses increased by \$3.2 million as a result of an increase in network costs supporting our operations.

We expect cost of revenues as a percentage of revenues to remain consistent in 2019 as compared to 2018.

### Sales and marketing

Sales and marketing expenses consist primarily of salaries, sales commissions, sales operations and other personnel-related expenses, travel and related expenses, trade shows, costs of lead generation, costs of computer and communications equipment and support services, facilities costs, consulting fees, costs of marketing programs, such as online, television, radio, print and direct mail advertising costs, and allocations of indirect costs such as corporate overhead.

A comparison of sales and marketing expenses is presented below:

	Year Ended December 31,				
	2018	% Change	2017	% Change	2016
	(Dollars in thousands)				
Sales and marketing .....	\$ 64,891	(21)%	\$ 81,951	2%	\$ 80,250

**2018 compared to 2017:** Sales and marketing expenses decreased by \$17.1 million, primarily due to decreases in advertising and marketing expenses and salary and employee benefits expenses. Advertising and marketing expenses decreased by \$12.6 million, primarily due to a decrease in marketing activities and campaigns supporting our Registry Services business. Salary and employee benefits expenses decreased by \$3.0 million due to a decrease in commissions expenses and a reduction in average headcount.

**2017 compared to 2016:** Sales and marketing expenses increased by \$1.7 million, primarily due to an increase in advertising and marketing expenses, partially offset by a decrease in salary and employee benefits expenses. Advertising and marketing expenses increased by \$7.0 million, primarily due to increases in costs related to certain marketing campaigns supporting our Registry Services business. Salary and employee benefits expenses decreased by \$4.2 million due to a reduction in average headcount.

We expect sales and marketing expenses as a percentage of revenues to decrease in 2019 as compared to 2018, primarily due to the sale of the customer contracts of our Security Services business and the reduction in headcount from employees supporting the Security Services business.



### 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:

	Year Ended December 31,				
	2018	% Change	2017	% Change	2016
	(Dollars in thousands)				
Research and development .....	\$ 57,884	11%	\$ 52,342	(11)%	\$ 59,100

**2018 compared to 2017:** Research and development expenses increased by \$5.5 million, primarily due to a \$2.6 million decrease in capitalized labor and a \$2.0 million increase in salary and employee benefits expenses, including stock-based compensation expenses. Capitalized labor and stock-based compensation decreased due to a shift in work from capital projects to security-related and other non-capital projects. Salary and employee benefits expenses, including stock-based compensation expenses increased due to annual salary increases and an increase in allocated benefit expenses.

**2017 compared to 2016:** Research and development expenses decreased by \$6.8 million, primarily due to a decrease in salary and employee benefits expenses as a result of a reduction in average headcount.

We expect research and development expenses as a percentage of revenues to remain consistent in 2019 as compared to 2018.

### General and administrative

General and administrative expenses consist primarily of salaries and other personnel-related expenses for our executive, administrative, legal, finance, information technology and human resources personnel, costs of facilities, computer and communications equipment, management information systems, support services, professional services fees, certain tax and license fees, and bad debt expense, offset by allocations of indirect costs such as facilities and shared services expenses to other cost types.

A comparison of general and administrative expenses is presented below:

	Year Ended December 31,				
	2018	% Change	2017	% Change	2016
	(Dollars in thousands)				
General and administrative .....	\$ 132,668	2%	\$ 129,754	10%	\$ 118,003

**2018 compared to 2017:** General and administrative expenses increased by \$2.9 million, primarily due to an increase in salary and employee benefits expenses, partially offset by a decrease in professional services expenses and an increase in overhead expenses allocated to other cost types. Salary and employee benefits expenses increased by \$6.8 million due to an increase in average headcount and bonus expenses. Professional services expenses decreased by \$2.4 million primarily due to decreased external consulting costs related to various projects. Overhead expenses allocated to other cost types increased by \$1.6 million due to an increase in total allocable expenses.

**2017 compared to 2016:** General and administrative expenses increased by \$11.8 million, primarily due to increases in salary and employee benefits expenses, including stock-based compensation expenses, professional services expenses, and a decrease in overhead expenses allocated to other cost types, partially offset by a decrease in depreciation expenses. Salary and employee benefits expenses, including stock-based compensation expenses, increased by \$4.9 million due to an increase in average headcount and higher projected achievement levels on certain performance-based restricted stock units (“RSU”) grants. Professional services expenses increased by \$4.1 million primarily due to higher external fees on various projects. Overhead expenses allocated to other cost types decreased by \$2.5 million due to an increase in the average headcount relative other cost types. Depreciation expenses decreased by \$2.8 million as a result of a decrease in capital expenditures in recent years.

We expect general and administrative expenses as a percentage of revenues to remain consistent in 2019 as compared to 2018.

**Interest expense**

See Note 4, “Debt and interest expense” of our Notes to Consolidated Financial Statements in Item 15 of this Form 10-K.

We expect interest expense to decrease in 2019 as compared to 2018 due to the redemption of the Subordinated Convertible Debentures in the second quarter of 2018.

**Non-operating income, net**

See Note 10, “Non-operating income, net” of our Notes to Consolidated Financial Statements in Item 15 of this Form 10-K.

We expect Non-operating income, net to decrease in 2019 as compared to 2018 due to the gain recognized in 2018 related to the sale of the customer contracts of our Security Services business.

**Income tax expense**

	Year Ended December 31,		
	2018	2017	2016
	(Dollars in thousands)		
Income tax expense	\$ 147,027	\$ 141,764	\$ 140,528
Effective tax rate	20%	24%	24%

Our effective tax rate for 2018 was lower than the statutory federal rate of 21% primarily due to foreign income taxed at lower rates and excess tax benefits related to stock-based compensation, partially offset by state taxes and the U.S. income tax impact of our foreign earnings. Our effective tax rate was lower than the statutory rate of 35% in 2017 and 2016, primarily due to benefits from foreign income taxed at lower rates and excess tax benefits related to stock-based compensation in 2017, partially offset by state income taxes. Our effective tax rate for 2017 was also impacted by the changes arising out of the enactment of the Tax Act in December 2017.

Due to the change in tax law in 2017, we owe U.S. federal taxes on our accumulated and future foreign earnings. Our 2017 income tax expense included a provisional \$162.4 million of expense related to the U.S. tax on accumulated foreign earnings and a provisional \$33.6 million deferred tax expense for foreign withholding tax on unremitted foreign earnings, both net of related, previously unrecognized foreign tax credits. These tax expenses were offset by a tax benefit of \$186.8 million related to the remeasurement of our net deferred tax liabilities at the new U.S. federal corporate tax rate of 21% which became effective on January 1, 2018. For further discussion see Note 11, “Income taxes” of our Notes to Consolidated Financial Statements in Item 15 of this Form 10-K.

As of December 31, 2018, we had deferred tax assets arising from deductible temporary differences, tax losses, and tax credits of \$115.7 million, net of valuation allowances, but before the offset of certain deferred tax liabilities. With the exception of deferred tax assets related to certain state and foreign NOL carryforwards, we believe it is more likely than not that the tax effects of the deferred tax liabilities, together with future taxable income, will be sufficient to fully recover the remaining deferred tax assets. Total deferred tax assets decreased in 2018 primarily due to the usage of tax credit and NOL carryforwards to offset 2018 taxable income.

We qualify for a tax holiday in Switzerland which does not expire, unless the required non-Swiss income and expense thresholds are no longer met, or there is a law change which eliminates the holiday. The tax holiday provides reduced rates of taxation on certain types of income and also requires certain thresholds of foreign source income. The tax holiday reduced the our income tax expense by \$16.9 million in 2018, \$12.3 million in 2017, and \$21.3 million in 2016. This resulted in an increase in earnings per share by \$0.14, \$0.10, and \$0.16 in 2018, 2017, and 2016, respectively.

## Liquidity and Capital Resources

	As of December 31,	
	2018	2017
	(In thousands)	
Cash and cash equivalents .....	\$ 357,415	\$ 465,851
Marketable securities .....	912,254	1,948,900
Total .....	<u>\$ 1,269,669</u>	<u>\$ 2,414,751</u>

As of December 31, 2018, our principal source of liquidity was \$357.4 million of cash and cash equivalents and \$912.3 million of marketable securities. The marketable securities consist primarily 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 mainly of amounts invested in money market funds and U.S. Treasury bills purchased with original maturities of less than 90 days. As of December 31, 2018, 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 Consolidated Financial Statements in Item 15 of this Form 10-K.

During the first quarter of 2018 we completed the previously disclosed repatriation of \$1.15 billion of cash held by foreign subsidiaries, net of \$60.7 million of foreign withholding taxes which were accrued during 2017. As of December 31, 2018, the amount of cash and cash equivalents and marketable securities held by foreign subsidiaries was \$765.8 million. In the first quarter of 2019, we intend to repatriate between \$245.0 million to \$250.0 million of cash held by foreign subsidiaries, net of withholding taxes, based on current exchange rates.

On February 15, 2018 we called for the redemption of all the outstanding subordinated convertible debentures, with a redemption date of May 1, 2018. Substantially all of the holders elected to convert their debentures, and upon conversion, we settled the \$1.25 billion principal value in cash, and issued 26.1 million shares of common stock for the \$3.17 billion excess of the conversion value over the principal amount. The excess interest deductions on the subordinated convertible debentures that were converted, were not subject to recapture, and accordingly, the \$439.2 million deferred tax liability related to the debentures was reversed into Additional paid-in capital upon extinguishment of the debt.

In 2018, we repurchased 4.4 million shares of our common stock at an average stock price of \$137.86 for an aggregate cost of \$600.0 million under our share repurchase program. In 2017, we repurchased 6.3 million shares of our common stock at an average stock price of \$94.59 for an aggregate cost of \$592.7 million. In 2016, we repurchased 7.8 million shares of our common stock at an average stock price of \$81.73 for an aggregate cost of \$636.5 million. On February 7, 2019, our Board authorized the repurchase of our common stock in the amount of approximately \$602.9 million, in addition to the \$397.1 million remaining available for repurchase under the previous share repurchase program, for a total repurchase authorization of up to \$1.0 billion under the share repurchase program.

On December 5, 2018, we completed the sale of the rights, economic benefits, and obligations, in all customer contracts related to our Security Services business. The total purchase price, subject to a cap of \$120.0 million, consists of a payment of \$50.0 million, which was received at closing, plus an additional contingent amount, due after the first anniversary of closing. The additional contingent amount, which cannot be negative, is based upon, among other things, the successful transition of customers to Neustar during the 12-month period following closing.

As of December 31, 2018, we had \$550.0 million principal amount outstanding of 4.75% senior unsecured notes due 2027, \$500.0 million principal amount outstanding of the 5.25% senior unsecured notes due 2025 and \$750.0 million principal amount outstanding of the 4.625% senior unsecured notes due 2023. As of December 31, 2018, there were no borrowings outstanding under the \$200.0 million unsecured revolving credit facility that will expire in 2020.

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, and to service our debt for the next 12 months. We regularly assess our cash management approach and activities in view of our current and potential future needs.

In summary, our cash flows for 2018, 2017, and 2016 were as follows:

	Year Ended December 31,		
	2018	2017	2016
	(In thousands)		
Net cash provided by operating activities .....	\$ 697,767	\$ 702,761	\$ 693,007
Net cash provided by (used in) investing activities.....	1,070,130	(405,424)	(42,732)
Net cash used in financing activities .....	(1,875,325)	(65,073)	(648,821)
Effect of exchange rate changes on cash, cash equivalents and restricted cash..	(958)	1,294	(501)
Net (decrease) increase in cash, cash equivalents and restricted cash .....	<u>\$ (108,386)</u>	<u>\$ 233,558</u>	<u>\$ 953</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.

**2018 compared to 2017:** Cash provided by operating activities decreased slightly primarily due to an increase in cash paid for income taxes, partially offset by a decrease in cash paid to suppliers and employees and increases in cash received from customers and interest income. The increase in cash paid for income taxes was primarily due to the foreign withholding taxes paid on the repatriation of \$1.15 billion cash held by foreign subsidiaries to the U.S. in the first quarter of 2018, and U.S. income taxes paid on accumulated foreign earnings. Cash paid to suppliers and employees decreased due to timing of certain vendor payments and a decrease in operating expenses. Cash received from customers increased primarily due to higher .com domain name registrations and renewals, and the increase in .net domain name registration fees in February 2018. Cash received from interest income increased due to increases in interest rates on our investments in debt securities.

**2017 compared to 2016:** Cash provided by operating activities increased primarily due to increases in cash received from customers and an increase in interest income, partially offset by increases in cash paid to suppliers and employees, cash paid for income taxes, and cash paid for interest on our debt obligations. Cash received from customers increased primarily due to higher .com domain name registrations and renewals and the increase in .net domain name registration fees in February 2017. Cash received from interest income increased due to increases in interest rates and our investments in debt securities. Cash paid to suppliers and employees increased primarily due to timing of certain vendor payments. Cash paid for income taxes increased due to higher non-U.S. income tax payments. Cash paid for interest increased due to higher contingent interest related to the Subordinated Convertible Debentures.

### ***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 and rights to intangible assets.

**2018 compared to 2017:** We had net cash inflows from investing activities in 2018, compared to net cash outflows during 2017, primarily due to increases in proceeds from sales and maturities of marketable securities, net of purchases, and proceeds from the sale of businesses, and a decrease in purchases of property and equipment.

**2017 compared to 2016:** The increase in cash used in investing activities was primarily due to an increase in purchases of marketable securities, net of sales and maturities, and an increase in purchases of property and equipment, partially offset by the payments made in 2016 for the future assignment of the rights to the .web gTLD, and the proceeds received from the sale of a business.

### ***Cash flows from financing activities***

The changes in cash flows from financing activities primarily relate to share repurchases, proceeds from and repayment of borrowings, and our employee stock purchase plan ("ESPP").

**2018 compared to 2017:** The increase in net cash used in financing activities was primarily due to the repayment of the principal amount of the subordinated convertible debentures during the second quarter of 2018, the proceeds received from the issuance of the 4.75% senior notes due 2027 in the third quarter of 2017, and an increase in share repurchases.

**2017 compared to 2016:** The decrease in net cash used in financing activities was primarily due to the proceeds received from the issuance of the 4.75% senior notes due 2027 in the third quarter of 2017, net of issuance costs, and a decrease in share repurchases.

### ***Impact of Inflation***

We do not believe that inflation has had a significant impact on our operations in any of the periods presented.

### ***Income taxes***

We expect cash paid for income taxes in 2019 to be between \$95.0 million and \$115.0 million.

### ***Property and Equipment Expenditures***

Our planned property and equipment expenditures for 2019 are anticipated to be between \$45.0 million and \$55.0 million and will primarily be focused on infrastructure upgrades and enhancements to our product portfolio.

### ***Contractual Obligations***

See Note 12, "Commitments and Contingencies," *Purchase Obligations and Contractual Agreements*, of our Notes to Consolidated Financial Statements in Item 15 of this Form 10-K.

### ***Off-Balance Sheet Arrangements***

It is not our business practice to enter into off-balance sheet arrangements. As of December 31, 2018, we did not have any significant off-balance sheet arrangements. See Note 12, "Commitments and Contingencies," *Off-Balance Sheet Arrangements*, of our Notes to Consolidated Financial Statements in Item 15 of this Form 10-K for further information regarding off-balance sheet arrangements.

### ***Dilution from RSUs***

Grants of stock-based awards are key components of the compensation packages we provide to attract and retain certain of our talented employees and align their interests with the interests of existing stockholders. We recognize that these stock-based awards dilute existing stockholders and have sought to control the number granted while providing competitive compensation packages. As of December 31, 2018, there are a total of 1.2 million unvested RSUs which represent potential dilution of 1.0%. This maximum potential dilution will only result if all outstanding RSUs vest and are settled. In recent years, our stock repurchase program has more than offset the dilutive effect of RSU grants to employees; however, we may reduce the level of our stock repurchases in the future as we may use our available cash for other purposes.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to financial market risks, including changes in interest rates, foreign exchange rates and market risks. We have not entered into any market risk sensitive instruments for trading purposes.

**Interest rate sensitivity**

The fixed income securities in our investment portfolio are subject to interest rate risk. As of December 31, 2018, we had \$1.12 billion of fixed income securities, which consisted of U.S. Treasury bills with maturities of less than one year. A hypothetical change in interest rates by 100 basis points would not have a significant impact on the fair value of our investments.

**Foreign exchange risk management**

We conduct business in several countries and transact in multiple foreign currencies. The functional currency for all of our international subsidiaries is the U.S. Dollar. Our foreign currency risk management program is designed to mitigate foreign exchange risks associated with monetary assets and liabilities of our operations that are denominated in currencies other than the U.S. dollar. The primary objective of this program is to minimize the gains and losses to income resulting from fluctuations in exchange rates. We may choose not to hedge certain foreign exchange exposures due to immateriality, prohibitive economic cost of hedging particular exposures, and limited availability of appropriate hedging instruments. We do not enter into foreign currency transactions for trading or speculative purposes, nor do we hedge foreign currency exposures in a manner that entirely offsets the effects of changes in exchange rates. The program may entail the use of forward or option contracts, which are usually placed and adjusted monthly. These foreign currency forward contracts are derivatives and are recorded at fair market value. We attempt to limit our exposure to credit risk by executing foreign exchange contracts with financial institutions that have investment grade ratings.

As of December 31, 2018, we held foreign currency forward contracts in notional amounts totaling \$28.5 million to mitigate the impact of exchange rate fluctuations associated with certain foreign currencies. Gains or losses on the foreign currency forward contracts would be largely offset by the remeasurement of our foreign currency denominated assets and liabilities, resulting in an insignificant net impact to income.

A hypothetical uniform 10% strengthening or weakening in the value of the U.S. dollar relative to the foreign currencies in which our revenues and expenses are denominated would not result in a significant impact to our financial statements.

**Market risk management**

The fair market values of our senior notes are subject to interest rate risk. Generally, the fair market value of fixed interest rate debt will increase as interest rates fall and decrease as interest rates rise. As of December 31, 2018, the fair values of the senior notes issued in 2013, the senior notes issued in 2015, and the senior notes issued in 2017 were \$741.3 million, \$502.2 million, and \$524.2 million, respectively, based on available market information from public data sources.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA****Financial Statements**

Verisign's financial statements required by this Item are set forth as a separate section of this Form 10-K. See Item 15 for a listing of financial statements provided in the section titled "Financial Statements."

**Supplementary Data (Unaudited)**

The following tables set forth unaudited supplementary quarterly financial data for the two year period ended December 31, 2018. In management's opinion, the unaudited data has been prepared on the same basis as the audited information and includes all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the data for the periods presented.

	2018					
	Quarter Ended				Year Ended	
	March 31	June 30	September 30	December 31 (2)	December 31,	
	(In thousands, except per share data)					
Revenues .....	\$ 299,288	\$ 302,452	\$ 305,777	\$ 307,452	\$ 1,214,969	
Gross Profit .....	\$ 251,136	\$ 255,087	\$ 257,528	\$ 259,084	\$ 1,022,835	
Operating Income .....	\$ 185,419	\$ 193,010	\$ 194,997	\$ 193,966	\$ 767,392	
Net income .....	\$ 134,263	\$ 128,351	\$ 137,680	\$ 182,195	\$ 582,489	
Earnings per share: .....						
Basic (1) .....	\$ 1.38	\$ 1.13	\$ 1.13	\$ 1.51	\$ 5.13	
Diluted (1) .....	\$ 1.09	\$ 1.04	\$ 1.13	\$ 1.50	\$ 4.75	

(1) Earnings per share for the year is computed independently and may not equal the sum of the quarterly earnings per share.

(2) Results for the quarter ended December 31, 2018 include a \$52.0 million after-tax gain recognized on the sale of the customer contracts of our Security Services business.

	2017					
	Quarter Ended				Year Ended	
	March 31	June 30 (2)	September 30	December 31	December 31,	
	(In thousands, except per share data)					
Revenues .....	\$ 288,614	\$ 288,552	\$ 292,428	\$ 295,501	\$ 1,165,095	
Gross Profit .....	\$ 237,945	\$ 240,908	\$ 245,095	\$ 247,821	\$ 971,769	
Operating Income .....	\$ 175,271	\$ 174,960	\$ 181,059	\$ 176,432	\$ 707,722	
Net income .....	\$ 116,412	\$ 123,100	\$ 114,899	\$ 102,837	\$ 457,248	
Earnings per share: .....						
Basic .....	\$ 1.14	\$ 1.22	\$ 1.15	\$ 1.05	\$ 4.56	
Diluted (1) .....	\$ 0.94	\$ 0.99	\$ 0.93	\$ 0.83	\$ 3.68	

(1) Earnings per share for the year is computed independently and may not equal the sum of the quarterly earnings per share.

(2) Results for the quarter ended June 30, 2017 include a \$10.6 million pre-tax gain recognized on the sale of the iDefense business.

Our quarterly revenues and operating results are difficult to forecast. Therefore, we believe that period-to-period comparisons of our operating results will not necessarily be meaningful, and should not be relied upon as an indication of future performance. Also, operating results may fall below our expectations and the expectations of securities analysts or investors in one or more future quarters. If this were to occur, the market price of our common stock would likely decline.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

Not applicable.

**ITEM 9A. CONTROLS AND PROCEDURES****a. Evaluation of Disclosure Controls and Procedures**

Based on our management's evaluation, with the participation of our Chief Executive Officer (our principal executive officer) and our Chief Financial Officer (our principal financial officer), as of December 31, 2018, 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 Securities Exchange Act of 1934, as amended, (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.

**b. Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2018 using the criteria established in *Internal Control-Integrated Framework* (2013 Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

Based on our evaluation under the COSO framework, management has concluded that our internal control over financial reporting is effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

KPMG LLP, an independent registered public accounting firm, has issued a report concerning the effectiveness of our internal control over financial reporting as of December 31, 2018. See "Report of Independent Registered Public Accounting Firm" in Item 15 of this Form 10-K.

**c. 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 December 31, 2018 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**d. 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.

**ITEM 9B. OTHER INFORMATION**

None.



### PART III

#### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this item relating to our directors and nominees, regarding compliance with Section 16(a) of the Exchange Act, and regarding our Audit Committee, Corporate Governance and Nominating Committee and Compensation Committee will be included under the captions “Proposal No. 1: Election of Directors,” “Security Ownership of Certain Beneficial Owners and Management-Section 16(a) Beneficial Ownership Reporting Compliance,” and “Corporate Governance” in our Proxy Statement related to the 2019 Annual Meeting of Stockholders and is incorporated herein by reference (“2019 Proxy Statement”).

Pursuant to General Instruction G(3) of Form 10-K, the information required by this item relating to our executive officers is included under the caption “Executive Officers of the Registrant” in Part I of this Annual Report on Form 10-K.

We have adopted a “Verisign Code of Conduct”, which is posted on our website under “Ethics and Business Conduct” at <https://investor.verisign.com/corporate-governance.cfm>. The code of conduct applies to all directors, officers and employees, including the principal executive officer, principal financial officer and other senior accounting officers. We have also adopted the “Corporate Governance Principles for the Board of Directors,” which provide guidance to our directors on corporate practices that serve the best interests of the Company and its shareholders.

We intend to satisfy any disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of the “Verisign Code of Conduct,” to the extent applicable to the principal executive officer, principal financial officer, or other senior accounting officers, by posting such information on our website, on the web page found by clicking through to “Ethics and Business Conduct” as specified above.

#### ITEM 11. EXECUTIVE COMPENSATION

Information required by this item is incorporated herein by reference to our 2019 Proxy Statement from the discussions under the captions “Compensation of Directors,” “Non-Employee Director Retainer Fees and Equity Compensation Information” and “Non-Employee Director Compensation Table for Fiscal 2018,” and “Executive Compensation.”

#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required by this item is incorporated herein by reference from the discussions under the captions “Security Ownership of Certain Beneficial Owners and Management” and “Equity Compensation Plan Information” in our 2019 Proxy Statement.

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information required by this item is incorporated herein by reference to our 2019 Proxy Statement from the discussions under the captions “Policies and Procedures with Respect to Transactions with Related Persons,” “Certain Relationships and Related Transactions” and “Independence of Directors.”

#### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information required by this item is incorporated herein by reference to our 2019 Proxy Statement from the discussions under the captions “Principal Accountant Fees and Services” and “Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors.”

## PART IV

## ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

## (a) Documents filed as part of this report

## 1. Financial statements

- Reports of Independent Registered Public Accounting Firm
- Consolidated Balance Sheets as of December 31, 2018 and 2017
- Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2018, 2017, and 2016
- Consolidated Statements of Stockholders' Deficit for the Years Ended December 31, 2018, 2017, and 2016
- Consolidated Statements of Cash Flows for the Years Ended December 31, 2018, 2017, and 2016
- Notes to Consolidated Financial Statements

## 2. Financial statement schedules

Financial statement schedules are omitted because the information called for is not material or is shown either in the consolidated financial statements or the notes thereto.

## 3. Exhibits

*(a) Index to Exhibits*

Pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"), the Company has filed certain agreements as exhibits to this Form 10-K. These agreements may contain representations and warranties by the parties thereto. These representations and warranties have been made solely for the benefit of the other party or parties to such agreements and (1) may be intended not as statements of fact, but rather as a way of allocating the risk to one of the parties to such agreements if those statements prove to be inaccurate, (2) may have been qualified by disclosures that were made to such other party or parties and that either have been reflected in the Company's filings or are not required to be disclosed in those filings, (3) may apply materiality standards different from what may be viewed as material to investors and (4) were made only as of the date of such agreements or such other date(s) as may be specified in such agreements and are subject to more recent developments. Accordingly, these representations and warranties may not describe the Company's actual state of affairs at the date hereof or at any other time.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
2.01	Agreement and Plan of Merger dated as of March 6, 2000, by and among the Registrant, Nickel Acquisition Corporation and Network Solutions, Inc.	8-K	3/8/00	2.1	
3.01	Sixth Amended and Restated Certificate of Incorporation of the Registrant.	10-K	2/17/17	3.01	
3.02	Bylaws of VeriSign, Inc.	10-K	2/16/18	3.02	
4.01	Indenture, dated as of April 16, 2013, between VeriSign, Inc., each of the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee.	8-K	4/17/13	4.1	
4.02	Indenture dated as of March 27, 2015 between VeriSign, Inc. and U.S. Bank National Association, as trustee.	8-K	3/30/15	4.1	
4.03	Indenture, dated as of July 5, 2017, between VeriSign, Inc. and U.S. Bank National Association, as trustee.	8-K	7/5/17	4.1	
10.01	Amended and Restated 2007 Employee Stock Purchase Plan, as adopted August 30, 2007, and amended May 25, 2017. +	DEF 14A	4/12/17	Appendix A	

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
10.02	Amendment No. Thirty (30) to Cooperative Agreement - Special Awards Conditions NCR-92-18742, between VeriSign and U.S. Department of Commerce managers.	10-K	7/12/07	10.27	
10.03	VeriSign, Inc. Annual Incentive Compensation Plan. +	DEF 14A	4/8/15	Appendix A	
10.04	Form of Amended and Restated Change-in-Control and Retention Agreement [CEO Form of Agreement]. +	10-Q	7/27/17	10.01	
10.05	Amended and Restated Change-in-Control and Retention Agreement. +	10-Q	7/27/17	10.02	
10.06	Purchase and Sale Agreement for 12061 Bluemont Way Reston, Virginia between 12061 Bluemont Owner, LLC, a Delaware limited liability company, as Seller and VeriSign, Inc., a Delaware corporation, as Purchaser Dated August 18, 2011.	8-K	9/7/11	10.01	
10.07	VeriSign, Inc. 2006 Equity Incentive Plan Form of Non-Employee Director Restricted Stock Unit Agreement. +	10-Q	7/27/12	10.03	
10.08	Registry Agreement between VeriSign, Inc. and the Internet Corporation for Assigned Names and Numbers, entered into on November 29, 2012.	8-K	11/30/12	10.1	
10.09	Amendment Number Thirty-Two (32) to the Cooperative Agreement between VeriSign, Inc. and Department of Commerce, entered into on November 29, 2012.	8-K	11/30/12	10.2	
10.10	VeriSign, Inc. 2006 Equity Incentive Plan Employee Restricted Stock Unit Agreement. +	10-Q	4/25/13	10.02	
10.11	VeriSign, Inc. 2006 Equity Incentive Plan Performance-Based Restricted Stock Unit Agreement +	10-Q	4/28/16	10.01	
10.12	Credit Agreement dated as of March 31, 2015 among VeriSign, Inc., the Lenders as defined therein, JPMorgan Chase Bank, N.A., as Administrative Agent, and J.P. Morgan Europe Limited, as London Agent.	8-K	4/1/15	99.1	
10.13	VeriSign, Inc. 2006 Equity Incentive Plan Form of Employee Restricted Stock Unit Agreement +	10-K	2/19/16	10.70	
10.14	Amendment to the .com Registry Agreement between VeriSign, Inc. and the Internet Corporation for Assigned Names and Numbers, entered into on October 20, 2016	8-K	10/20/16	10.1	
10.15	Amendment Number Thirty-Three (33) to the Cooperative Agreement between VeriSign, Inc. and Department of Commerce, entered into on October 20, 2016	8-K	10/20/16	10.2	
10.16	Amendment Number Thirty-Four (34) to the Cooperative Agreement between VeriSign, Inc. and Department of Commerce, entered into on October 20, 2016	8-K	10/20/16	10.3	
10.17	Amended and Restated VeriSign, Inc. 2006 Equity Incentive Plan, as amended and restated +	DEF 14A	4/29/16	Appendix A	
10.18	.Net Registry Agreement between VeriSign, Inc. and the Internet Corporation for Assigned Names and Numbers, entered into on June 28, 2017.	8-K	6/28/17	10.1	
10.19	Amendment Thirty-Five (35) to the Cooperative Agreement between VeriSign, Inc. and the U.S. Department of Commerce, entered into on October 26, 2018	8-K	11/1/18	10.1	

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
10.20	Asset Purchase Agreement between Verisign, Inc., as the seller and Neustar, Inc., as the buyer, dated as of October 24, 2018				X
21.01	Subsidiaries of the Registrant.				X
23.01	Consent of Independent Registered Public Accounting Firm.				X
24.01	Powers of Attorney (Included as part of the signature pages hereto).				X
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				X

\* As contemplated by SEC Release No. 33-8212, these exhibits are furnished with this Annual Report on Form 10-K and are not deemed filed with the Securities and Exchange Commission 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.

+ Indicates a management contract or compensatory plan or arrangement.

## ITEM 16. 10-K SUMMARY

None.

## FINANCIAL STATEMENTS

As required under Item 8—Financial Statements and Supplementary Data, the consolidated financial statements of Verisign, Inc. are provided in this separate section. The consolidated financial statements included in this section are as follows:

<u>Financial Statement Description</u>	<u>Page</u>
Reports of Independent Registered Public Accounting Firm .....	44
Consolidated Balance Sheets As of December 31, 2018 and December 31, 2017 .....	46
Consolidated Statements of Comprehensive Income For the Years Ended December 31, 2018, 2017, and 2016 .....	47
Consolidated Statements of Stockholders' Deficit For the Years Ended December 31, 2018, 2017, and 2016 .....	48
Consolidated Statements of Cash Flows For the Years Ended December 31, 2018, 2017, and 2016 .....	49
Notes to Consolidated Financial Statements .....	50

**Report of Independent Registered Public Accounting Firm**

To the Stockholders and Board of Directors

VeriSign, Inc.:

*Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of VeriSign, Inc. and subsidiaries (the Company) as of December 31, 2018 and 2017, the related consolidated statements of comprehensive income, stockholders' deficit, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 15, 2019 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

*Change in Accounting Principle*

As discussed in Note 1 to the consolidated financial statements, effective January 1, 2018, the Company adopted Accounting Standards Update (ASU) 2014-09, Revenue from Contracts with Customers, and several related amendments, issued by the Financial Accounting Standards Board (FASB). This change was adopted using the modified retrospective method.

*Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company's auditor since 1995.

McLean, Virginia  
February 15, 2019

## Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors

VeriSign, Inc.:

### *Opinion on Internal Control Over Financial Reporting*

We have audited VeriSign, Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2018 and 2017, the related consolidated statements of comprehensive income, stockholders' deficit, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively, the consolidated financial statements), and our report dated February 15, 2019 expressed an unqualified opinion on those consolidated financial statements.

### *Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting (Item 9A). Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### *Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

McLean, Virginia  
February 15, 2019

**VERISIGN, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except par value)

	<u>December 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
<b><u>ASSETS</u></b>		
Current assets:		
Cash and cash equivalents .....	\$ 357,415	\$ 465,851
Marketable securities .....	912,254	1,948,900
Other current assets .....	47,365	31,402
Total current assets .....	<u>1,317,034</u>	<u>2,446,153</u>
Property and equipment, net .....	253,905	263,513
Goodwill .....	52,527	52,527
Deferred tax assets .....	104,992	15,392
Deposits to acquire intangible assets .....	145,000	145,000
Other long-term assets .....	41,046	18,603
Total long-term assets .....	<u>597,470</u>	<u>495,035</u>
Total assets .....	<u>\$ 1,914,504</u>	<u>\$ 2,941,188</u>
<b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>		
Current liabilities:		
Accounts payable and accrued liabilities .....	\$ 215,208	\$ 219,603
Deferred revenues .....	732,382	713,309
Subordinated convertible debentures, including contingent interest derivative .....	—	627,616
Total current liabilities .....	<u>947,590</u>	<u>1,560,528</u>
Long-term deferred revenues .....	285,720	286,097
Senior notes .....	1,785,047	1,782,529
Deferred tax liabilities .....	134	444,108
Other long-term tax liabilities .....	281,487	128,197
Total long-term liabilities .....	<u>2,352,388</u>	<u>2,640,931</u>
Total liabilities .....	<u>3,299,978</u>	<u>4,201,459</u>
Commitments and contingencies		
Stockholders' deficit:		
Preferred stock—par value \$.001 per share; Authorized shares: 5,000; Issued and outstanding shares: none .....	—	—
Common stock—par value \$.001 per share; Authorized shares: 1,000,000; Issued shares: 352,325 at December 31, 2018 and 325,218 at December 31, 2017; Outstanding shares: 120,037 at December 31, 2018 and 97,591 at December 31, 2017 .....	352	325
Additional paid-in capital .....	15,706,774	16,437,135
Accumulated deficit .....	(17,089,789)	(17,694,790)
Accumulated other comprehensive loss .....	(2,811)	(2,941)
Total stockholders' deficit .....	<u>(1,385,474)</u>	<u>(1,260,271)</u>
Total liabilities and stockholders' deficit .....	<u>\$ 1,914,504</u>	<u>\$ 2,941,188</u>

See accompanying Notes to Consolidated Financial Statements.



**VERISIGN, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In thousands, except per share data)

	Year Ended December 31,		
	2018	2017	2016
Revenues .....	\$1,214,969	\$1,165,095	\$1,142,167
Costs and expenses:			
Cost of revenues .....	192,134	193,326	198,242
Sales and marketing .....	64,891	81,951	80,250
Research and development .....	57,884	52,342	59,100
General and administrative .....	132,668	129,754	118,003
Total costs and expenses .....	447,577	457,373	455,595
Operating income .....	767,392	707,722	686,572
Interest expense .....	(114,845)	(136,336)	(115,564)
Non-operating income, net .....	76,969	27,626	10,165
Income before income taxes .....	729,516	599,012	581,173
Income tax expense .....	(147,027)	(141,764)	(140,528)
Net income .....	582,489	457,248	440,645
Other comprehensive income .....	130	512	540
Comprehensive income .....	<u>\$ 582,619</u>	<u>\$ 457,760</u>	<u>\$ 441,185</u>
Earnings per share:			
Basic .....	\$ 5.13	\$ 4.56	\$ 4.12
Diluted .....	<u>\$ 4.75</u>	<u>\$ 3.68</u>	<u>\$ 3.42</u>
Shares used to compute earnings per share			
Basic .....	113,452	100,325	107,001
Diluted .....	<u>122,661</u>	<u>124,180</u>	<u>128,833</u>

See accompanying Notes to Consolidated Financial Statements.

**VERISIGN, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT**  
(In thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Deficit
	Shares	Amount				
<b>Balance at December 31, 2015</b> .....	110,072	\$ 323	\$ 17,558,822	\$ (18,625,599)	\$ (3,993)	\$ (1,070,447)
Net income .....	—	—	—	440,645	—	440,645
Other comprehensive income .....	—	—	—	—	540	540
Issuance of common stock under stock plans .....	1,128	1	13,669	—	—	13,670
Stock-based compensation .....	—	—	52,430	—	—	52,430
Net excess income tax benefits associated with stock-based compensation .....	—	—	25,058	—	—	25,058
Repurchase of common stock .....	(8,109)	—	(662,491)	—	—	(662,491)
<b>Balance at December 31, 2016</b> .....	103,091	324	16,987,488	(18,184,954)	(3,453)	(1,200,595)
Cumulative adjustment upon adoption of ASU 2016-09 .....	—	—	2,544	32,916	—	35,460
Net income .....	—	—	—	457,248	—	457,248
Other comprehensive income .....	—	—	—	—	512	512
Issuance of common stock under stock plans .....	1,100	1	12,914	—	—	12,915
Stock-based compensation .....	—	—	55,362	—	—	55,362
Repurchase of common stock .....	(6,600)	—	(621,173)	—	—	(621,173)
<b>Balance at December 31, 2017</b> .....	97,591	325	16,437,135	(17,694,790)	(2,941)	(1,260,271)
Cumulative adjustment upon adoption of ASU 2014-09 .....	—	—	—	22,512	—	22,512
Conversion of Subordinated Convertible Debentures .....	26,080	26	(159,618)	—	—	(159,592)
Net income .....	—	—	—	582,489	—	582,489
Other comprehensive income .....	—	—	—	—	130	130
Issuance of common stock under stock plans .....	1,027	1	12,835	—	—	12,836
Stock-based compensation .....	—	—	54,574	—	—	54,574
Repurchase of common stock .....	(4,661)	—	(638,152)	—	—	(638,152)
<b>Balance at December 31, 2018</b> .....	120,037	\$ 352	\$ 15,706,774	\$ (17,089,789)	\$ (2,811)	\$ (1,385,474)

See accompanying Notes to Consolidated Financial Statements

**VERISIGN, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	Year Ended December 31,		
	2018	2017	2016
Cash flows from operating activities:			
Net income.....	\$ 582,489	\$ 457,248	\$ 440,645
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation of property and equipment.....	48,367	49,878	58,167
Stock-based compensation.....	52,504	52,907	50,044
Gain on sale of business.....	(54,840)	(10,421)	—
Loss on debt extinguishment.....	6,554	—	—
Payment of contingent interest.....	—	(15,232)	(13,385)
Amortization of debt discount and issuance costs.....	7,137	14,678	13,411
Amortization of discount on investments in debt securities.....	(18,259)	(14,860)	(5,527)
Other, net.....	955	826	(662)
Changes in operating assets and liabilities			
Prepaid expenses and other assets.....	1,041	13,775	8,109
Accounts payable and accrued liabilities.....	(2,130)	15,483	40,244
Deferred revenues.....	19,825	25,348	14,347
Net deferred income taxes and other long-term tax liabilities.....	54,124	113,131	87,614
Net cash provided by operating activities.....	<u>697,767</u>	<u>702,761</u>	<u>693,007</u>
Cash flows from investing activities:			
Proceeds from maturities and sales of marketable securities.....	4,031,809	4,562,161	3,817,899
Purchases of marketable securities.....	(2,976,752)	(4,929,834)	(3,691,057)
Proceeds from sale of business.....	52,240	11,748	—
Purchases of property and equipment.....	(37,007)	(49,499)	(26,574)
Deposits to acquire intangible assets.....	—	—	(143,000)
Other investing activities.....	(160)	—	—
Net cash provided by (used in) investing activities.....	<u>1,070,130</u>	<u>(405,424)</u>	<u>(42,732)</u>
Cash flows from financing activities:			
Repayment of principal on subordinated convertible debentures.....	(1,250,009)	—	—
Proceeds from employee stock purchase plan.....	12,836	12,915	13,670
Repurchases of common stock.....	(638,152)	(621,173)	(662,491)
Proceeds from senior notes, net of issuance costs.....	—	543,185	—
Net cash used in financing activities.....	<u>(1,875,325)</u>	<u>(65,073)</u>	<u>(648,821)</u>
Effect of exchange rate changes on cash, cash equivalents and restricted cash.....	(958)	1,294	(501)
Net (decrease) increase in cash, cash equivalents and restricted cash.....	(108,386)	233,558	953
Cash, cash equivalents, and restricted cash at beginning of period.....	475,139	241,581	240,628
Cash, cash equivalents, and restricted cash at end of period.....	<u>\$ 366,753</u>	<u>\$ 475,139</u>	<u>\$ 241,581</u>
Supplemental cash flow disclosures:			
Cash paid for interest.....	<u>\$ 117,956</u>	<u>\$ 117,234</u>	<u>\$ 115,544</u>
Cash paid for income taxes, net of refunds received.....	<u>\$ 84,906</u>	<u>\$ 28,294</u>	<u>\$ 14,303</u>

See accompanying Notes to Consolidated Financial Statements.

**VERISIGN, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2018, 2017 AND 2016**

**Note 1. Description of Business and Summary of Significant Accounting Policies**

*Description of Business*

VeriSign, Inc. (“Verisign” or “the Company”) was incorporated in Delaware on April 12, 1995. The Company has one reportable segment, Registry Services. The Company enables the security, stability, and resiliency of key internet infrastructure and services, including providing root zone maintainer services, operating two of the 13 global internet root servers, and providing registration services and authoritative resolution for the .com and .net top-level domains, which support the majority of global e-commerce. As discussed further in Note 8 “Sale of Security Services Business”, the Company completed the sale of the rights, economic benefits, and obligations, in all customer contracts related to its Security Services business to NeuStar, Inc. (“Neustar”) on December 5, 2018.

*Basis of Presentation*

The accompanying consolidated financial statements of Verisign and its subsidiaries have been prepared in conformity with generally accepted accounting principles (“GAAP”) in the United States (“U.S.”). All significant intercompany accounts and transactions have been eliminated.

The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions.

*Reclassifications*

Certain reclassifications have been made to prior period amounts to conform to current period presentation. Such reclassifications have no effect on net income as previously reported.

*Adoption of New Accounting Standards*

Effective January 1, 2018, the Company adopted Accounting Standards Update (“ASU”) 2014-09, *Revenue from Contracts with Customers*, and several related amendments, issued by the Financial Accounting Standards Board (“FASB”). ASU 2014-09 replaces the previous numerous and disparate revenue recognition guidance, and provides companies with a single revenue recognition model for recognizing revenue from contracts with customers. The core principle of the new standard is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which it expects to be entitled in exchange for those goods or services. The adoption of ASU 2014-09 did not have any impact on our revenue recognition, but did result in a change in the accounting for costs incurred to obtain a contract. Pursuant to the new guidance, the Company recognizes the fees that it pays to ICANN for each annual increment of .com domain name registrations and renewals, as an asset which is amortized on a straight-line basis over the related domain name term. This change was adopted using the modified retrospective method. As a result, the Company recorded current and long-term assets of \$19.7 million and \$7.6 million, respectively, a deferred tax liability of \$4.8 million and a decrease to the opening balance of accumulated deficit of \$22.5 million.

Effective January 1, 2018, the Company adopted ASU 2016-18, *Restricted Cash*, issued by the FASB. ASU 2016-18 requires restricted cash to be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts set forth on the statement of cash flows instead of presenting changes in restricted cash in cash flows from investing activities. As a result of the adoption, the changes in restricted cash are included with cash and cash equivalents on the statement of cash flows for both periods presented. The change in the amounts presented for the prior period was not significant.

*Recent Accounting Pronouncements*

In February 2016, the FASB issued ASU No. 2016-02, *Leases*. The guidance introduces a lessee model that requires most leases to be reported on the balance sheet. In July 2018, the FASB issued ASU 2018-11, *Targeted Improvements to Topic 842 Leases*, which allows for an alternative transition approach, which will not require adjustments to comparative prior period amounts. This ASU became effective for the Company on January 1, 2019. The adoption of this standard will not have a material impact on the Company’s consolidated financial statements.

### ***Significant Accounting Policies***

#### *Cash and Cash Equivalents*

Verisign considers all highly-liquid investments purchased with original maturities of three months or less to be cash equivalents. Cash and cash equivalents include certain money market funds, debt securities and various deposit accounts. Verisign maintains its cash and cash equivalents with financial institutions that have investment grade ratings and, as part of its cash management process, performs periodic evaluations of the relative credit standing of these financial institutions.

#### *Marketable Securities*

Marketable securities primarily consist of debt securities issued by the U.S. Treasury. All marketable securities are classified as available-for-sale and are carried at fair value. Unrealized gains and losses, net of taxes, are reported as a component of Accumulated other comprehensive loss. The specific identification method is used to determine the cost basis of the marketable securities sold. The Company classifies its marketable securities as current based on their nature and availability for use in current operations.

#### *Property and Equipment*

Property and equipment are stated at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets of 35 to 47 years for buildings, 10 years for building improvements and three to five years for computer equipment, software, office equipment, and furniture and fixtures. Leasehold improvements are amortized using the straight-line method over the lesser of the estimated useful lives of the assets or associated lease terms.

#### *Capitalized Software*

Software included in property and equipment includes amounts paid for purchased software and development costs for internally developed software. The Company capitalized \$14.7 million and \$17.7 million of costs related to internally developed software during 2018 and 2017, respectively.

#### *Goodwill and Other Long-lived Assets*

Goodwill represents the excess of purchase consideration over fair value of net assets of businesses acquired. The Company has only one reporting unit, namely Registry Services, which has a negative carrying value. Therefore, the goodwill is not subject to impairment.

Long-lived assets, such as property, plant, and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset, or asset group, may not be recoverable. Such events or circumstances include, but are not limited to, a significant decrease in the fair value of the underlying business. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset, or asset group, to estimated undiscounted future cash flows expected to be generated by the asset, or asset group. An impairment charge is recognized in the amount by which the carrying amount of the asset exceeds its fair value.

As of December 31, 2018, the Company's assets include a deposit related to the purchase of the contractual rights to the .web gTLD. The amount paid to date has been recorded as a deposit until such time that the contractual rights are transferred to the Company. This asset would be tested for recoverability if the Company were to determine that it is no longer probable that the rights will be transferred. At the time of the transfer of the contractual rights, the Company will record the amount as an indefinite-lived intangible asset subject to review for impairment on an annual basis or more frequently if events or changes in circumstances indicate that an impairment is more likely than not.

#### *3.25% Junior Subordinated Convertible Debentures Due 2037 ("Subordinated Convertible Debentures")*

Upon issuance of the Subordinated Convertible Debentures, Verisign separated the liability (debt) and equity (conversion option) components in a manner that reflected the borrowing rate for a similar non-convertible debt. The liability component was recognized based on the fair value of a similar instrument without a conversion feature at issuance. The excess of the principal amount of the Subordinated Convertible Debentures over the liability component at issuance was the equity component or debt discount, which was recorded as Additional paid-in capital. The debt discount was amortized using the Company's effective interest rate over the term of the Subordinated Convertible Debentures as a non-cash charge to interest expense. The Company settled all of the outstanding Subordinated Convertible Debentures during 2018. For further details, refer to Note 4 "Debt and Interest Expense".

### *Foreign Currency Remeasurement*

Verisign conducts business in several different countries and transacts in multiple currencies. The functional currency for all of Verisign's international subsidiaries is the U.S. Dollar. The Company's subsidiaries' financial statements are remeasured into U.S. Dollars using a combination of current and historical exchange rates and any remeasurement gains and losses are included in Non-operating income, net. Remeasurement gains and losses were not significant in each of the last three years.

Verisign maintains a foreign currency risk management program designed to mitigate foreign exchange risks associated with the monetary assets and liabilities that are denominated in currencies other than the U.S. dollar. The primary objective of this program is to minimize the gains and losses resulting from fluctuations in exchange rates. The Company does not enter into foreign currency transactions for trading or speculative purposes, nor does it hedge foreign currency exposures in a manner that entirely offsets the effects of changes in exchange rates. The program may entail the use of forward or option contracts, which are usually placed and adjusted monthly. These foreign currency forward contracts are derivatives and are recorded at fair market value. The Company records gains and losses on foreign currency forward contracts in Non-operating income, net. Gains and losses related to foreign currency forward contracts were not significant in each of the last three years.

As of December 31, 2018, Verisign held foreign currency forward contracts in notional amounts totaling \$28.5 million to mitigate the impact of exchange rate fluctuations associated with certain assets and liabilities held in foreign currencies.

### *Revenue Recognition*

Revenues are recognized when control of the promised services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those services.

#### Registry Services

Registry Services revenues primarily arise from fixed fees charged to registrars for the initial registration or renewal of .com, .net, and other domain names. Fees for domain name registrations and renewals are generally due at the time of registration or renewal. Domain name registration terms range from one year up to ten years.

Most customers either maintain a deposit with Verisign or provide an irrevocable letter of credit in excess of the amounts owed. New customers are subjected to a credit review process that evaluates the customer's financial condition and, ultimately, their ability to pay.

Verisign also offers promotional marketing programs to its registrars based upon market conditions and the business environment in which the registrars operate. Amounts payable to these registrars for such promotional marketing programs are usually recorded as a reduction of revenue. If Verisign obtains an identifiable benefit separate from the services it provides to the registrars, then amounts payable up to the fair value of the benefit received are recorded as advertising expenses and the excess, if any, is recorded as a reduction of revenue.

#### Performance Obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. Each domain name registration or renewal is considered a separate optional purchase and represents a single performance obligation, which is to allow its registration and maintain that registration (by allowing updates, Domain Name System ("DNS") resolution and Whois services) through the registration term. These services are provided continuously throughout each registration term, and as such, revenues from the initial registration or renewal of domain names are deferred and recognized ratably over the registration term. Fees for renewals and advance extensions to the existing term are deferred until the new incremental period commences. These fees are then recognized ratably over the renewal term.

#### Security Services

Following the revenue recognition criteria above, revenues from Security Services were deferred and recognized over the service term, generally one to two years. On December 5, 2018, we completed the sale of the rights, economic benefits, and obligations, in all customer contracts related to our Security Services business. Revenues from the Security Services business were not significant in relation to our consolidated revenues.

#### Costs Incurred to Obtain a Contract

We recognize the fees that we pay to ICANN for each annual increment of domain name registrations and renewals, as an asset which will be amortized on a straight-line basis over the related registration term. These assets are included in Other current assets and Other long-term assets on the condensed consolidated balance sheet.

### Practical Expedients and Exemptions

Prior to the sale of the customer contracts of the Security Services business in December of 2018, we recognized sales commissions for Security Services contracts as expense when incurred because the amortization period for the majority of commissions would have been one year or less. These costs were not material for any period presented and were recorded within sales and marketing expenses.

#### *Advertising Expenses*

Advertising costs are expensed as incurred and are included in Sales and marketing expenses. Advertising expenses, including costs for advertising campaigns conducted jointly with our registrars were \$15.2 million, \$27.4 million, and \$17.2 million in 2018, 2017, and 2016, respectively.

#### *Income Taxes*

Verisign uses the asset and liability method to account for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and net operating loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Tax Cuts and Jobs Act (“Tax Act”) was enacted on December 22, 2017, most provisions of which became effective in 2018. The Tax Act made substantial changes to U.S. taxation of corporations, including, lowering the U.S. federal corporate income tax rate from 35% to 21%, and instituting a territorial tax system, along with a one-time tax on accumulated foreign earnings. The effect on deferred tax assets and liabilities of a change in law or tax rates is recognized in income in the period that includes the enactment date. The Company records a valuation allowance to reduce deferred tax assets to an amount whose realization is more likely than not. For every tax-paying component and within each tax jurisdiction, all deferred tax liabilities and assets are offset and presented as a single net noncurrent asset or liability.

Among other changes, the Tax Act included a provision designed to currently tax global intangible low-taxed income (“GILTI”). The Company evaluated available accounting policy alternatives and elected to record the U.S. income tax effect of future GILTI inclusions in the period in which they arise.

The Company’s income taxes payable is reduced by the tax benefits from restricted stock unit (“RSU”) vestings equal to the fair market value of the stock at the vesting date. If the income tax benefit at the exercise or vesting date differs from the income tax benefit recorded based on the grant date fair value of the RSUs, the excess or shortfall of the tax benefit is recognized within income tax expense.

Verisign’s global operations involve dealing with uncertainties and judgments in the application of complex tax regulations in multiple jurisdictions. The final taxes payable are dependent upon many factors, including negotiations with taxing authorities in various jurisdictions and resolution of disputes arising from U.S. federal, state, and international tax audits. The Company only recognizes tax positions taken or expected to be taken on its tax returns that are more likely than not to be sustained upon examination, and records a tax benefit amount that is more likely than not to be realized upon ultimate settlement with the taxing authority. The Company adjusts its estimate of unrecorded tax benefits in light of changing facts and circumstances; however, due to the complexity of some of these uncertainties, the ultimate resolution may result in a liability that is materially different from its estimate.

The Company’s assumptions, judgments and estimates relative to the value of a deferred tax asset take into account predictions of the amount and character of future taxable income, such as income from operations or capital gains income. Actual operating results and the underlying amount and character of income in future years could render the Company’s current assumptions, judgments and estimates of recoverable net deferred taxes inaccurate. Any of the assumptions, judgments and estimates mentioned above could cause the Company’s actual income tax obligations to differ from its estimates, thus materially impacting its financial condition and results of operations.

#### *Stock-based Compensation*

The Company’s stock-based compensation consists of RSUs granted to employees and the employee stock purchase plan (“ESPP”). Stock-based compensation expense is typically recognized ratably over the requisite service period. Forfeitures of stock-based awards are recognized as they occur. The Company also grants RSUs which include performance conditions, and in some cases market conditions, to certain executives. The expense for these performance-based RSUs is recognized based on the probable outcome of the performance conditions. The expense recognized for awards with market conditions is based on the grant date fair value of the awards including the impact of the market conditions, using a Monte Carlo simulation model. The Company uses the Black-Scholes option pricing model to determine the fair value of its ESPP offerings. The determination of the fair value of stock-based payment awards using the Monte Carlo simulation model or the Black-Scholes option-pricing

VERISIGN, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)  
DECEMBER 31, 2018, 2017 AND 2016

model is affected by the Company's stock price as well as assumptions regarding a number of complex and subjective variables.

*Earnings per Share*

The Company computes basic earnings per share by dividing net income by the weighted-average number of common shares outstanding during the period. Diluted earnings per share gives effect to dilutive potential common shares, including unvested RSUs, ESPP offerings and the conversion spread related to the Subordinated Convertible Debentures, prior to conversion on May 1, 2018, using the treasury stock method.

*Fair Value of Financial Instruments*

The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

- Level 1: Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2: Inputs reflect quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3: Unobservable inputs reflecting the Company's own assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

The Company measures and reports certain financial assets and liabilities at fair value on a recurring basis, including its investments in money market funds classified as Cash and cash equivalents and marketable securities.

*Legal Proceedings*

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

While certain legal proceedings and related indemnification obligations to which the Company is a party specify the amounts claimed, such claims may not represent reasonably possible losses. Given the inherent uncertainties of the litigation, the ultimate outcome of these matters cannot be predicted at this time, nor can the amount of possible loss or range of loss, if any, be reasonably estimated, except in circumstances where an aggregate litigation accrual has been recorded for probable and reasonably estimable loss contingencies. A determination of the amount of accrual required, if any, for these contingencies is made after careful analysis of each matter. The required accrual may change in the future due to new developments in each matter or changes in approach such as a change in settlement strategy in dealing with these matters. The Company does not believe that any such matter currently being reviewed will have a material adverse effect on its financial condition, results of operations, or cash flows.



**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:

	As of December 31,	
	2018	2017
(In thousands)		
Cash .....	\$ 37,190	\$ 135,092
Time deposits .....	3,810	3,682
Money market funds (Level 1) .....	120,832	116,068
Debt securities issued by the U.S. Treasury (Level 1) .....	1,117,175	2,169,197
Total .....	<u>\$ 1,279,007</u>	<u>\$ 2,424,039</u>
Cash and cash equivalents .....	\$ 357,415	\$ 465,851
Restricted cash (included in Other long-term assets) .....	9,338	9,288
Total Cash, cash equivalents, and restricted cash .....	<u>366,753</u>	<u>475,139</u>
Marketable securities .....	912,254	1,948,900
Total .....	<u>\$ 1,279,007</u>	<u>\$ 2,424,039</u>

The fair value of the debt securities held as of December 31, 2018 was \$1.12 billion, including less than \$0.1 million of gross and net unrealized losses. All of the debt securities held as of December 31, 2018 have contractual maturities of less than one year. The lower Cash and cash equivalents and Marketable securities balances at December 31, 2018 reflect the cash used to settle the principal amount of the Subordinated Convertible Debentures on May 1, 2018, as discussed in Note 4 “Debt and Interest Expense.”

*Fair Value Measurements*

The fair value of the Company’s investments in money market funds approximates their face value. Such instruments are classified as Level 1 and 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 and are classified as Level 1. Debt securities purchased with original maturities in excess of three months are included in Marketable securities. Debt securities purchased with original maturities less than three months are included in Cash and cash equivalents.

As of December 31, 2018, the Company’s other financial instruments include cash, accounts receivable, restricted cash, and accounts payable whose carrying values approximated their fair values. The fair values of the Company’s senior notes due 2023 (the “2023 Senior Notes”), the senior notes due 2025 (the “2025 Senior Notes”), and the senior notes due 2027 (the “2027 Senior Notes”) were \$741.3 million, \$502.2 million, and \$524.2 million, respectively, as of December 31, 2018. The fair values of these debt instruments are based on available market information from public data sources and are classified as Level 2.

As part of the settlement of the Subordinated Convertible Debentures in the second quarter of 2018, the Company estimated the fair value of the liability component of the debentures, based on the present value of the remaining contractual cash flows, using a discount rate of 8.42% (the estimated borrowing rate for similar non-convertible debt). The fair value of the liability component at the time of extinguishment was \$651.3 million and was classified as Level 3.

In connection with the sale of the customer contracts of the Security Services business, the Company estimated the fair value of the total consideration expected to be received based on the estimated probability and timing of customers consenting to assignment of their contracts to Neustar. This fair value measurement was classified as Level 3.

**VERISIGN, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**  
**DECEMBER 31, 2018, 2017 AND 2016**

**Note 3. Other Balance Sheet Items**

*Other Current Assets*

Other current assets consist of the following:

	As of December 31,	
	2018	2017
	(In thousands)	
Prepaid registry fees .....	\$ 20,696	\$ —
Prepaid expenses.....	14,109	15,787
Accounts receivable, net.....	6,029	5,111
Income taxes receivable.....	4,451	6,347
Other .....	2,080	4,157
Total other current assets .....	<u>\$ 47,365</u>	<u>\$ 31,402</u>

*Property and Equipment, Net*

The following table presents the detail of property and equipment, net:

	As of December 31,	
	2018	2017
	(In thousands)	
Land .....	\$ 31,141	\$ 31,141
Buildings and building improvements.....	247,870	246,654
Computer equipment and software.....	461,829	462,469
Capital work in progress.....	2,013	4,024
Office equipment and furniture.....	6,912	6,472
Leasehold improvements.....	1,403	1,403
Total cost.....	751,168	752,163
Less: accumulated depreciation.....	(497,263)	(488,650)
Total property and equipment, net .....	<u>\$ 253,905</u>	<u>\$ 263,513</u>

Substantially all of the Company's property and equipment were held in the U.S. for both periods presented.

*Goodwill*

The following table presents the detail of goodwill:

	As of December 31,	
	2018	2017
	(In thousands)	
Goodwill, gross.....	\$ 1,537,843	\$ 1,537,843
Accumulated goodwill impairment .....	(1,485,316)	(1,485,316)
Total goodwill .....	<u>\$ 52,527</u>	<u>\$ 52,527</u>

There was no impairment of goodwill or other long-lived assets recognized in any of the periods presented.

*Deposits to Acquire Intangible Assets*

As of December 31, 2018, the Company has recorded \$145.0 million for the future assignment to the Company of contractual rights to the .web gTLD, pending resolution of objections by other applicants, regulatory review, and approval from ICANN. Upon assignment of the contractual rights, the Company will record the total investment as an indefinite-lived intangible asset.

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*Other Long-Term Assets*

Other long-term assets consist of the following:

	As of December 31,	
	2018	2017
(In thousands)		
Contingent consideration receivable.....	\$ 14,721	\$ —
Long-term prepaid registry fees.....	7,779	—
Restricted cash.....	9,338	9,288
Other tax receivable.....	5,673	5,673
Other.....	3,535	3,642
<b>Total other long-term assets.....</b>	<b>\$ 41,046</b>	<b>\$ 18,603</b>

The contingent consideration receivable in the table above relates to the estimated contingent consideration expected to be collected from Neustar after the first anniversary of closing as part of the sale of customer contracts of the Security Services business. The prepaid registry fees in the tables above relate to the fees the Company pays to ICANN for each annual increment of .com domain name registrations and renewals which are deferred and amortized over the domain name registration term, upon adoption of ASU 2014-09 as discussed in Note 1, “Description of Business and Summary of Significant Accounting Policies”. The amount of prepaid registry fees as of December 31, 2018 reflects amortization of \$32.9 million during 2018 which was recorded in Cost of Revenues.

*Accounts Payable and Accrued Liabilities*

Accounts payable and accrued liabilities consist of the following:

	As of December 31,	
	2018	2017
(In thousands)		
Accounts payable.....	\$ 10,445	\$ 10,519
Accrued employee compensation.....	54,746	51,481
Customer deposits, net.....	57,025	63,617
Interest Payable.....	24,318	47,357
Accrued registry fees.....	11,029	10,404
Payables to buyer.....	9,875	—
Taxes payable and other tax liabilities.....	18,961	13,477
Other accrued liabilities.....	28,809	22,748
<b>Total accounts payable and accrued liabilities.....</b>	<b>\$ 215,208</b>	<b>\$ 219,603</b>

Payables to buyer in the table above relate to amounts due to Neustar for estimated collections from Security Services customers of any billings after the closing date and until the customer contracts are assigned to Neustar.

**Note 4. Debt and Interest Expense**

*Senior Notes*

As of December 31, 2018, the Company had senior notes outstanding of \$1.79 billion, net of unamortized issuance costs. All of the outstanding senior notes were issued at par and are senior unsecured obligations of the Company. Interest is payable on each of the senior notes semi-annually. Each of the senior notes issuances is redeemable, in whole or in part, at the Company’s option at times and redemption prices specified in the indentures.

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The following table summarizes information related to our Senior notes (in thousands, except interest rates):

	Issuance Date	Maturity Date	Interest Rate	As of December 31,	
				2018	2017
				Principal	
Senior notes due 2023.....	April 16, 2013	May 1, 2023	4.625%	\$ 750,000	\$ 750,000
Senior notes due 2025.....	March 27, 2015	April 1, 2025	5.250%	500,000	500,000
Senior notes due 2027.....	July 5, 2017	July 15, 2027	4.750%	550,000	550,000
Unamortized issuance costs.....				(14,953)	(17,471)
Total senior notes.....				<u>\$ 1,785,047</u>	<u>\$ 1,782,529</u>

The indenture governing the 2023 Senior Notes contains covenants that limit the ability of the Company and/or its restricted subsidiaries, under certain circumstances, to, among other things: (i) pay dividends or make distributions on, or redeem or repurchase, its capital stock; (ii) make certain investments; (iii) create liens on assets; (iv) enter into sale/leaseback transactions and (v) merge or consolidate or sell all or substantially all of its assets. These covenants are subject to a number of important limitations and exceptions. The Indenture also provides for events of default, which, if any of them occurs, may permit or, in certain circumstances, require the principal, premium, if any, accrued and unpaid interest and any other monetary obligations on all the then outstanding Notes to be due and payable immediately. The Company has remained in compliance with these covenants and no events of default have occurred over the term of the Notes.

*2015 Credit Facility*

On March 31, 2015, the Company entered into a credit agreement for a \$200.0 million committed senior unsecured revolving credit facility (the “2015 Credit Facility”). The 2015 Credit Facility includes financial covenants requiring that the Company’s interest coverage ratio not be less than 3.0 to 1.0 for any period of four consecutive quarters and the Company’s leverage ratio not exceed 2.5 to 1.0. As of December 31, 2018, there were no borrowings outstanding under the facility and the Company was in compliance with the financial covenants. The 2015 Credit Facility expires on April 1, 2020 at which time any outstanding borrowings are due. Verisign may from time to time request lenders to agree on a discretionary basis to increase the commitment amount by up to an aggregate of \$150.0 million.

*Subordinated Convertible Debentures*

In August 2007, Verisign issued \$1.25 billion principal amount of 3.25% subordinated convertible debentures due August 15, 2037, in a private offering. At issuance, the Company calculated the carrying value of the liability component as the present value of its cash flows using a borrowing rate for similar non-convertible debt with no contingent payment options, adjusted for the fair value of the contingent interest feature. The table below presents the carrying amounts of the liability and equity components as of December 31, 2017.

Debt discount upon issuance (net of issuance costs of \$14,449).....	\$	686,221
Deferred taxes associated with the debt discount upon issuance.....		(267,225)
Carrying amount of equity component.....	\$	<u>418,996</u>
Principal amount of Subordinated Convertible Debentures.....	\$	1,250,000
Unamortized discount of liability component.....		(612,303)
Unamortized debt issuance costs associated with the liability component.....		(10,081)
Carrying amount of liability component.....	\$	<u>627,616</u>

On February 15, 2018, the Company called for the redemption of all the outstanding Subordinated Convertible Debentures with a redemption date of May 1, 2018. Substantially all of the holders elected to convert their debentures, and on May 1, 2018, the Company settled the \$1.25 billion principal value in cash, and issued 26.1 million shares of common stock for the \$3.17 billion excess of the conversion value over the principal amount. Of the total consideration transferred to settle the debentures, \$651.3 million was allocated to the liability component, and the remaining \$3.77 billion was allocated to the equity component. The fair value of the liability component exceeded the \$644.7 million carrying value, and therefore, resulted in a loss of \$6.6 million upon extinguishment of the Subordinated Convertible Debentures in the second quarter of 2018.

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The following table presents the components of the Company's interest expense:

	Year Ended December 31,		
	2018	2017	2016
	(In thousands)		
Contractual interest on Subordinated Convertible Debentures .....	\$ 20,015	\$ 47,432	\$ 40,625
Contractual interest on Senior Notes .....	87,063	73,638	60,938
Amortization of debt discount on the Subordinated Convertible Debentures .....	4,236	12,012	11,094
Amortization of debt issuance costs and other interest expense .....	3,531	3,254	2,907
Total interest expense .....	<u>\$ 114,845</u>	<u>\$ 136,336</u>	<u>\$ 115,564</u>

**Note 5. Stockholders' Deficit**

*Treasury Stock*

Treasury stock is accounted for under the cost method. Treasury stock includes shares repurchased under stock repurchase programs and shares withheld in lieu of minimum tax withholdings due upon vesting of RSUs.

On February 8, 2018, the Company's Board of Directors ("Board") authorized the repurchase of its common stock in the amount of approximately \$585.8 million, in addition to the \$414.2 million remaining available for repurchase under the previous share repurchase program, for a total repurchase authorization of up to \$1.0 billion under the share repurchase program. The share repurchase program has no expiration date. Purchases made under the program could be effected through open market transactions, block purchases, accelerated share repurchase agreements or other negotiated transactions. As of December 31, 2018 there was approximately \$463.2 million remaining available for repurchases under the share repurchase program.

Effective February 7, 2019, the Company's Board authorized the repurchase of its common stock in the amount of approximately \$602.9 million, in addition to the \$397.1 million remaining available for repurchase under the previous share repurchase program, for a total repurchase authorization of up to \$1.0 billion under the share repurchase program.

The summary of the Company's common stock repurchases for 2018, 2017 and 2016 are as follows:

	2018		2017		2016	
	Shares	Average Price	Shares	Average Price	Shares	Average Price
	(In thousands, except average price amounts)					
Total repurchases under the repurchase plans .....	4,352	\$ 137.86	6,265	\$ 94.59	7,789	\$ 81.73
Total repurchases for tax withholdings .....	309	\$ 123.62	335	\$ 85.27	320	\$ 80.74
Total repurchases .....	<u>4,661</u>	\$ 136.91	<u>6,600</u>	\$ 94.12	<u>8,109</u>	\$ 81.70
Total costs .....	<u>\$ 638,152</u>		<u>\$ 621,173</u>		<u>\$ 662,491</u>	

Since inception, the Company has repurchased 232.3 million shares of its common stock for an aggregate cost of \$9.42 billion, which is recorded as a reduction of Additional paid-in capital.

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*Accumulated Other Comprehensive Loss*

The following table summarizes the changes in the components of Accumulated other comprehensive loss for 2018 and 2017:

	Foreign Currency Translation Adjustments Loss	Unrealized Gain (Loss) On Investments	Total Accumulated Other Comprehensive Loss
	(In thousands)		
Balance, December 31, 2016.....	\$ (3,366)	\$ (87)	\$ (3,453)
Changes .....	530	(18)	512
Balance, December 31, 2017.....	(2,836)	(105)	(2,941)
Changes .....	—	130	130
Balance, December 31, 2018.....	<u>\$ (2,836)</u>	<u>\$ 25</u>	<u>\$ (2,811)</u>

**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:

	Year Ended December 31,		
	2018	2017	2016
	(In thousands)		
Weighted-average shares of common stock outstanding.....	113,452	100,325	107,001
Weighted-average potential shares of common stock outstanding:			
Conversion spread related to Subordinated Convertible Debentures...	8,589	23,247	21,074
Unvested RSUs, and ESPP.....	620	608	758
Shares used to compute diluted earnings per share .....	<u>122,661</u>	<u>124,180</u>	<u>128,833</u>

The dilutive impact of the conversion spread related to the Subordinated Convertible Debentures is included in the calculation for 2018, on a weighted-average basis for the period prior to conversion. The calculation of diluted weighted average shares outstanding, excludes potentially dilutive securities, the effect of which would have been anti-dilutive, as well as performance based RSUs granted by the Company for which the relevant performance criteria have not been achieved. The number of potential shares excluded from the calculation was not significant in any period presented.

**Note 7. Revenue**

The Company generates revenues in the U.S.; Europe, the Middle East and Africa (“EMEA”); China; and certain other countries, including, but not limited to Canada, Australia, and Japan. The following table presents our revenues disaggregated by geography, based on the billing addresses of our customers:

	Year Ended December 31,		
	2018	2017	2016
	(In thousands)		
U.S.....	\$ 756,907	\$ 707,906	\$ 667,301
EMEA.....	212,699	211,349	207,474
China .....	106,841	106,526	127,298
Other.....	138,522	139,314	140,094
Total revenues .....	<u>\$ 1,214,969</u>	<u>\$ 1,165,095</u>	<u>\$ 1,142,167</u>

Revenues for the Company’s Registry Services business 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. Revenue for each region may be impacted by registrars reincorporating, relocating, or from acquisitions

or changes in affiliations of resellers. Revenue for each region may also be impacted by registrars domiciled in one region, registering domain names in another region.

#### *Major Customers*

Our largest customer accounted for approximately 32%, 31%, and 30% of revenues in 2018, 2017, and 2016, respectively and another customer accounted for 10% of revenues during 2018. The Company does not believe that the loss of either of these customers would have a material adverse effect on the Company's business because, in that event, end-users of these customers would transfer to the Company's other existing customers.

#### *Deferred Revenues*

As payment for domain name registrations and renewals are due in advance of our performance, we record these amounts as deferred revenue. The increase in the deferred revenue balance in 2018 is primarily driven by amounts billed in 2018 for domain name registrations and renewals to be recognized as revenue in future periods, offset by refunds for domain name renewals deleted during the 45-day grace period, and \$690.1 million of revenues recognized that were included in the deferred revenue balance at December 31, 2017. The balance of deferred revenue as of December 31, 2018 represents our aggregate remaining performance obligations. Amounts included in current deferred revenue are all expected to be recognized in revenue within 12 months, except for a portion of deferred revenue that relates to domain name renewals that are deleted in the 45-day grace period following the transaction. The long-term deferred revenue amounts will be recognized in revenue over several years and in some cases up to ten years.

Historically, we have experienced higher domain name growth in the first quarter of the year compared to other quarters. Our quarterly revenue does not reflect these seasonal patterns because the preponderance of our revenue for each quarterly period is provided by the ratable recognition of our deferred revenue balance. The effect of this seasonality has historically resulted in the largest amount of growth in our deferred revenue balance occurring during the first quarter of the year compared to the other quarters.

### **Note 8. Sale of Security Services Business**

On December 5, 2018, the Company completed the sale of the rights, economic benefits, and obligations, in all customer contracts related to its Security Services business, which was primarily comprised of Distributed Denial of Service Protection and Managed DNS services, to Neustar. As part of the transaction, the Company will continue to support the Security Services customers during the transition to Neustar over the course of 2019. The transaction was accounted for as the sale of a business. The Company received a payment of \$50.0 million at closing and recorded a non-current receivable for the estimated contingent consideration of \$14.7 million expected to be collected after the first anniversary of closing. In addition, the Company recorded a current liability of \$9.9 million for amounts due to Neustar for estimated collections from Security Services customers of any billings after the closing date and until the customer contracts are assigned to Neustar. As a result of the sale, the Company recognized a pre-tax gain of approximately \$54.8 million, which is included in Non-operating income in the fourth quarter of 2018. The estimated contingent consideration to be received, the liability for estimated future billings to be remitted to Neustar, and the gain recognized in 2018, are based on the Company's best estimates of the probability and timing of customers consenting to the assignment of their contracts to Neustar. To the extent that the actual results differ from the Company's estimates, the gain on the sale may be adjusted in 2019.

### **Note 9. Employee Benefits and Stock-based Compensation**

#### *401(k) Plan*

The Company maintains a defined contribution 401(k) plan (the "401(k) Plan") for substantially all of its U.S. employees. Under the 401(k) Plan, eligible employees may contribute up to 50% of their pre-tax salary, subject to the Internal Revenue Service ("IRS") annual contribution limits. Through the second quarter of 2018, the Company matched 50% of up to the first 6% of the employee's annual salary contributed to the plan. Effective July 1, 2018, the Company increased its employer contribution to 50% of up to the first 8% of the employee's annual salary contributed to the plan. The Company contributed \$4.3 million in 2018, \$4.0 million in 2017, and \$3.8 million in 2016 under the 401(k) Plan. The Company can terminate matching contributions at its discretion at any time.

#### *Equity Incentive Plan*

The majority of Verisign's stock-based compensation relates to RSUs. As of December 31, 2018, a total of 9.6 million shares of common stock were reserved for issuance upon the vesting of RSUs and for the future grant of equity awards.

On May 26, 2006, the stockholders of Verisign approved the 2006 Equity Incentive Plan, which was amended and restated on June 9, 2016 (the "2006 Plan"). The 2006 Plan authorizes the award of incentive stock options to employees and

non-qualified stock options, restricted stock awards, RSUs, stock bonus awards, stock appreciation rights and performance shares to eligible employees, officers, directors, consultants, independent contractors and advisers. The 2006 Plan is administered by the Compensation Committee which may delegate to a committee of one or more members of the Board or Verisign's officers the ability to grant certain awards and take certain other actions with respect to participants who are not executive officers or non-employee directors. RSUs are awards covering a specified number of shares of Verisign common stock that may be settled by issuance of those shares (which may be restricted shares). RSUs generally vest over four years. Certain RSUs with performance and market conditions ("PSUs"), granted to the Company's executives, vest over either three or four year terms. Additionally, the Company has granted fully vested RSUs to members of its Board in each of the last three years. The Compensation Committee may authorize grants with a different vesting schedule in the future. A total of 27.0 million common shares were authorized and reserved for issuance under the 2006 Plan.

#### *2007 Employee Stock Purchase Plan*

On August 30, 2007, the Company's stockholders approved the 2007 Employee Stock Purchase Plan, and in 2017 approved an amendment to increase the shares reserved for issuance by 2.5 million to a total of 8.5 million common shares authorized and reserved for issuance under the ESPP. Eligible employees may purchase common stock through payroll deductions by electing to have between 2% and 25% of their compensation withheld to cover the purchase price. Each participant is granted an option to purchase common stock on the first day of each 24-month offering period and this option is automatically exercised on the last day of each six-month purchase period during the offering period. The purchase price for the common stock under the ESPP is 85% of the lesser of the fair market value of the common stock on the first day of the applicable offering period or the last day of the applicable purchase period. Offering periods begin on the first business day of February and August of each year. As of December 31, 2018, 3.3 million shares of the Company's common stock remain reserved for future issuance under this plan.

#### *Stock-based Compensation*

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

	Year Ended December 31,		
	2018	2017	2016
	(In thousands)		
Cost of revenues .....	\$ 6,835	\$ 7,030	\$ 7,253
Sales and marketing .....	4,972	5,688	5,738
Research and development .....	6,728	6,113	6,739
General and administrative .....	33,969	34,076	30,314
Total stock-based compensation .....	<u>\$ 52,504</u>	<u>\$ 52,907</u>	<u>\$ 50,044</u>

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

	Year Ended December 31,		
	2018	2017	2016
	(In thousands)		
RSUs .....	\$ 38,005	\$ 38,087	\$ 37,325
PSUs .....	12,403	13,270	11,512
ESPP .....	4,166	4,005	3,593
Capitalization (Included in Property and equipment, net) .....	(2,070)	(2,455)	(2,386)
Total stock-based compensation expenses .....	<u>\$ 52,504</u>	<u>\$ 52,907</u>	<u>\$ 50,044</u>

The income tax benefit that was included within Income tax expense related to these stock-based compensation expenses for 2018, 2017, and 2016 was \$12.3 million, \$12.5 million, and \$17.7 million, respectively. The tax benefit for 2018 and 2017 reflects the reduction in the U.S. federal statutory corporate tax rate from 35% to 21% in 2017.



### RSUs Information

The following table summarizes unvested RSUs activity for the year ended December 31, 2018:

	Shares	Weighted-Average Grant-Date Fair Value
	(Shares in thousands)	
Unvested at beginning of period .....	1,588	\$ 74.69
Granted .....	474	\$ 112.74
PSU achievement adjustment .....	115	\$ 38.10
Vested and settled .....	(862)	\$ 66.37
Forfeited .....	(93)	\$ 88.43
	<u>1,222</u>	<u>\$ 90.88</u>

The RSUs in the table above include PSUs. The unvested RSUs as of December 31, 2018 include approximately 0.4 million PSUs. The number of shares received upon vesting of these PSUs may range from zero to 0.8 million depending on the level of performance achieved and whether any market conditions are satisfied.

The closing price of Verisign's stock was \$148.29 on December 31, 2018. As of December 31, 2018, the aggregate market value of unvested RSUs was \$181.2 million. The fair values of RSUs that vested during 2018, 2017, and 2016 were \$107.2 million, \$75.9 million, and \$70.5 million, respectively. The weighted-average grant-date fair value of RSUs granted during the years ended December 31, 2017 and 2016, was \$83.91 and \$81.59, respectively. As of December 31, 2018, total unrecognized compensation cost related to unvested RSUs was \$73.4 million which is expected to be recognized over a weighted-average period of 2.5 years.

### Note 10. Non-operating Income, Net

The following table presents the components of Non-operating income, net:

	Year Ended December 31,		
	2018	2017	2016
	(In thousands)		
Gain on sale of business .....	\$ 54,840	\$ 10,421	\$ —
Interest income .....	26,490	17,944	6,191
Loss on extinguishment of Subordinated Convertible Debentures .....	(6,554)	—	—
Other, net .....	2,193	(739)	3,974
Total non-operating income, net .....	<u>\$ 76,969</u>	<u>\$ 27,626</u>	<u>\$ 10,165</u>

On December 5, 2018, the Company completed the sale of the rights, economic benefits, and obligations, in all customer contracts related to its Security Services business, which resulted in a gain of approximately \$54.8 million in the fourth quarter of 2018. During the second quarter of 2017, the Company completed the sale of its iDefense business, which resulted in a gain of approximately \$10.4 million in 2017. Interest income is earned principally from the Company's surplus cash balances and marketable securities.

**Note 11. Income Taxes**

Income before income taxes is categorized geographically as follows:

	Year Ended December 31,		
	2018	2017	2016
	(In thousands)		
United States.....	\$ 420,597	\$ 313,351	\$ 299,304
Foreign.....	308,919	285,661	281,869
Total income before income taxes.....	<u>\$ 729,516</u>	<u>\$ 599,012</u>	<u>\$ 581,173</u>

The provision for income taxes consisted of the following:

	Year Ended December 31,		
	2018	2017	2016
	(In thousands)		
Current expense:			
Federal.....	\$ 99,127	\$ 16,870	\$ 34,842
State.....	1,088	294	240
Foreign, including withholding tax.....	76,199	15,539	19,268
	<u>176,414</u>	<u>32,703</u>	<u>54,350</u>
Deferred expense (benefit):			
Federal.....	(16,448)	90,113	64,301
State.....	42,624	19,654	21,492
Foreign.....	(55,563)	(706)	385
	<u>(29,387)</u>	<u>109,061</u>	<u>86,178</u>
Total income tax expense.....	<u>\$ 147,027</u>	<u>\$ 141,764</u>	<u>\$ 140,528</u>

Federal current expense and federal deferred benefit for 2018 includes \$96.4 million of the one-time U.S. tax on accumulated foreign earnings (“Transition tax”), net of \$106.7 million of carried forward and newly-generated foreign tax credits, payable as a result of the Tax Act. This amount will be paid in installments over 8 years starting in 2018, as allowed by the Tax Act. As discussed below, the Transition tax was recorded as a provisional deferred tax liability in 2017.

State tax expense for 2018 is increased by \$10.0 million remeasurement of deferred tax assets because of changes in certain state apportionment rates, and \$5.6 million change in estimate related to the 2017 state income tax returns.

Foreign current expense and foreign deferred benefit for 2018 includes \$60.7 million of withholding taxes paid upon the repatriation of cash held by foreign subsidiaries. As discussed below, the withholding tax was recorded as a provisional deferred tax liability in 2017.

The difference between income tax expense and the amount resulting from applying the federal statutory rate of 21% in 2018 and 35% in 2017 and 2016, to Income before income taxes is attributable to the following:

	Year Ended December 31,		
	2018	2017	2016
	(In thousands)		
Income tax expense at federal statutory rate .....	\$ 153,199	\$ 209,654	\$ 203,410
State taxes, net of federal benefit .....	35,852	13,029	14,517
Differences between statutory rate and foreign effective tax rate .....	(46,928)	(83,808)	(79,087)
Excess tax benefits from stock-based compensation.....	(9,006)	(7,728)	—
Capital loss carryforwards expiration.....	769,706	—	—
Change in valuation allowance.....	(773,737)	(5,813)	(511)
U.S. federal tax rate change.....	—	(186,800)	—
Transition tax, net of foreign tax credits.....	(5,602)	162,353	—
U.S. tax on foreign earnings, net of foreign tax credits.....	24,208	4,123	2,881
Foreign withholding tax on unremitted foreign earnings, net of foreign tax credits.....	(812)	33,619	—
Other.....	147	3,135	(682)
Total income tax expense .....	<u>\$ 147,027</u>	<u>\$ 141,764</u>	<u>\$ 140,528</u>

The Tax Act was enacted on December 22, 2017, and most of its provisions became effective in 2018. The Tax Act made substantial changes to U.S. taxation of corporations, including, lowering the U.S. federal corporate income tax rate from 35% to 21%, and instituting a territorial tax system, along with a one-time tax on accumulated foreign earnings. Upon enactment, the Company remeasured its deferred tax balances to reflect the new 21% U.S. federal tax rate, which resulted in a tax benefit of \$186.8 million in 2017. In 2017, the Company also recorded a provisional deferred tax liability of \$162.4 million, for the Transition tax, net of \$38.3 million of resulting previously unrecognized foreign tax credits. The Company recorded a \$5.6 million adjustment in 2018 as it finalized the provisional Transition tax amount. In 2018, the Company completed the repatriation of \$1.15 billion of cash held by foreign subsidiaries, net of \$60.7 million of foreign withholding taxes which was recorded in deferred tax liabilities in 2017.

The Company recorded additional impacts and changes in estimates related to the Tax Act during 2018 as additional guidance or information became available. As of December 31, 2018, the Company has completed its accounting for the tax effects of the enactment of the Tax Act.

The Company qualifies for a tax holiday in Switzerland which does not expire, unless the required non-Swiss income and expense thresholds are no longer met, or there is a law change which eliminates the holiday. The tax holiday provides reduced rates of taxation on certain types of income and also require certain thresholds of foreign source income. The tax holiday reduced the Company's income tax expense by \$16.9 million in 2018, \$12.3 million in 2017, and \$21.3 million in 2016. This resulted in an increase in the Company's earnings per share by \$0.14, \$0.10, and \$0.16 in 2018, 2017, and 2016, respectively.

The tax effects of temporary differences that give rise to significant portions of the Company's deferred tax assets and liabilities are as follows:

	As of December 31,	
	2018	2017
	(In thousands)	
Deferred tax assets:		
Net operating loss carryforwards .....	\$ 40,729	\$ 70,587
Tax credit carryforwards .....	3,970	52,659
Deferred revenue, accruals and reserves .....	74,437	77,869
Capital loss carryforwards .....	—	778,430
Other .....	6,724	6,776
Total deferred tax assets .....	<u>125,860</u>	<u>986,321</u>
Valuation allowance .....	(10,153)	(783,725)
Net deferred tax assets .....	<u>115,707</u>	<u>202,596</u>
Deferred tax liabilities:		
Property and equipment .....	(2,764)	(1,577)
Transition tax .....	—	(162,912)
Foreign withholding tax on unremitted earnings .....	(2,733)	(33,619)
Subordinated Convertible Debentures .....	—	(430,088)
Other .....	(5,352)	(3,116)
Total deferred tax liabilities .....	<u>(10,849)</u>	<u>(631,312)</u>
Total net deferred tax assets (liabilities) .....	<u>\$ 104,858</u>	<u>\$ (428,716)</u>

With the exception of deferred tax assets related to certain state and foreign net operating loss carryforwards, management believes it is more likely than not that the tax effects of the deferred tax liabilities together with future taxable income, will be sufficient to fully recover the remaining deferred tax assets. As of December 31, 2018, the Company's Other long-term tax liabilities includes the \$81.0 million noncurrent liability for Transition tax, net of applicable foreign tax credits, while the \$4.8 million current portion of the liability is included in Accounts payable and accrued liabilities. Both the current and noncurrent portion of these liabilities in addition to the \$10.6 million paid in 2018, had been included in deferred tax liabilities as of December 31, 2017. The excess interest deductions on the Subordinated Convertible Debentures that were converted were not subject to recapture, and accordingly, the \$439.2 million deferred tax liability related to the debentures, as of the conversion date, was reversed into Additional paid-in capital upon extinguishment of the debt.

As of December 31, 2018, the Company had federal, state and foreign net operating loss carryforwards of approximately \$4.5 million, \$738.3 million and \$18.1 million, respectively, before applying tax rates for the respective jurisdictions. As of December 31, 2018, the Company had state research tax credits of \$2.3 million and alternative minimum tax credits of \$6.9 million available for future years. Certain net operating loss carryforwards and credits are subject to an annual limitation under Internal Revenue Code Section 382, but are expected to be fully realized. The federal and state net operating loss and federal tax credit carryforwards expire in various years from 2019 through 2034. The foreign net operating loss can be carried forward indefinitely. As of December 31, 2018, the Company's federal and state capital loss carryforwards expired and the associated valuation allowance reserve was also released. As of December 31, 2018, the Company has foreign tax credit carryforwards of \$18.6 million. The majority of these foreign tax credits will expire in 2024.

The Company maintains liabilities for uncertain tax positions. These liabilities involve considerable judgment and estimation and are continuously monitored by management based on the best information available including changes in tax regulations and other information. A reconciliation of the beginning and ending balances of the total amounts of gross unrecognized tax benefits is as follows:

	As of December 31,	
	2018	2017
	(In thousands)	
Beginning balance .....	\$ 223,216	\$ 220,682
Increases in tax positions for prior years.....	333	3,699
Decreases in tax positions for prior years .....	(196)	(144)
Increases in tax positions for current year.....	436	395
Decreases in tax positions due to settlement with taxing authorities.....	—	(1,416)
Lapse in statute of limitations .....	(334)	—
Ending balance .....	<u>\$ 223,455</u>	<u>\$ 223,216</u>

As of December 31, 2018, approximately \$219.5 million of unrecognized tax benefits, including penalties and interest, could affect the Company's tax provision and effective tax rate. It is reasonably possible that during the next twelve months, the Company's unrecognized tax benefits may change by a significant amount as a result of IRS audits. However, the timing of completion and ultimate outcome of the audits remains uncertain. Therefore, the Company cannot currently estimate the impact on the balance of unrecognized tax benefits.

In accordance with its accounting policy, the Company recognizes accrued interest and penalties related to unrecognized tax benefits as a component of tax expense. These accruals were not material in any period presented.

The Company's major taxing jurisdictions are the U.S., the state of Virginia, and Switzerland. The Company's U.S. federal income tax returns are currently under examination by the IRS for 2010 through 2014. The Company's other material tax returns are not currently under examination by their respective taxing jurisdictions. Because the Company has used net operating loss carryforwards and other tax attributes to offset its taxable income in current and future years' income tax returns for the U.S. and Virginia, such attributes can be adjusted by these taxing authorities until the statute closes on the year in which such attributes were utilized. The open years in Switzerland are the 2012 tax year and forward.

## Note 12. Commitments and Contingencies

### *Purchase Obligations and Contractual Agreements*

The following table represents the minimum payments required by Verisign under certain purchase obligations, leases, the .tv Agreement with the Government of Tuvalu, and the interest payments and principal on the Senior Notes:

	Purchase Obligations	.tv Agreement	Senior Notes	Total
	(In thousands)			
2019.....	\$ 31,935	\$ 5,000	\$ 87,063	\$ 123,998
2020.....	4,737	5,000	87,063	96,800
2021.....	989	5,000	87,063	93,052
2022.....	303	—	87,063	87,366
2023.....	—	—	819,719	819,719
Thereafter.....	—	—	1,193,875	1,193,875
Total.....	<u>\$ 37,964</u>	<u>\$ 15,000</u>	<u>\$ 2,361,846</u>	<u>\$ 2,414,810</u>

The amounts in the table above exclude \$219.5 million of income tax related uncertain tax positions, as the Company is unable to reasonably estimate the ultimate amount or time of settlement of those liabilities.

Verisign enters into certain purchase obligations with various vendors. The Company's significant purchase obligations include firm commitments with telecommunication carriers and other service providers. The Company does not have any significant purchase obligations beyond 2022.

The Company has an agreement with Internet Corporation for Assigned Names and Numbers ("ICANN") to be the sole registry operator for domain names in the .com registry through November 30, 2024. Under this agreement, the Company pays ICANN on a quarterly basis, \$0.25 for each annual increment of a domain name registered or renewed during such quarter. As

of December 31, 2018, there were 139.0 million domain names in the .com registry. However, the number of domain names registered and renewed each quarter may vary significantly. The Company incurred registry fees for the .com registry of \$33.0 million in 2018, \$32.3 million in 2017, and \$31.5 million in 2016. Registry fees for other top-level domains that we operate have been excluded from the table above because the amounts are variable or passed through to registrars.

The Company has an agreement with the Government of Tuvalu to be the sole registry operator for .tv domain names through December 31, 2021. Registry fees were \$5.0 million in each of the last three years.

Verisign leases a small portion of its facilities under operating leases that extend into 2022. Rental expenses under operating leases were not material in any period presented. Future rental expenses under existing operating leases are not material.

#### *Off-Balance Sheet Arrangements*

As of December 31, 2018 and 2017, the Company did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As such, the Company is not exposed to any financing, liquidity, market or credit risk that could arise if the Company had engaged in such relationships.

It is not the Company's business practice to enter into off-balance sheet arrangements. However, in the normal course of business, the Company does enter into contracts in which it makes representations and warranties that guarantee the performance of the Company's products and services. Historically, there have been no significant losses related to such guarantees.



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**VeriSign, Inc.**

12061 Bluemont Way  
Reston, Virginia 20190

April 11, 2019

To Our Stockholders:

You are cordially invited to attend the 2019 Annual Meeting of Stockholders (the “Annual Meeting”) of VeriSign, Inc. (“we,” “our,” “us” or the “Company”) to be held at our corporate offices located at 12061 Bluemont Way, Reston, Virginia 20190 on Thursday, May 23, 2019, at 10:00 a.m., Eastern Time.

The matters expected to be acted upon at the Annual Meeting are described in detail in the following *Notice of 2019 Annual Meeting of Stockholders* and *Proxy Statement*.

We are using a U.S. Securities and Exchange Commission rule that allows us to furnish our proxy materials over the internet. As a result, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials instead of a paper copy of our 2018 Annual Report to Stockholders, which includes our Annual Report on Form 10-K for the year ended December 31, 2018 (the “Annual Report”), and the following *Proxy Statement*. The Notice of Internet Availability of Proxy Materials contains instructions on how to access those documents over the internet. The Notice of Internet Availability of Proxy Materials also contains instructions on how each stockholder can receive a paper copy of our proxy materials, including the following *Notice of 2019 Annual Meeting of Stockholders* and *Proxy Statement*, our Annual Report and a proxy card. We believe that this process will conserve natural resources and reduce the costs of printing and distributing our proxy materials.

It is important that you use this opportunity to take part in the affairs of the Company by voting on the business to come before the Annual Meeting. **WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE VOTE ELECTRONICALLY VIA THE INTERNET OR BY TELEPHONE AS DESCRIBED ON THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS AND UNDER “INTERNET AND TELEPHONE VOTING” IN THE PROXY STATEMENT, OR ALTERNATIVELY, IF RECEIVING PAPER COPIES OF PROXY MATERIALS, COMPLETE, DATE, SIGN AND PROMPTLY RETURN THE ACCOMPANYING PROXY CARD OR VOTING INSTRUCTION FORM BY MAIL USING THE ENCLOSED ENVELOPE SO THAT YOUR SHARES MAY BE REPRESENTED AT THE ANNUAL MEETING.** Returning or completing the proxy card does not deprive you of your right to attend the Annual Meeting and to vote your shares in person.

We look forward to seeing you at the Annual Meeting.

Sincerely,

/s/ D. James Bidzos

D. James Bidzos

*Chairman of the Board of Directors and Executive  
Chairman, President and Chief Executive Officer*

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**VERISIGN, INC.**  
**12061 Bluemont Way**  
**Reston, Virginia 20190**

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## **Notice of 2019 Annual Meeting of Stockholders**

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TO OUR STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the 2019 Annual Meeting of Stockholders (the “Annual Meeting”) of VeriSign, Inc. (the “Company”) will be held at the Company’s corporate offices located at 12061 Bluemont Way, Reston, Virginia 20190 on Thursday, May 23, 2019, at 10:00 a.m., Eastern Time. The Annual Meeting is being held for the following purposes:

1. To elect the seven directors of the Company named in the Proxy Statement, each to serve until the next annual meeting, or until a successor has been elected and qualified or until the director’s earlier resignation or removal.
2. To approve, on a non-binding, advisory basis, the Company’s executive compensation.
3. To ratify the selection of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2019.
4. To vote on a stockholder proposal, if properly presented at the Annual Meeting, requesting that the Board adopt a policy that requires the Chair of the Board to be an independent member of the Board.
5. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice.

Only stockholders of record at the close of business on March 28, 2019 are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof.

By Order of the Board of Directors,

/s/ Thomas C. Indelicarto  
Thomas C. Indelicarto  
*Secretary*

Reston, Virginia  
April 11, 2019

**WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE VOTE ELECTRONICALLY VIA THE INTERNET OR BY TELEPHONE AS DESCRIBED ON THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS AND UNDER “INTERNET AND TELEPHONE VOTING” IN THE PROXY STATEMENT, OR ALTERNATIVELY, IF RECEIVING PAPER COPIES OF PROXY MATERIALS, COMPLETE, DATE, SIGN AND PROMPTLY RETURN THE ACCOMPANYING PROXY CARD OR VOTING INSTRUCTION FORM BY MAIL USING THE ENCLOSED ENVELOPE SO THAT YOUR SHARES MAY BE REPRESENTED AT THE ANNUAL MEETING.**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on May 23, 2019: The Proxy Statement and Annual Report are available at [www.edocumentview.com/vrsn](http://www.edocumentview.com/vrsn).**

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**VERISIGN, INC.**  
**12061 Bluemont Way**  
**Reston, Virginia 20190**

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**PROXY STATEMENT**  
**FOR THE 2019 ANNUAL MEETING OF STOCKHOLDERS**

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**April 11, 2019**

The accompanying proxy is solicited on behalf of the Board of Directors (the “Board”) of VeriSign, Inc. (“we,” “our,” “us,” “Verisign” or the “Company”) for use at the 2019 Annual Meeting of Stockholders (the “Annual Meeting”) to be held at our corporate offices located at 12061 Bluemont Way, Reston, Virginia 20190 on Thursday, May 23, 2019 at 10:00 a.m., Eastern Time. Only holders of record of our common stock at the close of business on March 28, 2019, which is the record date, will be entitled to vote at the Annual Meeting. This Proxy Statement and related proxy materials were first made available to stockholders on or about April 11, 2019. Our 2018 Annual Report to Stockholders, which includes our Annual Report on Form 10-K for the year ended December 31, 2018 (the “Annual Report”), is enclosed with this Proxy Statement for stockholders receiving a paper copy of proxy materials. The Annual Report and this Proxy Statement can both be accessed on the Investor Relations section of our website at <https://investor.verisign.com>, or at [www.edocumentview.com/vrsn](http://www.edocumentview.com/vrsn).

All proxies received will be voted in accordance with the instructions as submitted. Unless contrary instructions are specified, if the applicable proxy is submitted (and not revoked) prior to the Annual Meeting, the shares of Verisign common stock represented by the proxy will be voted: (1) **FOR** the election of each of the seven director candidates nominated by the Board (Proposal No. 1); (2) **FOR** the non-binding, advisory resolution to approve Verisign’s executive compensation (Proposal No. 2); (3) **FOR** the ratification of the selection of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2019 (Proposal No. 3); (4) **AGAINST** the stockholder proposal, if properly presented at the Annual Meeting, requesting that the Board adopt a policy that requires the Chair of the Board to be an independent member of the Board (Proposal No. 4); and (5) in accordance with the best judgment of the named proxies on any other matters properly brought before the Annual Meeting.

**Voting Rights**

At the close of business on the record date, we had 119,408,403 shares of common stock outstanding and entitled to vote. Holders of our common stock are entitled to one vote for each share held as of the record date.

**Quorum, Effect of Abstentions and Broker Non-Votes, Vote Required to Approve the Proposals**

A majority of the shares of our common stock outstanding and entitled to vote must be present in person or represented by proxy at the Annual Meeting in order to have a quorum for the transaction of business at the Annual Meeting. Abstentions and broker non-votes will be treated as shares present for the purpose of determining the presence of a quorum. A broker non-vote occurs when a bank, broker or other stockholder of record holding shares for a beneficial owner has not received voting instructions from the beneficial owner and does not vote on a particular proposal because that record holder does not have discretionary voting power with respect to that “non-routine” proposal. Each of the election of directors (Proposal No. 1), the non-binding, advisory vote to approve executive compensation (Proposal No. 2), and the stockholder proposal, if properly presented at the Annual Meeting, requesting that the Board adopt a policy that requires the Chair of the Board to be an independent member of the Board (Proposal No. 4) is a “non-routine” proposal and so shares for which record holders do not receive voting instructions will not be voted on such matters. The ratification of the selection of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2019 (Proposal No. 3) is a “routine” proposal and so shares for which record holders do not receive voting instructions may be voted on such matter by record holders.

If a quorum is present at the Annual Meeting, to be elected, a nominee for director must receive a majority of the votes cast (the number of shares voted “for” that nominee must exceed the number of votes cast “against” that nominee). Under this voting standard, abstentions and broker non-votes will not affect the voting outcome. Stockholders may not cumulate votes in the election of directors.

If a nominee who currently serves as a director is not re-elected, Delaware law provides that the director would continue to serve on the Board as a “holdover director.” Under our Corporate Governance Principles, each director that is not re-elected by the stockholders must tender his or her resignation to the Board. In that situation, our Corporate Governance and Nominating Committee would make a recommendation to the Board about whether to accept or reject the resignation, or whether to take other action. Within 90 days from the date that the election results are certified, the Board will act on the Corporate Governance and Nominating Committee’s recommendation and publicly disclose its decision and the rationale for that decision.

If a quorum is present at the Annual Meeting, approval of the proposals for:

- the non-binding, advisory resolution to approve Verisign’s executive compensation (Proposal No. 2);
- the ratification of the selection of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2019 (Proposal No. 3); and
- the stockholder proposal, if properly presented at the Annual Meeting, requesting that the Board adopt a policy that requires the Chair of the Board to be an independent member of the Board (Proposal No. 4)

requires, in each case, the affirmative vote of a majority of the shares of our common stock present or represented by proxy and entitled to vote on the matter. Under this voting standard, abstentions will have the effect of votes cast against the proposal, and broker non-votes will not affect the voting outcome.

The inspector of elections appointed for the Annual Meeting will separately tabulate for and against votes, abstentions and broker non-votes.

### **Adjournment of Annual Meeting**

In the event that a quorum shall fail to attend the Annual Meeting, either in person or represented by proxy, the Chairman may adjourn the Annual Meeting, or alternatively, the holders of a majority of the shares of our common stock entitled to vote who are present in person or by represented by proxy may adjourn the Annual Meeting. Any such adjournment proposed by a stockholder or person named as a proxy would require the affirmative vote of the majority of the shares present in person or represented by proxy at the Annual Meeting.

### **Expenses of Soliciting Proxies**

Verisign will pay the expenses of soliciting proxies to be voted at the Annual Meeting. Verisign intends to retain Morrow Sodali LLC for various services related to the solicitation of proxies, which we anticipate will cost approximately \$32,500, plus reimbursement of expenses. Following the original mailing of the Notice of Internet Availability of Proxy Materials and paper copies of proxy materials, we and/or our agents may also solicit proxies by mail, telephone, electronic transmission, including email, or in person. Following the original mailing of the Notice of Internet Availability of Proxy Materials and paper copies of the proxy materials, we will request that brokers, custodians, nominees and other record holders of our shares forward copies of the proxy materials to persons for whom they hold shares and request authority for the exercise of proxies. In such cases, we will reimburse the record holders for their reasonable expenses if they ask us to do so.

### **Revocability of Proxies**

A stockholder who holds shares of record as a registered stockholder may revoke any proxy that is not irrevocable by attending the Annual Meeting and voting in person or by delivering a proxy in accordance with applicable law bearing a later date to the Secretary of the Company. If your shares are held through a bank or brokerage firm, you must follow the instructions provided by that institution to change or revoke your voting instructions.

### **Internet and Telephone Voting**

If you hold shares of record as a registered stockholder, you can simplify your voting process and save the Company expense by voting your shares by telephone at 1-800-652-VOTE (8683) or on the internet at [www.envisionreports.com/VRSN](http://www.envisionreports.com/VRSN) 24 hours a day, seven days a week. Telephone and internet voting are available through 12:00 a.m. Eastern Time on the day of the Annual Meeting. More information regarding internet voting is given on the Notice of Internet Availability of Proxy Materials. If you hold shares through a bank or brokerage firm, the bank or brokerage firm will provide you with separate instructions on a form you will receive from them. Many such firms make telephone or internet voting available, but the specific processes available will depend on those firms’ individual arrangements.

### **Householding**

A number of brokerage firms have instituted a procedure called “householding,” which has been approved by the Securities and Exchange Commission (the “SEC”). Under this procedure, the firm delivers only one copy of the Notice of Internet Availability of Proxy Materials or paper copies of the Annual Report and this Proxy Statement, as the case may be, to multiple stockholders who share the same address and have the same last name, unless it has received contrary instructions from an affected stockholder. If your shares are held in “street name” and you would like to receive only one copy of these materials (instead of separate copies) in the future, please contact your bank, broker or other holder of record to request information about householding. If you would like to receive an individual copy of the Notice of Internet Availability of Proxy Materials or paper copies of the Annual Report and this Proxy Statement, as the case may be, now or in the future, we will promptly deliver these materials to you upon request to VeriSign, Inc., 12061 Bluemont Way, Reston, Virginia 20190, Attention: Secretary or (703) 948-3200.

**PROPOSAL NO. 1  
ELECTION OF DIRECTORS**

There are currently seven directors. The terms of the current directors, who are identified below, expire upon the election and qualification of the directors to be elected at the Annual Meeting. The Board has nominated D. James Bidzos, Kathleen A. Cote, Thomas F. Frist III, Jamie S. Gorelick, Roger H. Moore, Louis A. Simpson and Timothy Tomlinson, each of whom is a current director, for election at the Annual Meeting to serve until our 2020 Annual Meeting of Stockholders and until their respective successors have been elected and qualified. Proxies cannot be voted for more than seven persons, which is the number of nominees.

Unless otherwise directed, the persons named as proxies on the proxy card intend to vote all proxies **FOR** the election of the nominees, as listed below, each of whom has consented to serve as a director if elected. In addition, if a proxy card is properly executed and returned but no direction is made, the persons named as proxies on the proxy card intend to vote all proxies **FOR** the election of the nominees listed below. If, at the time of the Annual Meeting, any of the nominees is unable or declines to serve as a director, the discretionary authority provided in the enclosed proxy will be exercised to vote for a substitute candidate designated by the Board, unless the Board chooses to reduce its own size. The Board has no reason to believe any of the nominees will be unable or will decline to serve if elected.

**Director Nominees**

Set forth below is certain information relating to our director nominees, including details on each director nominee’s specific experience, qualifications, attributes or skills that led the Board to conclude that the person should be nominated for election as a director for another term.

Name	Age	Position
<b>Nominees for election as directors for a term expiring at the 2020 annual meeting:</b>		
D. James Bidzos.....	64	Chairman of the Board, Executive Chairman, President and Chief Executive Officer
Kathleen A. Cote(1)(2).....	70	Director
Thomas F. Frist III(2)(3).....	51	Director
Jamie S. Gorelick(2)(3).....	68	Director
Roger H. Moore(1)(2).....	77	Director
Louis A. Simpson(2)(3).....	82	Lead Independent Director
Timothy Tomlinson(1)(2)(3).....	69	Director

(1) Member of the Audit Committee.  
(2) Member of the Corporate Governance and Nominating Committee.  
(3) Member of the Compensation Committee.

**D. James Bidzos** has served as Executive Chairman since August 2009 and President and Chief Executive Officer since August 2011. He served as Executive Chairman and Chief Executive Officer on an interim basis from June 2008 to August 2009 and served as President from June 2008 to January 2009. He served as Chairman of the Board since August 2007 and from April 1995 to December 2001. He served as Vice Chairman of the Board from December 2001 to August 2007. Mr. Bidzos served as a director of VeriSign Japan K.K. (“Verisign Japan”) from March 2008 to August 2010 and served as Representative Director of Verisign Japan from March 2008 to September 2008. Mr. Bidzos served as Vice Chairman of RSA Security Inc., an internet identity and access management solution provider, from March 1999 to May 2002, and Executive Vice President from July 1996 to February 1999. Prior thereto, he served as President and Chief Executive Officer of RSA Data Security, Inc. from 1986 to February 1999.

Mr. Bidzos is a business executive with significant expertise in the technology that is central to the Company’s business. Mr. Bidzos is an internet and security industry pioneer who understands the strategic technology trends in markets that are important to the Company. Mr. Bidzos was a founder of the Company and has been either Chairman or Vice Chairman of the Company’s Board since the Company’s founding in April 1995, providing him with valuable insight and institutional knowledge of the Company’s history and development. Mr. Bidzos has prior experience on our Compensation Committee and our Corporate Governance and Nominating Committee and as a member of several other public-company boards. Mr. Bidzos’ years of board-level experience contribute important knowledge and insight to the Board. Additionally, Mr. Bidzos’ executive-level experience includes many years as a Chief Executive Officer, providing him with a perspective that the Board values. Mr. Bidzos also has international business experience from his service as a director of Verisign Japan.

**Kathleen A. Cote** has served as a director since February 2008. From May 2001 to June 2003, Ms. Cote served as Chief Executive Officer of Worldport Communications, Inc., a provider of internet managed services. From September 1998 to May 2001, she served as Founder and President of Seagrass Partners, a consulting firm specializing in providing strategic planning, business,

operational and management support for startup and mid-sized technology companies. From November 1996 to January 1998, she served as President and Chief Executive Officer of Computervision Corporation, a supplier of desktop and enterprise, client server and web-based product development and data management software and services. Ms. Cote is currently a director of Western Digital Corporation and, within the past five years, served as a director of GT Advanced Technologies Inc. Ms. Cote holds an Honorary Doctorate from the University of Massachusetts, an M.B.A. degree from Babson College, and a B.A. degree from the University of Massachusetts, Amherst.

Ms. Cote is a business executive with significant expertise overseeing global companies in technology and operations in the areas of systems integration, networks, hardware and software, including web-based applications and internet services. Ms. Cote's expertise in technology and operations is directly relevant to the Company's businesses. Ms. Cote's expertise as a business executive also includes sales and marketing, product development, strategic planning and international experience, which contributes important expertise to the Board in those areas of business administration. Ms. Cote's financial and accounting skills qualify her as an audit committee financial expert. In addition to Ms. Cote's tenure as a director of the Company, Ms. Cote has served on several other boards of directors, including service on the audit and corporate governance committees of those boards, providing her with valuable board-level experience. Ms. Cote's executive-level experience includes experience as a Chief Executive Officer, providing her with a perspective that the Board values.

**Thomas F. Frist III** has served as a director since December 2015. Mr. Frist is the Founder and Managing Principal of Frist Capital, LLC, an investment firm based in Nashville, Tennessee he founded in 2002 that makes long-term equity investments in public and private companies. Prior to that he was the managing member of FS Partners II, LLC and he worked in principal investments at Rainwater, Inc. from 1992 to 1995. Mr. Frist holds a B.A. degree from Princeton University and an M.B.A. degree from Harvard Business School.

Mr. Frist's significant directorship experience provides valuable expertise and perspective to the Board. Since 2008, he has served on the Board of Directors of HCA Holdings, Inc. (now known as HCA Healthcare, Inc.) and serves as chair of its Finance and Investments Committee. Mr. Frist also served as a director for Science Applications International Corporation from 2013 to 2017. In addition to the significant experience as a board member, Mr. Frist provides valuable experience in areas of business administration, finance and operations, which the Board values.

**Jamie S. Gorelick** has served as a director since January 2015. Ms. Gorelick has been a partner at Wilmer Cutler Pickering Hale and Dorr LLP, an international law firm, since 2003. She served as Deputy Attorney General of the United States from 1994 to 1997 and as General Counsel of the Department of Defense from 1993 to 1994. She has been a director of Amazon.com, Inc. since 2012 and serves as Chair of its Nominating and Corporate Governance Committee. She previously served as a director of United Technologies Corporation and of Schlumberger Limited. She holds B.A. and J.D. degrees from Harvard University.

Ms. Gorelick is an experienced attorney with significant expertise in legal, policy and corporate matters. Ms. Gorelick's regulatory and policy experience is directly relevant to the Company's business. She is well-versed in critical infrastructure and national security issues and brings a valuable skill-set and wealth of government experience to the Board. Ms. Gorelick has served on several other corporate boards, a compensation committee and a nominating and corporate governance committee, and served on numerous government boards and commissions. Ms. Gorelick's experience in both the public and private sectors, combined with her experience in the corporate boardroom, provides her valuable board experience, and she offers a perspective the Board values.

**Roger H. Moore** has served as a director since February 2002. From December 2007 to May 2009, he served as a consultant assisting Verisign in the divestiture of its Communications Services business. From June 2007 through November 2007, Mr. Moore served as interim Chief Executive Officer and President of Arbinet-theexchange, Inc., a provider of online trading services. He was President and Chief Executive Officer of Illuminet Holdings, Inc. from December 1995 until December 2001 when it was acquired by Verisign. Mr. Moore is currently a director of Consolidated Communications Holdings, Inc. and, within the past five years, served as a director of Western Digital Corporation. Mr. Moore holds a B.S. degree in General Science from Virginia Polytechnic Institute and State University.

Mr. Moore is a business executive with significant expertise in general management, sales, technology and strategic planning in the telecommunications industry. Mr. Moore's expertise contributes operational knowledge of important inputs to the Company's businesses and provides valuable experience in areas of business administration. Mr. Moore also has significant experience, both as a senior executive and as a board member, in joint venture and mergers and acquisition transactions, which is experience that is valuable to the Board. Mr. Moore's financial and accounting skills qualify him as an audit committee financial expert. Mr. Moore also serves on several other boards of directors, including service on the audit, compensation and corporate governance committees of certain of those boards, providing him with valuable board-level experience. In addition to the several years of business management experience mentioned above, Mr. Moore has international business experience from his time as President of Nortel Japan and as President of AT&T Canada.

**Louis A. Simpson** has served as a director since May 2005. Mr. Simpson has served as Chairman of SQ Advisors, LLC, an investment firm since January 2011. From May 1993 to December 2010, he served as President and Chief Executive Officer, Capital Operations, of GEICO Corporation, a passenger auto insurer. Mr. Simpson previously served as Vice Chairman of the Board of



GEICO from 1985 to 1993. Mr. Simpson holds a B.A. degree from Ohio Wesleyan University and an M.A. degree in Economics from Princeton University.

Mr. Simpson is a business executive with significant expertise in insurance, finance and private investment. Mr. Simpson's expertise contributes all around business acumen, skills in strategic planning and finance, along with knowledge important to mergers and acquisitions activity. Throughout his career, Mr. Simpson has served on the boards of directors of more than fifteen publicly traded companies, providing him with extensive and valuable board-level experience. Mr. Simpson's board-level experience also includes previous audit committee, finance committee, nominating and corporate governance committee and compensation committee experience on certain of those public-company boards. Mr. Simpson is a recognized expert in corporate governance matters, having lectured and presented numerous times on corporate governance topics at seminars and continuing education courses. As indicated above, Mr. Simpson's career includes executive-level experience as a Chief Executive Officer, providing him with a perspective that the Board values.

**Timothy Tomlinson** is a long-tenured member of the Board, having served from the Company's founding in 1995 until 2002, and again since his reappointment in November 2007. From May 2011 through December 2013, Mr. Tomlinson was a corporate lawyer employed as General Counsel of Portola Minerals Company, a producer and seller of limestone products. From May 2007 through May 2011, Mr. Tomlinson was employed as Of Counsel by the law firm Greenberg Traurig, LLP. Mr. Tomlinson was the founder and a named partner of Tomlinson Zisko LLP and practiced with this Silicon Valley law firm from 1983 until its acquisition by Greenberg Traurig, LLP in May 2007. He served as managing partner of Tomlinson Zisko LLP for multiple terms. Mr. Tomlinson holds a B.A. degree in Economics, a Ph.D. degree in History, an M.B.A. and a J.D. degree from Stanford University.

Mr. Tomlinson has significant expertise in corporate matters including finance and mergers and acquisitions and has represented clients in the technology industry for more than thirty years. Mr. Tomlinson's long-term service on our Board has provided him with valuable insight and institutional knowledge of the Company's history and development. Mr. Tomlinson's financial and accounting skills qualify him as an audit committee financial expert. He has extensive experience in corporate governance, both as a lawyer advising clients, and through serving on our Audit, Compensation and Corporate Governance and Nominating Committees, as well as the audit, compensation, and governance committees of other companies.

## **Compensation of Directors**

This section provides information regarding the compensation policies for non-employee directors and amounts earned and securities awarded to these directors in 2018. Mr. Bidzos is the Company's Executive Chairman, President and Chief Executive Officer. As an employee of the Company, Mr. Bidzos does not participate in the compensation program for non-employee directors, and he is compensated as an executive officer of the Company. Mr. Bidzos' compensation is described in "Executive Compensation" elsewhere in this Proxy Statement.

### ***Non-Employee Director Retainer Fees and Equity Compensation Information***

On July 24, 2018, the Compensation Committee met to consider the cash and equity-based compensation to be paid to non-employee directors. The Compensation Committee reviewed competitive market data prepared by Frederic W. Cook & Co., Inc. ("FW Cook"), its independent compensation consultant, for the same peer group it used to benchmark executive compensation, as well as compensation practices for boards of other companies. For information about the peer group, see "Executive Compensation—Compensation Discussion and Analysis." The Compensation Committee sets director compensation levels at or near the market median relative to directors at companies in the peer group in order to ensure directors are paid competitively for their time commitment and responsibilities. Providing a competitive compensation package is important because it enables us to attract and retain highly qualified directors who are critical to our long-term success. Following the July 2018 review, including consideration of the recommendations made by FW Cook, the Compensation Committee determined that it was in the best interests of Verisign and its stockholders to make no changes to the amount of the directors' annual cash retainer fees (as described in the table below) or to the annual equity award grant to each director of \$250,000 (made solely in the form of restricted stock units ("RSUs"), which vest immediately upon grant). Historically, new directors are granted an equity award equal to the pro rata amount of such annual equity award, the amount of which is determined based on the date of such new director's appointment or election to the Board. Directors are subject to the Company's Stock Retention Policy as described in "Executive Compensation—Compensation Discussion and Analysis."

Directors received annual cash retainer fees for 2018 as follows:

Annual retainer for non-employee directors .....	\$ 40,000
Additional annual retainer for Non-Executive Chairman of the Board(1).....	\$ 100,000
Additional annual retainer for Lead Independent Director .....	\$ 25,000
Additional annual retainer for Audit Committee members.....	\$ 25,000
Additional annual retainer for Compensation Committee members.....	\$ 20,000
Additional annual retainer for Corporate Governance and Nominating Committee members.....	\$ 10,000
Additional annual retainer for Audit Committee Chairperson.....	\$ 15,000
Additional annual retainer for Compensation Committee Chairperson.....	\$ 10,000
Additional annual retainer for Corporate Governance and Nominating Committee Chairperson.....	\$ 5,000
Additional annual retainer for Safety and Security Council Liaison .....	\$ 15,000

(1) The position of “Non-Executive Chairman of the Board” was not held during 2018, and as such no annual retainer fees were paid during this period.

Non-employee directors are reimbursed for their expenses incurred in attending meetings.

Our Amended and Restated VeriSign, Inc. 2006 Equity Incentive Plan limits the compensation (including equity and cash awards) paid to any non-employee director in any year to an aggregate dollar value of \$600,000, with an exception to allow for up to two times such limit for grants made in the first year of service or first year designated as chairman or lead independent director.

**Non-Employee Director Compensation Table for 2018**

The following table sets forth a summary of compensation information for our non-employee directors for 2018.

**DIRECTOR COMPENSATION FOR 2018**

<u>Non-Employee Director Name</u>	<u>Fees Earned or Paid in Cash (\$)(1)</u>	<u>Stock Awards (\$)(2)</u>	<u>Total (\$)</u>
Kathleen A. Cote.....	80,000	249,956	329,956
Thomas F. Frist III(3).....	53,804	249,956	303,760
Jamie S. Gorelick.....	70,000	249,956	319,956
Roger H. Moore.....	90,000	249,956	339,956
Louis A. Simpson.....	105,000	249,956	354,956
Timothy Tomlinson.....	110,000	249,956	359,956

(1) Amounts shown represent retainer fees earned by each director.

(2) Stock Awards consist solely of RSUs which vest immediately upon grant. Amounts shown represent the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 for the applicable awards granted in 2018. The grant date fair value of each Stock Award granted to each non-employee director on July 24, 2018 was \$249,956 (1,684 RSUs at \$148.43 per share closing price on the grant date).

(3) Mr. Frist was appointed to the Compensation Committee on October 23, 2018.

**The Board Recommends a Vote “FOR” the Election of Each of the Director Nominees.**

VERISIGN PROXY

## CORPORATE GOVERNANCE

### Independence of Directors

As required under The Nasdaq Stock Market's listing standards, a majority of the members of our Board must qualify as "independent," as determined by the Board. The Board and the Corporate Governance and Nominating Committee consult with our legal counsel to confirm that the Board's determinations are consistent with all relevant securities and other laws and regulations regarding the definition of "independent," including those set forth in pertinent listing standards of The Nasdaq Stock Market.

Consistent with these considerations, after review of all relevant transactions and relationships between each director, or any of his or her family members, and Verisign, our executive officers or our independent registered public accounting firm, our Board affirmatively determined on February 12, 2019 that six out of seven members of our Board are independent directors. Our independent directors are: Ms. Cote, Mr. Frist, Ms. Gorelick, Mr. Moore, Mr. Simpson and Mr. Tomlinson. Each director who serves on the Audit Committee, the Compensation Committee and/or the Corporate Governance and Nominating Committee is an independent director. Mr. Bidzos serves as Executive Chairman, President and Chief Executive Officer and thus is not considered independent.

### Board Leadership Structure

The Board regularly considers the appropriate leadership structure for the Company and has concluded that the Company and its stockholders are best served by not having a formal policy on whether the same individual should serve as both Chief Executive Officer and Chairman of the Board. This flexibility allows the Board to utilize its considerable experience and knowledge to elect the most appropriate director as Chairman, while maintaining the ability to separate the Chairman of the Board and Chief Executive Officer roles when necessary. This determination is made according to what the Board believes is best to provide appropriate leadership for the Company at such time. Currently, the Company's seven-member Board is led by Chairman D. James Bidzos. Mr. Bidzos is also an officer of the Company, serving as its Executive Chairman, President and Chief Executive Officer. The Board has appointed Louis A. Simpson as Lead Independent Director. The Lead Independent Director: (a) presides at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the independent directors; (b) serves as liaison between the Chairman of the Board and the independent directors; (c) works with the Chairman of the Board to facilitate timely and appropriate information flow to the Board; (d) reviews and approves agendas and schedules for meetings of the Board; (e) exercises such other powers and duties as from time to time may be assigned to him or her by the Board; and (f) meets with significant shareholders, as appropriate. In addition, the Lead Independent Director has the authority to call executive sessions of the independent directors.

The Board has determined that its current leadership represents an appropriate structure for the Company. In particular, this structure capitalizes on the expertise and experience of Messrs. Bidzos and Simpson due to their service to the Board. The structure permits Mr. Bidzos to engage in the operations of the Company in a more in-depth way as Executive Chairman, President and Chief Executive Officer. Lastly, the structure ensures Board independence from management by permitting the Lead Independent Director to call and chair meetings of the independent directors separate and apart from the Chairman of the Board.

Mr. Bidzos was a founder of the Company and its initial Chief Executive Officer, and he has been either Chairman or Vice Chairman of the Company's Board since the Company's founding in 1995. Mr. Bidzos' current tenure as Chairman of the Board dates to August 2007. Mr. Bidzos was appointed Executive Chairman, President and Chief Executive Officer of Verisign on an interim basis on June 30, 2008. On January 14, 2009, Mr. Bidzos resigned as President, and on August 17, 2009, Mr. Bidzos resigned as Chief Executive Officer. On August 1, 2011, Mr. Bidzos was re-appointed President and Chief Executive Officer. Mr. Simpson has been the Lead Independent Director since July 2015.

### Succession Planning

The Board recognizes the importance of the effectiveness of the Company's executive leaders for the Company's success, and the Board is actively engaged in executive succession planning. The Board has delegated to the Corporate Governance and Nominating Committee responsibility for reviewing and assessing the management development and succession planning process for senior management. As part of the succession planning process, the Corporate Governance and Nominating Committee works closely with management, including Human Resources, to identify succession candidates for senior management other than the Executive Chairman, President and Chief Executive Officer. Although the Board retains responsibility for identifying succession candidates for the Executive Chairman, President and Chief Executive Officer, the Corporate Governance and Nominating Committee is charged with developing the processes to identify succession candidates.

The Corporate Governance and Nominating Committee also periodically considers Board succession and, as part of that consideration, evaluates and reviews with the Board the criteria for selecting new directors, including skills and characteristics such as diversity, in the context of the current composition of the Board and its committees.

## Board Role in Risk Oversight

The Board is actively engaged in overseeing the Company's enterprise risk management program and the major risks facing the Company. Throughout the year, the Board and senior management discuss the areas of material risk to the Company, including operational, financial, legal and regulatory, and strategic and reputational risks. The full Board (or the appropriate committee in the case of risks that are under the purview of a particular committee) receives reports from the appropriate member of senior management responsible for mitigating these risks within the organization to enable the Board to understand our risk identification, risk management and risk mitigation strategies. The Audit Committee oversees the Company's processes to manage business and financial risk and compliance with significant applicable legal and regulatory requirements. The Compensation Committee oversees the Company's risk assessment and risk management relative to the Company's compensation programs, policies, and practices. The Chairpersons of the relevant committees brief the full Board on the committees' oversight of risks within their purview during the committee reports portion of each regular Board meeting. This enables the Board and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships, and enables the full Board to provide input on the Company's risk assessment and risk management efforts. All of our Board members have experience with enterprise risk management.

The Board as a whole retains responsibility for oversight of the Company's cybersecurity risk management program. The Board receives quarterly status reports on the cyber risk management program from the Company's Chief Security Officer. In addition, the Board has appointed Mr. Moore as its liaison to management's Safety and Security Council (the "Council"). The Council's purpose is to see that the Company's safety and security functions are effective and performed in a comprehensive and coordinated manner. The Council provides strategic direction and oversight for initiatives to minimize cyber, physical and other security risks to the Company and holds regular monthly meetings. The Council is composed of company executives with responsibility for cybersecurity, physical security, network operations, technology, registry services, finance and legal and is chaired by the CEO. Mr. Moore participates in Council meetings and receives regular, scheduled briefings from Council members regarding incidents and network operations. The Board reviews and discusses the activities of the Council with Mr. Moore at each scheduled Board meeting.

## Board and Committee Meetings

The Board met five times and its committees collectively met fourteen times during 2018. During 2018, no director attended fewer than 75% of the aggregate of (i) the total number of meetings held by the Board and (ii) the total number of meetings held by all committees on which he or she served.

## Board Members' Attendance at the Annual Meeting

We do not have a formal policy regarding attendance by members of the Board at our annual meeting of stockholders. One member of the Board attended our 2018 Annual Meeting of Stockholders.

## Corporate Governance and Nominating Committee

The Board has established a Corporate Governance and Nominating Committee to recruit, evaluate, and nominate candidates for appointment or election to serve as members of the Board, recommend nominees for committees of the Board, assess contributions and independence of incumbent directors, review and make recommendations regarding the Board's leadership structure, recommend changes to corporate governance principles and committee charters and periodically review and assess the adequacy of these documents, and review annually the performance of the Board. The Corporate Governance and Nominating Committee is currently composed of Ms. Cote (Chairperson), Mr. Frist, Ms. Gorelick, Mr. Moore, Mr. Simpson and Mr. Tomlinson, each of whom has been determined by the Board to be an "independent director" under the rules of The Nasdaq Stock Market. The Corporate Governance and Nominating Committee operates pursuant to a written charter. The Corporate Governance and Nominating Committee's charter is located on our website at <https://investor.verisign.com/corporate-governance>. The Corporate Governance and Nominating Committee met four times during 2018.

In nominating candidates for election to the Board, the Corporate Governance and Nominating Committee considers the performance and qualifications of each potential nominee or candidate, not only for his or her individual strengths but also for his or her potential contribution to the Board as a group. While it has no express policy, in carrying out this responsibility the Corporate Governance and Nominating Committee also considers additional factors, such as diversity, business experience, expertise within industries and markets tangential or complementary to the Company's industry, and business contacts among the various market segments relevant to the Company's sales, human resource and development strategies. Additionally, pursuant to its charter, the Corporate Governance and Nominating Committee evaluates and reviews with the Board the criteria for selecting new directors, including skills and characteristics such as diversity, in the context of the current composition of the Board and its committees.

The Corporate Governance and Nominating Committee considers candidates for director nominees proposed by directors and stockholders. The Corporate Governance and Nominating Committee may also from time to time retain one or more third-party search firms to identify suitable candidates.

If you would like to recommend to the Corporate Governance and Nominating Committee a prospective candidate, please submit the candidate's name and qualifications to: Thomas C. Indelicato, Secretary, VeriSign, Inc., 12061 Bluemont Way, Reston, Virginia 20190.

The Corporate Governance and Nominating Committee will consider all candidates identified by the directors, chief executive officer, stockholders, or third-party search firms through the processes described above, and will evaluate each of them, including incumbents and candidates nominated by stockholders, based on the same criteria.

### **Board Evaluation Process**

The Corporate Governance and Nominating Committee oversees the annual performance review of the Board and its committees. Each year, the Corporate Governance and Nominating Committee determines the format for the annual performance reviews, and the Chairperson of each Board committee is responsible for leading that committee's performance review and the Lead Independent Director is responsible for leading the Board's performance review. The results of the reviews are reported to Ms. Cote, in her capacity as Chairperson of the Corporate Governance and Nominating Committee, who in turn reports the results of the reviews to the entire Board. In addition to these reviews, the Lead Independent Director solicits comments and feedback from each director on the operation of the Board and the committees and areas for improvement.

### **Audit Committee**

The Board has established an Audit Committee that oversees the accounting and financial reporting processes at the Company, internal control over financial reporting, audits of the Company's financial statements, the qualifications of the Company's independent registered public accounting firm, and the performance of the Company's internal audit department and the independent registered public accounting firm. The independent registered public accounting firm reports directly to the Audit Committee, and the Audit Committee is responsible for the appointment (subject to stockholder ratification), compensation and retention of the independent registered public accounting firm. The Audit Committee also oversees the Company's processes to manage business and financial risk, and compliance with significant applicable legal and regulatory requirements, and oversees the Company's ethics and compliance programs. The Audit Committee is currently composed of Mr. Tomlinson (Chairperson), Ms. Cote and Mr. Moore. Each member of the Audit Committee meets the independence criteria of The Nasdaq Stock Market's and the SEC's rules. Each Audit Committee member meets The Nasdaq Stock Market's financial knowledge requirements, and the Board has determined that the Audit Committee has at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities as required by Rule 5605(c)(2) of The Nasdaq Stock Market. The Audit Committee operates pursuant to a written charter, which complies with the applicable provisions of the Sarbanes-Oxley Act of 2002 and related rules of the SEC and The Nasdaq Stock Market. The Audit Committee's charter is located on our website at <https://investor.verisign.com/corporate-governance>. The Audit Committee met five times during 2018.

### **Audit Committee Financial Experts**

Our Board has determined that each of Ms. Cote, Mr. Moore and Mr. Tomlinson is an "audit committee financial expert" as such term is defined in Item 407(d)(5) of Regulation S-K. Each of Ms. Cote, Mr. Moore and Mr. Tomlinson meets the independence requirements for audit committee members as defined in the applicable listing standards of The Nasdaq Stock Market.

### **Compensation Committee**

The Board has established a Compensation Committee to discharge the Board's responsibilities with respect to all forms of compensation of the Company's directors and employees, including executive officers, to administer the Company's equity incentive plans, and to produce an annual report on executive compensation for use in the Company's Proxy Statement. The Compensation Committee is also responsible for overseeing Verisign's overall compensation philosophy and approving and evaluating executive officer compensation arrangements, plans, policies, and programs of the Company, and for administering the Company's equity incentive plans for employees. The Compensation Committee operates pursuant to a written charter. The Compensation Committee's charter is located on our website at <https://investor.verisign.com/corporate-governance>. The Compensation Committee is currently composed of Mr. Simpson (Chairperson), Mr. Frist, Ms. Gorelick, and Mr. Tomlinson, each of whom is an "independent director" under the rules of The Nasdaq Stock Market for compensation committee members, a "non-employee director" pursuant to Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and an "outside director" pursuant to Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). The Compensation Committee met five times during 2018. For further information regarding the role of compensation consultants and management in setting executive compensation, see "Executive Compensation—Compensation Discussion and Analysis."

### **Communicating with the Board**

Any stockholder who desires to contact the Board may do so electronically by sending an e-mail to the following address: [bod@verisign.com](mailto:bod@verisign.com). Alternatively, a stockholder may contact the Board by writing to: Board of Directors, VeriSign, Inc., 12061 Bluemont Way, Reston, Virginia 20190, Attention: Secretary. Communications received electronically or in writing are distributed to the Chairman of the Board or other members of the Board, as appropriate, depending on the facts and circumstances outlined in the communication received.

## Code of Conduct

We have adopted the “Verisign Code of Conduct,” which is posted on our website under “Ethics and Business Conduct” at <https://investor.verisign.com/corporate-governance>. The “Verisign Code of Conduct” applies to all of our directors, officers and employees, including our principal executive officer, principal financial officer and other senior accounting officers.

We intend to satisfy any disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of the “Verisign Code of Conduct,” to the extent applicable to the principal executive officer, principal financial officer, or other senior accounting officers, by posting such information on our website, on the web page found by clicking through to “Ethics and Business Conduct” as specified above.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of March 28, 2019, except as otherwise indicated, by:

- each current stockholder who is known by us to own beneficially more than 5% of our common stock;
- each current director;
- each of the Named Executive Officers (see “Executive Compensation—Summary Compensation Table” elsewhere in this Proxy Statement); and
- all current directors and executive officers as a group.

The percentage ownership is based on 119,408,403 shares of common stock outstanding at March 28, 2019. Shares of common stock that are issuable upon vesting of RSUs within 60 days of March 28, 2019 are deemed outstanding for the purpose of computing the percentage ownership of the person holding such RSUs but are not deemed outstanding for computing the percentage ownership of any other person. Unless otherwise indicated in the footnotes following the table, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable.

## BENEFICIAL OWNERSHIP TABLE

Name and Address of Beneficial Owner	Shares Beneficially Owned	
	Number(1)	Percent(1)
<b>Greater Than 5% Stockholders</b>		
Warren Buffett(2) Berkshire Hathaway, Inc. 3555 Farnam Street Omaha, NE 68131 .....	12,952,745	10.85 %
The Vanguard Group(3) 100 Vanguard Boulevard Malvern, PA 19355.....	11,462,555	9.60 %
BlackRock, Inc.(4) 55 East 52 <sup>nd</sup> Street New York, NY 10055 .....	8,848,684	7.41 %
Renaissance Technologies, LLC(5) Renaissance Technologies Holdings Corporation 800 Third Avenue New York, NY 10022 .....	7,031,000	5.89 %
<b>Directors and Named Executive Officers</b>		
D. James Bidzos(6).....	794,328	*
Kathleen A. Cote.....	37,594	*
Thomas F. Frist III.....	8,801	*
Jamie S. Gorelick.....	13,898	*
Roger H. Moore.....	37,371	*
Louis A. Simpson(7).....	214,797	*
Timothy Tomlinson(8).....	16,363	*
Todd B. Strubbe(9).....	96,310	*
George E. Kilguss, III(10).....	159,819	*
Thomas C. Indelicarto(11).....	48,924	*
All current directors and executive officers as a group (10 persons)(12).....	1,428,205	1.20 %

\* Less than 1% of Verisign's outstanding common stock.

- (1) The percentages are calculated using 119,408,403 outstanding shares of common stock on March 28, 2019 as adjusted pursuant to Rule 13d-3(d)(1)(i). Pursuant to Rule 13d-3(d)(1) of the Exchange Act, beneficial ownership information for each person also includes shares of common stock that are issuable upon vesting of RSUs within 60 days of March 28, 2019.
- (2) Based on a Schedule 13G/A filed with the SEC on February 14, 2017 by Warren E. Buffett, Berkshire Hathaway, Inc. and other reporting persons with respect to the beneficial ownership of 12,952,745 shares. Berkshire Hathaway, Inc., is a diversified holding company which Mr. Buffett may be deemed to control. Mr. Buffett and Berkshire Hathaway share voting and dispositive power over 12,952,745 of these shares, which include shares beneficially owned by certain subsidiaries of Berkshire Hathaway. National Indemnity Company and GEICO Corporation each share voting and dispositive power over 7,905,481 of these shares.
- (3) Based on a Schedule 13G/A filed with the SEC on February 11, 2019 by The Vanguard Group with respect to the beneficial ownership of 11,462,555 shares. The Vanguard Group has sole voting power over 130,791 of these shares, shared voting power over 31,645 of these shares, sole dispositive power over 11,301,954 of these shares and shared dispositive power over 160,601 of these shares.
- (4) Based on a Schedule 13G/A filed with the SEC on February 6, 2019 by BlackRock, Inc. with respect to the beneficial ownership of 8,848,684 shares. BlackRock, Inc. has sole voting power over 7,813,094 of these shares and sole dispositive power over all 8,848,684 of these shares.
- (5) Based on a Schedule 13G/A filed with the SEC on February 13, 2019 by Renaissance Technologies LLC and Renaissance Technologies Holdings Corporation with respect to the beneficial ownership of 7,031,000 shares. Renaissance Technologies LLC and Renaissance Technologies Holdings Corporation have sole voting power and sole dispositive power over all 7,031,000 of these shares.
- (6) Includes 7,757 RSUs vesting within 60 days of March 28, 2019 held directly by Mr. Bidzos.
- (7) Includes 214,797 shares held by the Louis A. Simpson Living Trust, under which Mr. Simpson is the trustee.
- (8) Includes 16,363 shares held by the Tomlinson Family Trust, under which Mr. Tomlinson and his spouse are co-trustees.
- (9) Includes 8,070 RSUs vesting within 60 days of March 28, 2019 held directly by Mr. Strubbe.
- (10) Includes 2,634 RSUs vesting within 60 days of March 28, 2019 held directly by Mr. Kilguss.
- (11) Includes 1,874 RSUs vesting within 60 days of March 28, 2019 held directly by Mr. Indelicarto.
- (12) Includes the shares described in footnotes (6)-(11).



### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our directors and officers, and persons who own more than 10% of our common stock, to file initial reports of ownership and reports of changes in ownership with the SEC. We file Section 16(a) reports on behalf of our directors and executive officers to report their initial and subsequent changes in beneficial ownership of our common stock.

Based solely on a review of the reports we filed on behalf of our directors and executive officers, or written representations from reporting persons that all reportable transactions were reported, the Company believes that all Section 16(a) filing requirements applicable to our directors and executive officers were complied with for 2018.

## PROPOSAL NO. 2

### TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, VERISIGN'S EXECUTIVE COMPENSATION

As required by Section 14A of the Exchange Act and related SEC rules, we are seeking an advisory stockholder vote to approve the compensation of our Named Executive Officers for 2018 as disclosed under SEC rules, including the Compensation Discussion and Analysis section, the compensation tables and related material included in this Proxy Statement. The stockholder vote approving executive compensation is advisory only, and the result of the vote is not binding upon the Company or the Board. Although the resolution is non-binding, the Board and the Compensation Committee will consider the outcome of the advisory vote approving executive compensation when making future compensation decisions. On May 25, 2017, the majority of our stockholders voted in favor of an annual non-binding stockholder advisory vote approving executive compensation and, in consideration of the outcome of the frequency vote, the Board has determined to hold such advisory vote each year. Following the Annual Meeting, the next non-binding advisory vote to approve our executive compensation will occur at the 2020 Annual Meeting of Stockholders.

Our executive compensation program and compensation paid to the Named Executive Officers are described elsewhere in this Proxy Statement. The Compensation Committee oversees the program and compensation awarded, adopting changes to the program and awarding compensation as appropriate to reflect the Company's circumstances and to promote the main objectives of the program.

This proposal allows our stockholders to express their opinions regarding the decisions of the Compensation Committee on the prior year's annual compensation to the Named Executive Officers. You may vote *for* or *against* the following resolution, or you may abstain.

**RESOLVED, that the stockholders approve, on a non-binding, advisory basis, the compensation of VeriSign, Inc.'s Named Executive Officers, as disclosed under SEC rules, including the Compensation Discussion and Analysis section, the compensation tables and related material included in this Proxy Statement.**

**The Board Recommends a Vote "FOR" the foregoing resolution.**

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

This Compensation Discussion and Analysis (“CD&A”) provides comprehensive information about our executive compensation program for our 2018 Named Executive Officers (“NEOs”), who are listed below, and provides context for the decisions underlying the compensation reported in the executive compensation tables in this Proxy Statement. Our NEOs are:

- D. James Bidzos, Executive Chairman, President and Chief Executive Officer (“CEO”);
- Todd B. Strubbe, Executive Vice President, Chief Operating Officer (“COO”);
- George E. Kilguss, III, Executive Vice President, Chief Financial Officer (“CFO”); and
- Thomas C. Indelicato, Executive Vice President, General Counsel and Secretary.

In the sections below, we will describe the material elements of our executive compensation program for 2018, including how we set compensation and tie pay to performance. We refer to our NEOs, Executive Vice Presidents and Senior Vice Presidents, collectively as our “executives.”

### Compensation Philosophy and Objectives

Our executive compensation program is designed to attract and retain the executive talent we need to maintain our high performance standards and grow our business for the future. Our philosophy is to provide a mix of compensation that motivates our executives to achieve our short and long-term performance goals, which in turn will create value for our stockholders. No significant changes were made to our executive compensation program in 2018, but we continue to monitor our program for market competitiveness and alignment with best practices.

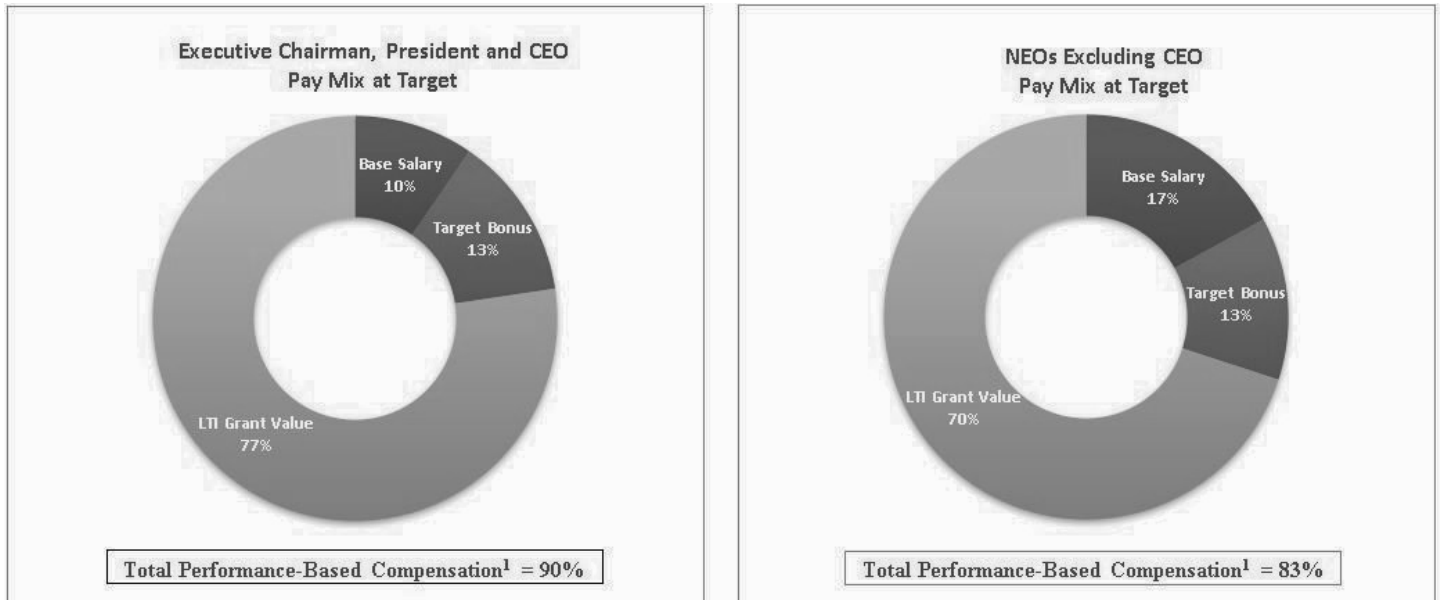
Our executive compensation program is designed with the following objectives and program elements:

Objective	Program Element
Attract and retain talented executives	Provide a competitive level of total compensation (base salary, bonus and long-term incentive).
Promote a pay for performance philosophy based on both Company performance and individual contributions	Provide a compensation program that is weighted in favor of annual and long-term incentives that are tied to financial and strategic goals designed to enhance stockholder value. In addition, provide annual incentive bonuses based on Company performance that may be modified up (subject to specified limitations) or down based on individual performance to more closely align executives’ personal accomplishments with their compensation.
Align the interests of our executives with our stockholders	Tie a significant portion of compensation to the long-term value of our stock, including performance-based stock awards that are tied in part to Total Shareholder Return (“TSR”). In addition, require executives to meet stock ownership guidelines and retain minimum stock ownership until six months after termination of employment.

### Key features of our current executive compensation program include:

- *A majority of our executives’ compensation is based on their individual and the Company’s performance.*
- *Our executives do not have employment contracts.*
- *Our executives’ change in control agreements contain a double trigger and do not provide for tax gross-ups.*
- *We do not have special pension plans, special retirement plans or other significant perquisites for executives.*
- *Our executives participate in the same benefit programs as all other employees.*
- *Our Board of Directors has established an incentive compensation recovery policy applicable to our NEOs that covers both cash and performance-based equity in the event of a materially inaccurate financial statement or performance metric criterion with or without a restatement of our financial statements.*
- *We maintain forfeiture provisions in our equity awards such that unvested awards are generally forfeited upon a termination of employment (subject to limited exceptions for death, disability, and certain terminations related to a change in control).*
- *We have robust stock ownership requirements applicable to our executives and directors.*
- *Our insider trading policy prohibits any employee or director from shorting, hedging or pledging our stock.*

*Pay and Performance Relationship:* Attracting and retaining the executive talent we need to be successful is a key objective of our executive compensation program. It is equally important that our executives are motivated to and rewarded for achieving objectives that provide long-term benefits to our stockholders. We have designed our executive compensation program so that a significant amount of our NEOs' compensation is tied to our Company's performance and stockholders' long-term interests. The charts below illustrate our emphasis on performance-based compensation.



<sup>1</sup>Performance-Based Compensation = 2018 Annual Target Bonus + 2018 Long-Term Incentive, valued as of the date of the grant.

*Results of Stockholder Advisory Votes on Executive Compensation:* When the Compensation Committee set compensation amounts for 2019, it considered the results of the stockholder advisory vote on executive compensation that took place in May 2018. Our stockholders indicated strong support of our executive compensation program as disclosed in the 2018 Proxy Statement, with over 98% of the votes cast in favor of our executive compensation program.

### Elements of Our Executive Compensation Program

Our executive compensation program is made up of three main elements: base salary, annual incentive bonus and long-term incentive compensation. The chart below shows our objectives for each element of compensation and what factors we use to determine actual awards. For each element of compensation, we review peer group and relevant survey data before determining award levels.

Element	Objective	Factors Used to Determine Awards
<b>Base Salary</b>	Provide a guaranteed level of annual income in order to attract and retain our executive talent. Increases are not automatic or guaranteed.	<ul style="list-style-type: none"> <li>• Job responsibilities and scope</li> <li>• Experience</li> <li>• Individual contributions</li> <li>• Internal pay equity</li> </ul>
<b>Annual Incentive Bonus</b>	Provide a reward for achieving individual goals and the Company's financial and strategic operational goals.	<ul style="list-style-type: none"> <li>• Company performance</li> <li>• Individual performance</li> </ul>
<b>Long-Term Incentive Compensation</b>	Provide a reward that both serves a retentive purpose and incentivizes executives to manage Verisign from the perspective of a stockholder.	<ul style="list-style-type: none"> <li>• Importance of the executive to Company performance</li> <li>• Individual contributions</li> <li>• Future potential of the executive</li> <li>• Value of executive's vested and unvested outstanding equity awards</li> <li>• Internal pay equity</li> </ul>

## ***Our Process for Setting Compensation***

*Role of the Compensation Committee:* The Compensation Committee oversees our compensation and benefit programs, approves executives' compensation, and sets the policies that govern compensation of our executives and other employees. The Compensation Committee annually:

- Reviews and makes changes as appropriate to the peer group used to benchmark competitive compensation levels for our executives;
- Reviews the report from its compensation consultant as described below in the section titled "Role of External Compensation Consultant;"
- Reviews and approves design elements of executive compensation for market competitiveness and alignment with Company goals;
- Reviews stockholder dilution and burn rate in making equity compensation decisions;
- Sets performance goals for our annual and long-term incentive compensation programs;
- Reviews the Board's assessment of the individual performance of the CEO during the year and determines any adjustments to the CEO's base salary, annual incentive bonus, and equity awards based on this assessment, its review of peer group data, its review of a tally sheet, which details the entire compensation and benefits package and earnings potential from unvested equity awards, for the CEO and its review of its compensation consultant's report;
- Reviews the comprehensive risk assessment of the Company's incentive plans and arrangements;
- Reviews the CEO's assessment of the individual performance of each executive during the year and approves any adjustments to base salary, annual incentive bonus, and equity awards based on this assessment, its review of peer group data, its review of tally sheets for the executives and its review of its compensation consultant's report;
- Reviews the competitiveness of our executives' base salaries, annual incentive bonus targets and long-term incentive compensation targets (element by element and in aggregate) by comparing our program to a peer group of publicly-traded, technology companies that we view as representative of our competitors for executive talent; and
- Examines the compensation data of our peer group and also reviews broader survey data for technology companies that are comparable to us in industry and financial metrics.

*Role of Management:* The CEO annually reviews the peer group market data, comparable industry survey data, the tally sheet data provided by the external compensation consultant, and the performance of each executive and makes recommendations to the Compensation Committee for base salary adjustments, annual incentive bonuses and equity awards.

*Role of External Compensation Consultant:* The Compensation Committee has engaged FW Cook as its independent consultant to assist it in evaluating and analyzing the Company's executive compensation program. FW Cook provides the following services to the Compensation Committee:

- Analyzes the executives', including the CEO's, annual compensation based on comparisons to the Company's peer group and comparable industry survey data, including in both cases target and actual total compensation, and advises the Compensation Committee on the appropriateness of management's recommendations for any changes to the executives' compensation;
- Reviews the Company's peer group annually and provides recommendations for changes as appropriate;
- Advises the Compensation Committee on best practices related to oversight and design of the Company's executive compensation program;
- Reviews compensation design recommendations by the Company's management and provides recommendations to the Compensation Committee on the impact of those recommendations;
- Reviews the CEO's compensation program's design and makes recommendations to the Compensation Committee if it believes changes to the CEO's compensation would be appropriate;
- Reviews the Company's equity compensation philosophy and incentive design;
- Reviews and provides guidance on the impact of regulatory changes on executive and non-employee director compensation;
- Reviews the risk assessment of the Company's incentive plans and arrangements;
- Reviews and provides guidance on the executive compensation disclosures; and
- Reviews non-employee director compensation.

At its meeting in October 2018, the Compensation Committee reviewed FW Cook's performance, and in December 2018, the Compensation Committee assessed FW Cook's independence against the six independence factors set forth in the Nasdaq rules. The Compensation Committee determined that FW Cook was independent and engaged FW Cook for 2019. FW Cook performs no other services for the Company and the Compensation Committee concluded that its services for the Compensation Committee do not raise any conflicts of interest.

*Peer Group:* Each year, the Compensation Committee reviews the peer group with the assistance of its independent consultant and makes changes as appropriate in order to ensure it continues to suitably reflect the competitive market for executive talent. In making 2018 compensation decisions, the peer group the Compensation Committee used was:

Akamai Technologies	Global Payments
Alliance Data Systems	Intuit
ANSYS	Nuance Communications
Autodesk	Paychex
Cadence Design Systems	Red Hat
Citrix Systems	Roper Technologies
Equinix	Synopsys
F5 Networks	Teradata
Factset Research Systems	Total System Services
Fiserv	Verisk Analytics

Verisign's revenue, operating income before depreciation and amortization ("Adjusted Operating Income"), and market capitalization as compared to its 2018 peer group were as follows: first quartile for revenue, third quartile for Adjusted Operating Income and third quartile for market capitalization. The data for market capitalization is as of December 31, 2018, while revenue and Adjusted Operating Income reflect each peer group members' most recently reported four quarters as of February 21, 2019.

As part of its annual review of our peer group, in October 2018, FW Cook completed and provided the Compensation Committee with reevaluation of current peers and identified potential new peers based on revenue, Adjusted Operating Income, market capitalization, free cash flow yield, Adjusted Operating Income growth, use of dividends or buybacks, inclusion in the S&P 500 and their industry. No new peers were added for use in setting 2019 compensation as a result of the annual review.

*Base Salary:* For 2018, the Compensation Committee reviewed competitive benchmark data provided by FW Cook and recommendations from our CEO regarding each executive's individual performance other than himself. Based on that review, the Compensation Committee approved adjustments to NEOs' salaries as summarized in the chart below.

Name	Position	2017 Base Salary	2018 Base Salary	Rationale for Adjustment
D. James Bidzos	Executive Chairman, President and CEO	\$ 850,000	\$ 925,000	Mr. Bidzos received a salary increase to better align with CEO peer group market data.
Todd B. Strubbe	Executive Vice President, COO	\$ 550,000	\$ 550,000	Mr. Strubbe received no increase for 2018 as base salary was aligned with peer group.
George E. Kilguss, III	Executive Vice President, CFO	\$ 475,000	\$ 500,000	Mr. Kilguss received a salary increase to better align with peer group market data.
Thomas C. Indelicarto	Executive Vice President, General Counsel and Secretary	\$ 425,000	\$ 450,000	Mr. Indelicarto received a salary increase to better align with peer group market data.

*Annual Incentive Bonus:* The NEOs participate in the Verisign Performance Plan ("VPP"), which is a cash-based annual bonus plan. VPP bonuses are based on the Company's achievement of pre-established financial goals, as well as individual performance.

The Compensation Committee determines the target annual incentive opportunity for each of our NEOs based on a comparison to our peer group and information obtained from relevant survey data. For 2018, the Compensation Committee made no

changes to bonus targets as a percent of base salary and approved the following for our NEOs:

NEOs	2018 Bonus Target as a % of Base Salary
Executive Chairman, President and CEO .....	125%
Executive Vice President, COO .....	80%
Executive Vice President, CFO .....	75%
Executive Vice President, General Counsel and Secretary .....	75%

The Compensation Committee approves actual annual incentive award payments for our executives taking into account the Company's and the individual's performance. The Company's performance determines the initial level of funding for the annual incentive bonus pool. The Compensation Committee then considers, and approves as appropriate, the CEO's recommendation for modifying any individual awards above or below the level of funding based on an assessment of individual performance, subject to the maximum individual bonus payments described below for NEOs under *Tax Treatment of Executive Compensation and Annual Incentive Compensation Plan* and the 175% funding limitation for the VPP.

The Company's performance goals for the 2018 VPP were approved by the Compensation Committee in December 2017 and were based on two financial measures: Revenue and non-GAAP operating margin, both weighted equally.

For purposes of determining the bonus pool, we calculate the non-GAAP operating margin by taking the Company's consolidated non-GAAP operating income as a percentage of revenue. We determine the consolidated non-GAAP operating income by excluding stock-based compensation from the Company's consolidated operating income as determined under GAAP.

The 2018 VPP requires achievement of 98% of the established targets for each of revenue and non-GAAP operating margin before any funding of the bonus pool may occur. The funding at different achievement levels (threshold, target and maximum) established for each of revenue and non-GAAP operating margin for the 2018 VPP are set forth in the table below. The table also illustrates actual revenue and non-GAAP operating margin achieved for 2018 and the corresponding funding levels resulting in a 108% funding for the 2018 VPP bonus pool.

Achievement	Revenue		Non-GAAP Operating Margin		Total Funding
	Metric (in millions)	Funding	Metric	Funding	
Threshold	\$1,200.1	12.5%	65.6%	12.5%	25.0%
Target	\$1,212.2	50.0%	66.2%	50.0%	100.0%
Maximum	\$1,278.9	87.5%	69.9%	87.5%	175.0%
<b>Actual</b>	<b>\$1,215.0</b>	<b>50.0%</b>	<b>67.5%</b>	<b>58.0%</b>	<b>108.0%</b>

In order to establish actual award amounts under the VPP, the Compensation Committee also reviewed the CEO's assessment of individual performance of the NEOs and considered the Board's assessment of the CEO's individual performance. The chart below indicates the Compensation Committee's approved annual incentive bonus award for each NEO under the 2018 VPP.

Name	Position	2018 Base Salary	Bonus Target as a % of Base Salary	2018 Actual Bonus Payment			
				Funding Multiplier as a % of Target	Actual Payout as a % of Target	Actual Payout Amount	Actual Payout as a % of Base Salary
D. James Bidzos(1)	Executive Chairman, President and CEO	\$925,000	125%	108%	108%	\$1,248,750	135%
Todd B. Strubbe(1)	Executive Vice President, COO	\$550,000	80%	108%	108%	\$475,200	86%
George E. Kilguss, III(1)	Executive Vice President, CFO	\$500,000	75%	108%	108%	\$405,000	81%
Thomas C. Indelicarto(2)	Executive Vice President, General Counsel and Secretary	\$450,000	75%	108%	119%	\$400,000	89%

(1) Messrs. Bidzos, Strubbe and Kilguss received a bonus payment at the funding multiplier level with no further adjustment.

(2) Mr. Indelicarto received a bonus payment at 119% of his bonus target; the adjustment over the funding multiplier level was made due to his notable contributions and performance.

*Long-Term Incentive Compensation:* Equity-based grants are a key element of our total compensation program and are issued in accordance with the Amended and Restated VeriSign, Inc. 2006 Equity Incentive Plan (the “2006 Plan”). Consistent with our compensation philosophy, we believe it is important that these awards have a performance component and that they are based in part on TSR. Individuals’ target award amounts are based on several factors including competitiveness as determined by data provided by FW Cook, job responsibilities, individual contributions, and future potential of the executive.

In 2018, the Compensation Committee granted long-term equity compensation to our executives, other than the CEO, consisting of 50% performance-based RSUs (“PSUs”) and 50% time-vesting RSUs. The CEO received long-term equity compensation consisting of 60% PSUs and 40% time-vesting RSUs. The time-vesting RSUs provide strong retentive value for our executive talent as they vest ratably over four years, subject to continued employment. They are also linked to increases in stockholder value creation as their value goes up or down with the Company’s stock price. The PSUs are linked to long-term Company financial performance as well as increases in TSR.

The metrics associated with the 2018 PSUs consist of two financial measures - compound annual growth rate (“CAGR”) of operating income per share and TSR of Verisign stock compared to the TSR of the S&P 500 Index, each measured over a three-year performance period from January 1, 2018 through December 31, 2020. The number of PSUs earned may range from 0% to 200% of the target award based on CAGR of operating income per share for the performance period, but no more than 100% of target may be earned unless the TSR of Verisign stock equals or outperforms the TSR of the S&P 500 Index for the performance period. We believe that the performance metrics coincide with stockholder interests, create a long-term performance focus and complement the performance metrics in the Company’s short term annual cash incentive plan. The vesting of the 2018 PSUs at the end of a three-year performance period also provides a strong retention incentive.

Equity awards for NEOs were granted on February 13, 2018 at the regularly scheduled Compensation Committee meeting. The Compensation Committee approved the total value granted to individual executives (time-vesting and performance-based) based on the factors discussed above. The actual number of RSUs was a function of the closing stock price on February 13, 2018.

The chart below shows the equity awards granted to each NEO in February 2018:

Name	Position	2018 Annual Equity Grants			
		Total Market Value of Equity Grant (1)	Grant Date Fair Value per share	Time-vesting RSUs granted (2)	PSUs granted (3)
D. James Bidzos .....	Executive Chairman, President and CEO	\$ 6,999,855	\$ 110.57	25,323	37,984
Todd B. Strubbe.....	Executive Vice President, COO	\$ 2,759,827	\$ 110.57	12,480	12,480
George E. Kilguss, III.....	Executive Vice President, CFO	\$ 2,199,901	\$ 110.57	9,948	9,948
Thomas C. Indelicarto .....	Executive Vice President, General Counsel and Secretary	\$ 1,399,816	\$ 110.57	6,330	6,330

(1) Total market value of equity grant is the combined value of time-vesting RSUs and PSUs based on grant date fair value per share.

(2) 25% vested on February 15, 2019, and the remainder vests ratably, 6.25% each quarter for the 3 years thereafter.

(3) Number of PSUs granted represents shares to be earned at target achievement. The performance period is January 1, 2018 through December 31, 2020. Vesting occurs after the performance achievement has been certified by the Compensation Committee and the Company has received an unqualified signed opinion on the Company’s financial statements for the year ending December 31, 2020 from its independent registered public accounting firm.

#### *Achievement of PSUs Granted in 2016*

In February 2016, the Compensation Committee granted PSUs with a performance period of January 1, 2016 through December 31, 2018. The number of PSUs that could be earned ranged from 0% to 200% of the target award based on CAGR of operating income per share for the performance period, but no more than 100% of target could be earned unless the TSR on Verisign stock equaled or outperformed the TSR of the S&P 500 Index for the performance period. In February 2019, the Compensation Committee reviewed the extent of achievement against the performance goals for these PSUs.

The CAGR of Operating Income per share over the three-year period ended December 31, 2018 was 11.2% versus the target achievement of 8.1%. Verisign’s 69.4% TSR was greater than the S&P 500 Index’s 33.6% TSR. This resulted in awards of 178% of target.



The chart below shows the number of PSUs that were earned and settled in shares in February 2019 based on achievement of the performance metrics for the 2016 through 2018 performance period.

Name	Position	Total PSUs Granted in 2016	Goal Achievement	Actual PSUs Earned and Vested in February 2019
D. James Bidzos.....	Executive Chairman, President and CEO	44,198	178%	78,672
Todd B. Strubbe.....	Executive Vice President, COO	16,942	178%	30,156
George E. Kilguss, III.....	Executive Vice President, CFO	12,891	178%	22,945
Thomas C. Indelicarto.....	Executive Vice President, General Counsel and Secretary	8,594	178%	15,297

**Other Features of our Executive Compensation Program**

*Stock Retention Policy:* Our stock retention policy applies to our employees at the Senior Vice President level and above, officers who are subject to the provisions of Section 16 of the Exchange Act (“Section 16 Officers”), and board members.

Ownership levels are set as a multiple of base salary or annual retainer and are as follows:

- Directors: 10x Annual Retainer
- CEO: 6x Base Salary
- Section 16 Officers, Executive Vice Presidents and Senior Vice Presidents, other than the CEO: 2x Base Salary

The stock retention policy requires participants to retain 50% of their shares received from equity awards (net of taxes) until they reach the required minimum ownership level, and that the required minimum number of shares must be held until six months after the participant ceases employment or board service with the Company. We believe requiring executives and board members to continue to retain stock after their service with the Company ceases aligns our executives’ interests with the long-term interests of our stockholders.

*Insider Trading Policy:* Our Insider Trading Policy prohibits employees, including our executives and directors, from buying or selling derivative securities related to our common stock, such as puts or calls. We believe derivative securities diminish the alignment of incentives between our executives and stockholders. The Policy also prohibits employees and directors from engaging in hedging or monetization transactions using our common stock, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Additionally, under our Policy, our executives and directors may only purchase and sell our common stock during approved trading windows and upon pre-approval.

*Recovery of Incentive Compensation:* The Compensation Committee has adopted an executive incentive compensation recovery policy that applies to annual and long-term incentive awards. The policy applies when there is an inaccurate financial statement, including statements of earnings, revenues, or gains or any other materially inaccurate calculation of a performance metric criterion, regardless of whether such inaccuracy was the subject of financial statement restatement. If, as a result of such inaccurate financial statement or calculation, certain executives received materially more incentive compensation than they would have had the correct financial statement or calculation been prepared at the time of the compensation award, the Compensation Committee shall (subject to the exception noted below) seek recovery of this overpayment. The recovery could occur either by limiting future awards or directly seeking repayment. The Compensation Committee may only determine not to seek recovery of such an overpayment if the direct costs of recovery are expected to exceed the amount of recovery. In the case of fraudulent, intentional, willful or grossly negligent misconduct by the recipient of an award, the Compensation Committee can attempt to recoup previous incentive awards paid regardless of when the awards were paid to the executive. If the inaccuracy is not the result of these circumstances, the Compensation Committee can only recover incentive awards that were incorrectly paid based on the inaccuracy if they were paid in the three years prior to the determination that the financial statement was inaccurate.

*Equity Award Practices:* The Compensation Committee approves all equity awards to our executives, the aggregate annual equity pool, employee grant guidelines, and all equity awards to eligible employees during the annual grant process, which generally takes place in February.

*Benefits:* We do not provide our executives with any benefits other than those provided to all of our other U.S.-based employees. All of our U.S.-based employees are eligible for medical, dental and vision insurance, life insurance, short and long-term disability, paid time off, an employee stock purchase plan, and a qualified 401(k) salary deferral plan.

*Severance or Employment Agreements:* We generally do not enter into severance or employment agreements with our executives (except as described below), nor do we provide severance or other benefits following voluntary termination. However, the Compensation Committee may determine in special circumstances that providing such severance payments or benefits or entering into employment agreements is warranted in order to attract a potential executive or for other business considerations.

*Change in Control and Retention Agreements:* We have entered into change in control and retention agreements with our executives. These agreements provide for change in control severance benefits and payments in the event the executive's employment is terminated in connection with a change in control of the Company. These agreements are "double trigger" agreements which means the executives will only be eligible for payments under the agreements if both a change in control of the Company occurs and the executive's employment is terminated without cause (or by the executive for good reason) within 24 months of the change in control.

The Compensation Committee believes these agreements are necessary to attract and retain executive talent and to remove any potential conflicts of interests of our executives when making decisions related to potentially beneficial corporate transactions. Each year, the Compensation Committee reviews the provisions of these agreements with FW Cook and makes adjustments as necessary to ensure alignment of executives' interests with stockholders' interests. FW Cook advised the Compensation Committee that the agreements were consistent with best practices, which include double trigger benefits, severance multiples less than or equal to 2x base salary and target bonus, and have no tax-gross up provision. Based on FW Cook's analysis and the Compensation Committee's review, no changes were made to the benefits provided under the agreements in 2018. The CEOs change in control agreement provides for a severance payment of 2x his base salary and a bonus payment of 2x target bonus plus the cash equivalent of two years of continuation of health benefits if he participates in the Company's health plans at the date of his termination. The other terms of his change in control agreement are the same as other executives. Additional details about these agreements, including potential payments, may be found in the "Potential Payments Upon Termination or Change in Control" section and the "Termination and Change in Control Benefit Estimates as of December 31, 2018" table elsewhere in this Proxy Statement.

*Risk Assessment:* In 2018, we performed a comprehensive assessment of our compensation policies and program design to determine whether risks arising under them would be likely to have a material adverse effect on the Company. We considered each element of our compensation programs and policies in our risk assessment and determined that none of our compensation policies and programs creates a risk that is reasonably likely to have a material adverse effect on the Company.

*Tax Treatment of Executive Compensation and the Annual Incentive Compensation Plan:* In order to try to ensure that annual incentive bonuses paid to NEOs were considered performance-based compensation under Section 162(m) of the Internal Revenue Code of 1986 as then in effect, in 2015, stockholders approved the Annual Incentive Compensation Plan ("AICP"). With the enactment of the Tax Cuts and Jobs Act in 2017, the exemption for qualified performance-based compensation was removed from the Internal Revenue Code of 1986; however, it is possible that additional changes could be enacted, or regulations could be promulgated, which would make the AICP useful from a federal or state tax perspective. The Company therefore continued to approve targets for 2018 under the AICP, and the AICP is the vehicle under which NEOs' bonuses, determined as described above, are paid.

Under the AICP, for 2018, assuming the performance goal was met, each NEO could be awarded a maximum bonus of 300% of his or her target bonus (but no more than \$5 million), subject to the Compensation Committee's discretion to award bonuses in lesser amounts. In determining the annual incentive bonus, the Compensation Committee exercised its discretion to award bonuses below the maximum amount permitted under the AICP as described above under *Annual Incentive Bonus*. The 2018 performance goal for the AICP was approved by the Compensation Committee at its February 13, 2018 meeting, which provided that the Company must achieve non-GAAP operating income in excess of \$50 million before a bonus could be paid. This target was achieved.

## Compensation Committee Report

The Compensation Committee has reviewed the Compensation Discussion and Analysis included in this Proxy Statement. Based on the review, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

This report is submitted by the Compensation Committee  
Louis A. Simpson (Chairperson)  
Thomas F. Frist III  
Jamie S. Gorelick  
Timothy Tomlinson

## Compensation Committee Interlocks and Insider Participation

The members of the Compensation Committee during 2018 were Louis A. Simpson, Thomas F. Frist III, Jamie S. Gorelick and Timothy Tomlinson. Mr. Frist joined the Compensation Committee in October 2018. All of the members of the Compensation Committee during 2018 were independent directors, and none of the members of the Compensation Committee during 2018 were employees or officers or former officers of Verisign during the prior three years, as required for director independence under the Nasdaq rules. No executive officer of Verisign has served on the Compensation Committee (or other board committee performing equivalent functions, if any) or the board of directors of another entity, one of whose executive officers served as a member of the Compensation Committee of Verisign during 2018; and no executive officer of Verisign has served on the Compensation Committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served as a member of our Board during 2018.

## Summary Compensation Table

The following table sets forth certain summary information concerning the compensation of our NEOs for 2018, 2017 and 2016.

### SUMMARY COMPENSATION TABLE

Named Executive Officer and Principal Position	Year	Salary (\$)(1)	Stock Awards (\$)(2)	Non-Equity Incentive Plan Compensation (\$)(3)	All Other Compensation (\$)(4)	Total (\$)
D. James Bidzos .....	2018	913,461	6,999,855	1,248,750	720	9,162,786
Executive Chairman, President and Chief Executive Officer	2017	842,308	6,999,937	1,105,000	7,068	8,954,313
	2016	792,308	8,477,344	1,430,000	720	10,700,372
Todd B. Strubbe.....	2018	550,000	2,759,828	475,200	9,970	3,794,998
Executive Vice President and Chief Operating Officer	2017	550,000	2,759,858	457,600	8,820	3,776,278
	2016	550,000	2,759,852	613,800	30,317	3,953,969
George E. Kilguss, III .....	2018	496,154	2,199,900	405,000	9,964	3,111,018
Executive Vice President, Chief Financial Officer	2017	475,000	2,099,907	400,000	8,784	2,983,691
	2016	467,308	2,555,373	509,438	8,872	3,540,991
Thomas C. Indelicarto .....	2018	446,154	1,399,816	400,000	642	2,246,612
Executive Vice President, General Counsel and Secretary	2017	425,000	1,399,938	350,000	7,068	2,182,006
	2016	413,462	1,855,392	485,000	594	2,754,448

(1) Includes, where applicable, amounts electively contributed by each NEO under our 401(k) Plan.

(2) Amounts shown represent the aggregate grant date fair value, which is based on the closing share price on the date of the grant. Amounts for PSUs, which are subject to performance and market conditions, are based upon the probable outcome of the performance conditions as of the grant date of the award. Amounts shown for 2018 include the following for PSUs: Mr. Bidzos, \$4,199,891; Mr. Strubbe, \$1,379,914; Mr. Kilguss, \$1,099,950; and Mr. Indelicarto, \$699,908. Grant date fair value for PSUs granted in 2018, at the maximum achievement level (i.e., 200% payout) would be 151% of the amounts for each executive, calculated using a Monte Carlo simulation model.

(3) Amounts shown are for non-equity incentive plan compensation earned during the year indicated but paid in the following year.

(4) Except as otherwise indicated, amounts in "All Other Compensation" includes, where applicable, matching contributions made by the Company to the VeriSign, Inc. 401(k) Plan, wellness incentive payment, life insurance and accidental death and dismemberment insurance payments.

## Grants of Plan-Based Awards in 2018

The following table shows all plan-based awards granted to our NEOs for 2018 under annual and long-term plans.

### GRANTS OF PLAN-BASED AWARDS IN 2018<sup>(1)</sup>

Named Executive Officer	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)(3)	Grant Date Fair Value of Stock and Option Awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)(2)	Target (#)(2)	Maximum (#)(2)		
D. James Bidzos.....	N/A	289,063	1,156,250	3,468,750					
	2/13/2018				3,798	37,984	75,968		4,199,891
	2/13/2018							25,323	2,799,964
Todd B. Strubbe.....	N/A	110,000	440,000	1,320,000					
	2/13/2018				1,248	12,480	24,960		1,379,914
	2/13/2018							12,480	1,379,914
George E. Kilguss, III.....	N/A	93,750	375,000	1,125,000					
	2/13/2018				995	9,948	19,896		1,099,950
	2/13/2018							9,948	1,099,950
Thomas C. Indelicarto.....	N/A	84,375	337,500	1,012,500					
	2/13/2018				633	6,330	12,660		699,908
	2/13/2018							6,330	699,908

- (1) Each of our NEOs received an annual cash bonus under the AICP and VPP and received long-term incentive compensation under the 2006 Plan as described in “Compensation Discussion and Analysis” elsewhere in this Proxy Statement.
- (2) Each of our NEOs was awarded PSUs on February 13, 2018, to be earned based on Company performance and subject to a relative TSR achievement threshold in 2020 and determination to be made after the end of 2020.
- (3) The RSU awards vested 25% of the total award on February 15, 2019 and the remainder vests 6.25% of the total award each quarter thereafter, until fully vested.

## Outstanding Equity Awards at 2018 Year-End

The following table shows all outstanding equity awards held by our NEOs at the end of 2018 granted under the 2006 Plan.

### OUTSTANDING EQUITY AWARDS AT 2018 YEAR-END

Named Executive Officer	Grant Date	Stock Awards			
		Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(1)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (#)(1)
D. James Bidzos .....	02/10/2015	10,266 (2)	1,522,345		
	10/20/2015	8,246 (3)	1,222,799		
	01/04/2016			59,558 (4)	8,831,856
	02/17/2016	9,975 (3)	1,479,193		
	02/17/2016			78,672 (5)	11,666,271
	02/14/2017	19,047 (3)	2,824,480		
	02/14/2017			101,596 (6)	15,065,671
	02/13/2018	25,323 (3)	3,755,148		
	02/13/2018			75,968 (7)	11,265,295
Todd B. Strubbe.....	04/20/2015	5,188 (2)	769,329		
	02/17/2016	5,294 (3)	785,047		
	02/17/2016			30,156 (5)	4,471,833
	02/14/2017	9,387 (3)	1,391,998		
	02/14/2017			33,380 (6)	4,949,920
	02/13/2018	12,480 (3)	1,850,659		
George E. Kilguss, III.....	02/13/2018			24,960 (7)	3,701,318
	02/10/2015	4,106 (2)	608,879		
	10/20/2015	1,649 (3)	244,530		
	01/04/2016			11,910 (4)	1,766,134
	02/17/2016	4,027 (3)	597,164		
	02/17/2016			22,945 (5)	3,402,514
	02/14/2017	7,142 (3)	1,059,087		
02/14/2017			25,398 (6)	3,766,269	
Thomas C. Indelicarto (8).....	02/13/2018	9,948 (3)	1,475,189		
	02/13/2018			19,896 (7)	2,950,378
	02/10/2015	2,258 (2)	334,839		
	10/20/2015	1,649 (3)	244,530		
	01/04/2016			11,910 (4)	1,766,134
	02/17/2016	2,685 (3)	398,159		
	02/17/2016			15,297 (5)	2,268,392
	02/14/2017	4,761 (3)	706,009		
02/14/2017			16,932 (6)	2,510,846	
02/13/2018	6,330 (3)	938,676			
02/13/2018			12,660 (7)	1,877,351	

- (1) The market value is calculated by multiplying the number of shares by the closing price of our common stock on December 31, 2018, which was \$148.29 per share.
- (2) The RSU award vests 25% of the total award on each anniversary of the date of grant until fully vested.
- (3) The RSU award vests 25% of the total award on approximately the first anniversary of the date of grant and then vests 6.25% of the total award each quarter thereafter until fully vested.
- (4) Awards of PSUs were granted on January 4, 2016, to be earned based on achievement of specified levels of TSR of Verisign stock compared to the TSR of the S&P 500 Index over a four-year performance period. The number of shares shown reflects achievement of the maximum level of relative TSR of Verisign stock compared to the TSR of the S&P 500 Index for 2016, 2017 and 2018.
- (5) Awards of PSUs were granted on February 17, 2016, to be earned based on Company performance in 2016, 2017 and 2018. Performance criteria were achieved at 178% of target and as such, these PSUs vested on the date the Company received an unqualified signed opinion on the Company's financial statements from its independent registered public accounting firm, February 15, 2019.
- (6) Awards of PSUs were granted on February 14, 2017, to be earned based on Company performance in 2017, 2018 and 2019 and determination to be made after the end of 2019. The number of shares shown reflects achievement of the maximum performance level based on Company performance and relative TSR of Verisign stock compared to the TSR of the S&P 500 for 2017 and 2018.
- (7) Awards of PSUs were granted on February 13, 2018, to be earned based on Company performance in 2018 2019 and 2020 and determination to be made after the end of 2020. The number of shares shown reflects achievement of the maximum performance level based on Company performance and relative TSR of Verisign stock compared to the TSR of the S&P 500 for 2018.

## Stock Vested in 2018

The following table shows all stock awards vested and the value realized upon vesting by our NEOs during 2018. No stock options were exercised by any of our NEOs during 2018.

### STOCK VESTED IN 2018

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)(1)
D. James Bidzos .....	157,830	19,272,209
Todd B. Strubbe.....	68,995	8,536,203
George E. Kilguss, III.....	48,438	5,915,464
Thomas C. Indelicarto .....	29,792	3,721,720

(1) The value realized upon vesting is calculated by multiplying the number of shares that vested by the closing price of our common stock on the vesting date.

## Potential Payments Upon Termination or Change in Control

Except as described below, we have no formal severance program for our NEOs, each of whom may be terminated at any time at the discretion of the Board.

### *Treatment of Equity Upon Death or Disability or Termination for any Other Reason*

In the event of termination due to death or disability, outstanding equity awards will be treated as follows:

- Time-based RSUs – unvested RSUs shall accelerate in full according to the terms in the applicable award agreements; and
- PSUs – If such termination occurs during the applicable performance period and before the conclusion of such performance period, then such PSUs will accelerate based on the target achievement level; if such termination occurs after the conclusion of the applicable performance period and before the award for such performance period has been paid, then the PSUs will fully accelerate based upon the actual achievement level.

In the event of a termination for any other reason, all unvested equity awards are forfeited for no consideration.

### *Change in Control Agreements*

Each of our executives is party to a change in control and retention agreement (the “CIC Agreements”). Under the CIC Agreements, each of the executives is entitled to receive severance benefits if, within the twenty-four months following a “change in control” (or under certain circumstances, during the six-month period preceding a change in control), the executive’s employment is terminated by the Company or its successor without “cause” or by the executive for “good reason” (referred to as a “qualified termination”). The terms and conditions of the CIC Agreements are described below.

Under the CIC Agreements, “*change in control*” means:

(a) any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act), other than a trustee or other fiduciary holding securities of the Company under an employee benefit plan of the Company or its subsidiaries, becomes the “beneficial owner” (as defined in Rule 13d-3 promulgated under the Exchange Act), directly or indirectly (excluding, for purposes of this Section, securities acquired directly from the Company), of securities of the Company representing at least thirty-five percent (35%) of (A) the then-outstanding shares of common stock of the Company or (B) the combined voting power of the Company’s then-outstanding securities;

(b) the consummation of a merger or consolidation, or series of related transactions, which results in the voting securities of the Company outstanding immediately prior thereto failing to continue to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity), directly or indirectly, at least fifty (50%) percent of the combined voting power of the voting securities of the Company or such surviving entity outstanding immediately after such merger or consolidation;

(c) a change in the composition of the Board occurring within a 24-month period, as a result of which fewer than a majority of the directors are incumbent directors;

(d) the sale or disposition of all or substantially all of the Company's assets (or consummation of any transaction, or series of related transactions, having similar effect); or

(e) stockholder approval of the dissolution or liquidation of the Company.

Under the CIC Agreements, "*cause*" means:

(a) an executive's willful and continued failure to substantially perform the executive's duties after written notice providing the executive with ninety (90) days from the date of the executive's receipt of such notice in which to cure;

(b) conviction of (or plea of guilty or no contest to) the executive for a felony involving moral turpitude;

(c) an executive's willful misconduct or gross negligence resulting in material harm to the Company; or

(d) an executive's willful violation of the Company's policies resulting in material harm to the Company.

Under the CIC Agreements, "*good reason*" means:

(a) a change in the executive's authority, duties or responsibilities that is inconsistent in any material and adverse respect from the executive's authority, duties and responsibilities immediately preceding the change in control;

(b) a reduction in the executive's base salary compared to the executive's base salary immediately preceding the change in control, except for an across-the-board reduction of not more than ten percent (10%) of base salary applicable to all senior executives of the Company;

(c) a reduction in the executive's bonus opportunity of five percent (5%) or more from the executive's bonus opportunity immediately preceding the change in control, except for an across-the-board reduction applicable to all senior executives of the Company;

(d) a failure to provide the executive with long-term incentive opportunities that in the aggregate are at least comparable to the long-term incentives provided to other senior executives at the Company;

(e) a reduction of at least 5% in aggregate benefits that the executive is entitled to receive under all employee benefit plans of the Company following a change in control compared to the aggregate benefits the executive was eligible to receive under all employee benefit plans maintained by the Company immediately preceding the change in control;

(f) a requirement that the executive be based at any office location more than 40 miles from the executive's primary office location immediately preceding the change in control, if such relocation increases the executive's commute by more than ten (10) miles from the executive's principal residence immediately preceding the change in control; or

(g) the failure of the Company to obtain the assumption of the agreement from any successor as provided in the agreement.

Under the CIC Agreements, "*incumbent director*" means: directors who either (i) are directors as of the date of the CIC Agreement, or (ii) are elected, or nominated for election, to the Board with the affirmative votes of at least a majority of the incumbent directors at the time of such election or nomination (but shall not include an individual whose election or nomination is in connection with an actual or threatened proxy contest relating to the election of directors to the Company).

If a change in control occurs and the executive officer experiences a qualifying termination and timely delivers a general release agreement, the CIC Agreements provide that Verisign will make the following payments and provide the following benefits to the executive officer (subject to a six month delay if and to the extent required by the deferred compensation rules set forth in and promulgated under Section 409A of the Code):

- a lump sum equal to the pro rata target bonus for the year in which the executive officer was terminated;
- a lump sum equal to a specified multiple of the sum of (i) the executive officer's annual base salary plus (ii) the average of the executive officer's target annual bonus amount for the last three full fiscal years prior to a change in control, or, if the executive officer was employed by the Company for fewer than three full fiscal years preceding the fiscal year in which the change in control occurs, the average target bonus for the number of full fiscal years the executive officer was employed by the Company before the change in control or the target bonus for the fiscal year in which the change in control occurs if the executive officer was not eligible to receive a bonus from the Company during any of the prior three fiscal years; the applicable multiples are 200% of the annual base salary and bonus for the CEO and 100% of the annual base salary and bonus for other executive officer participants;
- if the executive elects to continue medical coverage under COBRA, reimbursement of the total cost of the executive's premiums that would be required to provide health insurance coverage, for 24 months for the CEO and for 12 months for all other executives;

- immediate acceleration of vesting of all of the executive officer's unvested stock options and RSUs; however, if the consideration to be received by stockholders of the Company in connection with the change in control consists of substantially all cash or if the stock options and RSUs held by the executive officer are not assumed in the change in control, then all of the executive officer's then-unvested and outstanding stock options and RSUs shall vest immediately prior to the change in control regardless of whether or not there is a termination of employment in connection therewith; and
- if PSUs are accelerated, and the performance period has not been completed, the amount payable is computed as if the performance has been satisfied at the target level.

In addition, the CIC Agreements include the following terms and conditions:

- to the extent any change in control payments or benefits are characterized as excess parachute payments within the meaning of Section 4999 of the Code, and such characterization would subject the executive officer to a federal excise tax due to that characterization, the executive officer's termination benefits will be reduced to an amount so that none of the amounts payable constitute excess parachute payments if this would result in the executive officer's receipt, on an after-tax basis, of the greatest amount of termination and other benefits, after taking into account applicable federal, state and local taxes, including the excise tax under Section 4999 of the Code;
- an initial term ending on August 24, 2012 and automatic renewal for one-year periods thereafter unless the Board terminates the CIC Agreement at least 90 days before the end of the then-current term, provided that such termination shall not be effective until the last day of the then-current term; and
- the executive officer is prohibited from soliciting employees of Verisign or competing against Verisign for a period of twelve months following termination.

The following table shows the equity awards that would have vested for our NEOs as of December 31, 2018, as well as the additional cash compensation payable to our NEOs, if any, under the change in control and termination scenarios described above. The value of the accelerated equity is based on the closing price of our common stock on December 31, 2018, which was \$148.29 per share.

#### Termination and Change in Control Benefit Estimates as of December 31, 2018

Named Executive Officer	Value of Cash and Continued Health Benefits \$(1)	Value of Accelerated Stock Awards (\$)
	Change in Control plus Qualifying Termination	Death, Disability or Change in Control plus Qualifying Termination(2)
D. James Bidzos .....	5,162,802	34,939,497
Todd B. Strubbe.....	1,444,305	11,634,982
George E. Kilguss, III.....	1,251,799	10,137,846
Thomas C. Indelicarto .....	1,126,727	6,973,782

(1) To the extent any payments made or benefits provided upon termination of an executive officer's employment constitute deferred compensation subject to Section 409A of the Code, payment of such amounts or provision of such benefits will be delayed for six months after the executive officer's separation from service if and to the extent required under Section 409A.

(2) If the equity awards held by the executive are not assumed upon a change in control or the consideration to be received by stockholders consists of substantially all cash, then all such equity awards shall have their vesting and exercisability accelerated in full immediately prior to the change in control regardless of whether there is a qualifying termination.



## Equity Compensation Plan Information

The following table sets forth information about our common stock that may be issued upon the exercise of options, warrants and rights under all of our existing equity compensation plans as of December 31, 2018.

### EQUITY COMPENSATION PLAN INFORMATION

Plan Category	Equity Compensation Plan Information		
	(A)	(B)	(C)
	Number of securities to be issued upon exercise of outstanding options, warrants and rights(1)	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (A))
Equity compensation plans approved by stockholders (2) .....	1,221,517	\$ 0.00	11,705,704 (3)
Equity compensation plans not approved by stockholders .....	—	\$ —	—
Total .....	1,221,517	\$ 0.00	11,705,704

- (1) Only includes shares subject to RSUs outstanding as of December 31, 2018 that were issued under the 2006 Plan. Excludes purchase rights accruing under the 2007 Employee Stock Purchase Plan (the “2007 Purchase Plan”), which has a remaining stockholder-approved reserve of 3,290,545 shares as of December 31, 2018. There are no outstanding options or warrants.
- (2) Includes the 2006 Plan and the 2007 Purchase Plan.
- (3) Consists of shares available for future issuance under the 2006 Plan and the 2007 Purchase Plan. As of December 31, 2018, an aggregate of 8,415,159 shares and 3,290,545 shares of common stock were available for issuance under the 2006 Plan and the 2007 Purchase Plan, respectively, including 103,015 shares purchased under the 2007 Purchase Plan in January 2019. In addition to options and RSUs, shares can be granted under the 2006 Plan pursuant to stock appreciation rights, restricted stock awards, stock bonuses and performance shares.

## CEO Pay Ratio

As required by Item 402(u) of Regulation S-K, we are providing the ratio of the annual total compensation of our CEO, Mr. Bidzos, to the annual total compensation of our median employee. For 2018, the annual total compensation of the median employee was \$189,290, and the annual total compensation of our CEO, as reported in the Summary Compensation Table included on page 24 of this Proxy Statement, was \$9,162,786.

Based on this information for 2018, the ratio of our CEO’s annual total compensation to the annual total compensation of our median employee was 48:1. We believe this pay ratio is a reasonable estimate calculated in a manner consistent with applicable rules of the SEC using the data and assumptions summarized below. The SEC’s rules for identifying the median compensated employee and calculating the pay ratio based on that employee’s annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. Accordingly, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices and may use different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

The 2018 median employee was determined based on the total 2018 target direct compensation for all our employees (other than our CEO), who were employed as of December 31, 2018, consistent with the approach taken in the 2017 CEO Pay Ratio determination. For purposes of this pay ratio, we defined target direct compensation as the sum of annual base salary determined as of December 31, 2018, target annual bonus for the 2018 performance year, and the grant date value of annual equity grants in 2018. We applied our compensation measure consistently to all of our employees. Salaries for international employees were converted to U.S. dollars based on the applicable foreign exchange rates at December 31, 2018. Once we identified our 2018 median employee, we then determined that employee’s annual total compensation in the same manner that we determine the total compensation of our NEOs for purposes of the Summary Compensation Table disclosed above. This annual total compensation amount for our median employee was then compared to the 2018 total compensation of our CEO as reported in the Summary Compensation Table to determine the pay ratio.

## POLICIES AND PROCEDURES WITH RESPECT TO TRANSACTIONS WITH RELATED PERSONS

Verisign's Audit Committee has approved a written *Policy for Entering into Transactions with Related Persons* (the "Related Person Transaction Policy") which sets forth the requirements for review, approval or ratification of transactions between Verisign and "related persons," as such term is defined under Item 404 of Regulation S-K.

Pursuant to the terms of the Related Person Transaction Policy, the Audit Committee shall review, approve or ratify the terms of any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which (i) Verisign was or is to be a participant and (ii) a related person has or will have a direct or indirect material interest ("Related Person Transaction"), *except* for those transactions, arrangements or relationships specifically listed in the Related Person Transaction Policy that do not require approval or ratification. In determining whether to approve or ratify a Related Person Transaction, the Audit Committee will take into account, among other factors it deems appropriate, whether the Related Person Transaction terms are no more favorable to the related person than terms generally available to an unaffiliated third-party under the same or similar circumstances and the materiality of the related person's direct or indirect interest in the transaction.

Prior approval of the Audit Committee shall be required for the following Related Person Transactions:

- Any Related Person Transaction to which a related person is a named party to the underlying agreement or arrangement; *provided, however*, certain agreements or arrangements between Verisign and a related person concerning employment and any compensation solely resulting from employment or concerning compensation as a member of the Board that have, in each case, been entered into or approved in accordance with policies of Verisign shall not be subject to prior approval of the Audit Committee;
- Any Related Person Transaction involving an indirect material interest of a related person where the terms of the agreement or arrangement are not negotiated on an arm's length basis or where the Related Person Transaction is not a transaction in the ordinary course of business; and
- Any Related Person Transaction where the total transaction value exceeds \$1,000,000.

On a quarterly basis, the Audit Committee shall review and, if determined by the Audit Committee to be appropriate, ratify any Related Person Transactions not requiring prior approval of the Audit Committee pursuant to the Related Person Transaction Policy.

In the event Verisign proposes to enter into a transaction with a related person who is a member of the Audit Committee or an immediate family member of a member of the Audit Committee, prior approval by a majority of the disinterested members of the Board shall be required. No Audit Committee member nor his or her immediate family member, who is a party to a proposed transaction, shall participate in any discussion or approval of such transaction, except to provide all material information concerning the Related Person Transaction.

The following Related Person Transactions shall not require approval or ratification by the Audit Committee:

- Payment of compensation to executive officers in connection with their employment with Verisign; *provided* that such compensation has been approved in accordance with policies of Verisign.
- Remuneration to directors in connection with their service as a member of the Board; *provided* that such remuneration has been approved in accordance with policies of Verisign.
- Reimbursement of expenses incurred in exercising duties as an officer or director of Verisign; *provided* that such reimbursement has been approved in accordance with policies of Verisign.
- Any transaction with another company at which a related person's only relationship is as a director or beneficial owner of less than 10% of that company's equity interests, if the aggregate amount involved does not exceed \$1,000,000.
- Any transaction with a related person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.
- Any transaction involving a related person where the rates or charges involved are determined by competitive bids, or the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.
- Any transaction where the related person's interest arises solely from the ownership of Verisign's common stock and all holders of Verisign's common stock received the same benefit on a pro rata basis (e.g., dividends).

There are no transactions required to be reported under Item 404(a) of Regulation S-K where the Related Person Transaction Policy did not require review, approval or ratification, or where the Related Person Transaction Policy was not followed during 2018.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Since January 1, 2018, there has not been, nor is there currently proposed, any transaction or series of similar transactions to which we or any of our subsidiaries are or were to be a party in which the amount involved exceeded or will exceed \$120,000 and in which any director, executive officer or beneficial holder of more than 5% of the common stock of Verisign or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest.

**PROPOSAL NO. 3**

**RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has selected KPMG LLP as our independent registered public accounting firm to perform the audit of our consolidated financial statements for the year ending December 31, 2019, and, as a matter of good corporate governance, our stockholders are being asked to ratify this selection. Representatives of KPMG LLP are expected to be present at the Annual Meeting and will have the opportunity to make a statement at the Annual Meeting if they desire to do so and are expected to be available to respond to appropriate questions.

**The Board Recommends a Vote “FOR” the Ratification of the Selection of KPMG LLP as our Independent Registered Public Accounting Firm for the Year Ending December 31, 2019.**

## PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table presents fees billed for professional services rendered by KPMG LLP for the audit of our annual consolidated financial statements for the years ended December 31, 2018 and December 31, 2017, and fees billed for other services provided by KPMG LLP, in each of the last two completed years.

	<b>2018 Fees</b>	<b>2017 Fees</b>
Audit fees (1) .....	\$ 1,634,002	\$ 1,958,979
Audit-related fees.....	—	—
Tax fees.....	—	—
All other fees.....	—	—
Total Fees.....	<u>\$ 1,634,002</u>	<u>\$ 1,958,979</u>

(1) Audit Fees consist of fees for the integrated audit of the Company's annual financial statements, the review of the interim financial statements included in the Company's Quarterly Reports on Form 10-Q and other professional services provided in connection with statutory and regulatory filings or engagements for those years.

### Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors

Per the Audit Committee's Charter, the Audit Committee, or a designated member of the Audit Committee, pre-approved all audit and permissible non-audit services provided by the independent registered public accounting firm. These services included audit services, audit-related services, tax services and other services. Any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date.

### Report of the Audit Committee

The Audit Committee is composed of three directors who meet the independence and experience requirements of The Nasdaq Stock Market Rules. The Audit Committee operates under a written charter adopted by the board of directors (the "Board") of VeriSign, Inc. ("Verisign"). The members of the Audit Committee are Messrs. Tomlinson (Chairperson) and Moore, and Ms. Cote. The Audit Committee met five times during fiscal 2018.

Management is responsible for the preparation, presentation and integrity of Verisign's financial statements, accounting and financial reporting principles and internal controls and processes designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting standards and applicable laws and regulations (the "Internal Controls"). The independent registered public accounting firm, KPMG LLP ("KPMG"), is responsible for performing an independent audit of Verisign's consolidated financial statements and the effectiveness of the Company's internal control over financial reporting in accordance with standards of the Public Company Accounting Oversight Board (United States) and for issuing reports thereon.

The Audit Committee is responsible for oversight of Verisign's financial, accounting and reporting processes and its compliance with significant applicable legal and regulatory requirements. The Audit Committee is also responsible for the appointment, compensation and oversight of Verisign's independent registered public accounting firm, including (i) annually evaluating the independent registered public accounting firm's qualifications and performance, (ii) annually reviewing and confirming the independent registered public accounting firm's independence, (iii) reviewing and approving the planned scope of the annual audit, (iv) overseeing the audit work of the independent registered public accounting firm, (v) reviewing and pre-approving any non-audit services that may be performed by the independent registered public accounting firm, which are considered in the evaluation of the independent registered public accounting firm's independence, (vi) annually reviewing with management and the independent registered public accounting firm the adequacy of Verisign's Internal Controls, (vii) annually reviewing Verisign's critical accounting policies, and the application of accounting principles, and (viii) overseeing the conduct of the annual audit, including the oversight of the resolution of any issues identified by the independent registered public accounting firm. In evaluating the independent registered public accounting firm's qualifications and performance, the Audit Committee considers the firm's audit quality, its global capabilities and technical resources, the reasonableness of its fees, its communications with the Audit Committee, its independence, its knowledge of Verisign and its tenure as Verisign's independent registered public accounting firm as well as regulatory reviews of the firm and the firm's responses thereto. As part of this evaluation, the Audit Committee considers information provided by the firm as well as from management, including from the Chief Financial Officer, Controller and Vice President of Internal Audit.

To ensure the independence of Verisign's independent registered public accountant, we follow the applicable laws, rules and regulations regarding the rotation of audit partners, including Rule 2-01 of Regulation S-X. The Audit Committee is involved in the selection of the audit partner when a rotational change is required.

During fiscal 2018, the Audit Committee met privately with KPMG to discuss the results of the audit, evaluations by the independent registered public accounting firm of Verisign's Internal Controls, and the quality of Verisign's financial reporting. In addition, during its regularly scheduled meetings, the Audit Committee met privately with each of Verisign's Chief Financial Officer, General Counsel and Compliance Officer, Vice President of Internal Audit, and Controller to discuss various legal, accounting, auditing and internal control matters.

The Audit Committee has reviewed and discussed the audited consolidated financial statements contained in Verisign's Annual Report on Form 10-K for the year ended December 31, 2018 with management. This review included a discussion of the accounting principles, reasonableness of significant judgments, and clarity of disclosures in the consolidated financial statements. Management represented to the Audit Committee that Verisign's consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America and the Audit Committee has reviewed and discussed the consolidated financial statements with KPMG.

The Audit Committee has discussed with KPMG the matters required to be discussed under the applicable rules adopted by the Public Company Accounting Oversight Board. In addition, the Audit Committee has received from KPMG the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding KPMG's communications with the Audit Committee concerning independence, and the Audit Committee has discussed with KPMG their independence.

Based upon the review and discussions referred to above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in Verisign's Annual Report on Form 10-K for the year ended December 31, 2018, for filing with the SEC.

This report is submitted by the Audit Committee  
Timothy Tomlinson (Chairperson)  
Kathleen A. Cote  
Roger H. Moore

## PROPOSAL NO. 4

### STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD ADOPT AN INDEPENDENT CHAIR POLICY

John Chevedden has submitted a stockholder proposal for consideration at the Annual Meeting. Mr. Chevedden's address is 2215 Nelson Avenue, No. 205, Redondo Beach, CA 90278. We have been notified that Mr. Chevedden has continuously owned no fewer than 50 shares of our common stock since June 2, 2017. If properly presented at the Annual Meeting, the Board unanimously recommends a vote "AGAINST" the following proposal. The affirmative vote of the holders of a majority of the shares of our common stock present in person or represented by proxy and entitled to vote at the Annual Meeting will be required to approve the stockholder proposal. Mr. Chevedden has requested that the proposal set forth in the box below be presented for a vote at the Annual Meeting:

#### Proposal 4 - Independent Board Chairman

Shareholders request our Board of Directors to adopt as a policy, and amend our governing documents as necessary, to require henceforth that the Chair of the Board of Directors, whenever possible, to be an independent member of the Board. The Board would have the discretion to phase in this policy for the next Chief Executive Officer transition, implemented so it does not violate any existing agreement.

If the Board determines that a Chairman, who was independent when selected is no longer independent, the Board shall select a new Chairman who satisfies the requirements of the policy within a reasonable amount of time. Compliance with this policy is waived if no independent director is available and willing to serve as Chairman. This proposal requests that all the necessary steps be taken to accomplish the above.

This proposal topic won 50%-plus support at 5 major U.S. companies in 2013 including 73%-support at Netflix. These 5 majority votes would have been still higher if all shareholders had access to independent proxy voting advice.

This proposal is more important to VeriSign shareholders because our Lead Director Louis Simpson had 14-years long-tenure which is the opposite of independence in a director. And a Lead Director needs a high level of independence to be effective. It has been 8-years since the Mr. Simpson served on the board of any other major company. Also our CEO/Chairman James Bidzos received the 2<sup>nd</sup> highest negative votes of any director in 2018 which may indicate a need for a change in combining the roles of Chairman and CEO.

Stockholder proposals such as this have taken a leadership role in improving the governance rules of our company. After receiving shareholder proposals VeriSign adopted a limited right of shareholders to call a special meeting (2014), adopted shareholder proxy access (2016) and adopted a more shareholder-friendly version of the right of shareholders to call a special meeting (2018).

An independent Chairman is best positioned to build up the oversight capabilities of our directors while our CEO addresses the challenging day-to-day issues facing the company. The roles of Chairman and CEO are fundamentally different and should be held by 2 directors, a CEO and a Chairman who is completely independent.

Please vote yes:

#### **Independent Board Chairman - Proposal 4**

#### **The Board recommends a vote "AGAINST" this proposal:**

The Board is committed to sound corporate governance policies and practices, which allow stockholders to voice their opinions as well as drive stable, long-term value for stockholders. The Board has carefully reviewed this proposal and for the following reasons believes adopting the policy set forth in this proposal would not be in the best interest of our stockholders and recommends voting "AGAINST" this proposal.

#### **The Current Board Leadership Structure Provides Effective, Independent Board Oversight**

The Board evaluates the Board leadership structure at least once a year and believes that the current construct provides effective, independent oversight of the Company, while also maintaining clear lines of communication and effective administration. The Board has selected Mr. Bidzos as Chairman, as it not only believes that Mr Bidzos' role in managing the Company has been instrumental in the Company generating and delivering stockholder value, but also believes that his experience positions him well to work on the key policy and operational matters that help the Company operate in the long-term interests of the stockholders - and thus provide critical guidance in leading the Board.

The Board also has appointed Mr. Simpson as Lead Independent Director, a position with robust responsibilities. Under the Company's Corporate Governance Principles, the Lead Independent Director's responsibilities include:

(a) presiding at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors;

- (b) serving as liaison between the Chairman and the independent directors;
- (c) working with the Chairman to facilitate timely and appropriate information flow to the Board;
- (d) reviewing and approving agendas and schedules for meetings of the Board;
- (e) exercising such other powers and duties as from time to time may be assigned to him by the Board; and
- (f) meeting with significant shareholders, as appropriate.

In addition, under the Company’s Corporate Governance Principles, the Lead Independent Director has the authority to call executive sessions of the independent directors. The Board believes that Mr. Simpson’s experience and knowledge of the Company as well as his experience as a business executive and his past service on the boards of over fifteen public companies benefits stockholders in this role and makes him an effective liaison between the independent directors, the Chairman and management of the Company. The independent directors meet separately without management in regular executive sessions, presided over by the Lead Independent Director. At these executive sessions, the independent directors discuss any matters they deem appropriate, including, but not limited to, discussions of the evaluations of the Chief Executive Officer, management succession planning and board effectiveness.

**The Effectiveness of the Board’s Leadership Structure is Demonstrated by the Company’s Strong Financial Performance**

We believe the effectiveness of the Company’s current leadership structure, which provides the Board the flexibility to separate or combine the Chairman and Chief Executive Officer roles when appropriate, is demonstrated by the Company’s recent financial performance. In the latter part of 2011, the Board determined to combine the Chairman and Chief Executive Officer roles and appointed Mr. Bidzos, who was already serving as Chairman, as the Chief Executive Officer. Since then, the Company’s financial performance has shown a consistent and improving track record. As noted in the Company’s financial results, annual revenue and operating income have grown sequentially for seven straight years and cash flow from operations has significantly expanded since 2011. During this period, the Company has returned over \$4.8 billion to stockholders in the form of share repurchases. In addition, the Company’s Total Shareholder Return (TSR) has outperformed the TSR of the S&P 500 Index over 1-year, 3-year and 5-year periods as shown below.

Annualized TSR as of 12/31/2018 (assumes reinvestment of any dividends)	1-Year	3-Year	5-Year
<b>Verisign</b>	29.4%	19.3%	19.9%
<b>S&amp;P 500</b>	-4.4%	9.2%	8.5%

**The Board Leadership Structure Should Be Evaluated Based on the Company’s Evolving Needs and Not Limited to the Proposal’s “One-Size-Fits-All” Approach**

Under Delaware law, the Company’s directors have a fiduciary duty to determine the appropriate Board leadership structure for the Company based on the Company’s specific circumstances at the time. As discussed above under “Corporate Governance-Board Leadership Structure,” the Company’s governing documents provide the Board with the flexibility to select the most appropriate Board leadership structure for the Company, including separating or combining the Chairman and Chief Executive Officer roles when appropriate. This flexibility benefits the Company and its stockholders because it allows the Board to determine the optimal leadership structure based on existing challenges and opportunities. In addition, there have been times in the Company’s history when the Board has chosen to separate the role of Chairman and Chief Executive Officer based on the Company’s specific circumstances at the time. Thus, the Board believes that it is important for it to continue to determine on a case-by-case basis the most effective leadership structure for the Company, rather than take the rigid “one-size-fits-all” approach requested by this proposal.

**The Company’s Strong Corporate Governance Policies and Practices Provide Effective Independent Board Oversight**

The Board is committed to good corporate governance and has adopted policies and practices that promote Board independence and effective oversight of management, for example:

- Directors are elected annually and by a majority of the votes cast in uncontested elections.
- Stockholders have meaningful proxy access and special meeting rights.
- All but one director on the Board (Mr. Bidzos, the Company’s Chairman, Executive Chairman, President and Chief Executive Officer) are independent, as defined under Nasdaq’s director independence standards. Independent directors thus compose approximately 86% of the Board, well above the majority required by Nasdaq.
- The Board is committed to recruiting and retaining highly qualified, independent directors, including both experienced members and new voices. As described in their biographies above, the independent directors possess strong business experience and skills to oversee management, and two of the independent directors joined the Board in the last five years.



- The Audit Committee, the Corporate Governance and Nominating Committee and the Compensation Committee are each composed entirely of independent directors. This entrusts oversight of critical matters to independent directors, such as the integrity of the Company's financial statements, the evaluation of the Board and its committees, and the compensation of executive officers.
- The Board conducts an annual self-evaluation to determine whether it and its committees are functioning effectively.
- The Corporate Governance and Nominating Committee annually recommends to the Board whether each director should be nominated for election to an additional one-year term.

**The Board Recommends a Vote “AGAINST” this proposal for the reasons discussed above. Proxies solicited by the Board will be voted “AGAINST” this proposal unless a stockholder indicates otherwise on the proxy card.**

## OTHER INFORMATION

### **Stockholder Proposals and Nominations for the 2020 Annual Meeting of Stockholders**

We strongly encourage any stockholder interested in submitting a stockholder proposal to contact our Secretary in advance of the applicable deadline described below to discuss the proposal. Our Corporate Governance and Nominating Committee reviews all stockholder proposals and makes recommendations to the Board for action on such proposals. For information on recommending individuals for consideration as director nominees, see “Corporate Governance—Corporate Governance and Nominating Committee” elsewhere in this Proxy Statement.

We engage in a continuous quality improvement approach to corporate governance practices. We monitor and evaluate trends and events in corporate governance and compare and evaluate new developments against our current practices; we understand that corporate governance is not in a static state with regard to numerous topic areas. We seek and receive input from stockholders and other commentators on our practices and policies, and our Board and our Corporate Governance and Nominating Committee consider this input when reviewing proposals to change practices or policies.

#### ***Proposals for Inclusion in Proxy Statement***

Under Rule 14a-8 under the Exchange Act, some stockholder proposals may be eligible for inclusion in our proxy statement for our 2020 Annual Meeting of Stockholders (other than nominees for director). These stockholder proposals must comply with Rule 14a-8 and must be submitted, along with proof of ownership of our stock in accordance with Rule 14a-8, to our Secretary at VeriSign, Inc., 12061 Bluemont Way, Reston, Virginia 20190. Failure to deliver a proposal in accordance with this procedure may result in the proposal not being deemed timely received. We must receive all submissions no later than 6:00 p.m. Eastern Time on December 13, 2019. Submitting a stockholder proposal does not guarantee that we will include it in our proxy statement for our 2020 Annual Meeting of Stockholders.

#### ***Director Nominations for Inclusion in Proxy Statement (Proxy Access)***

Our Bylaws permit a stockholder (or a group of up to 20 stockholders) that has continuously owned at least 3% of the outstanding shares of our common stock entitled to vote in the election of directors for at least three years, to nominate and include in our proxy statement for an annual meeting of stockholders up to the greater of two individuals or 20% of the number of the directors then in office so long as the nominating stockholder(s) and the nominee(s) satisfy the eligibility, procedural and disclosure requirements in our Bylaws. For our proxy statement for our 2020 Annual Meeting of Stockholders, notice of a proxy access nomination must be delivered to our Secretary at VeriSign, Inc., 12061 Bluemont Way, Reston, Virginia 20190 no earlier than 6:00 p.m. Eastern Time on November 13, 2019 and no later than 6:00 p.m. Eastern Time on December 13, 2019. The notice must include the information required by our Bylaws, including information concerning the nominee and information about the stockholder’s ownership of and agreements related to our common stock. If our 2020 Annual Meeting of Stockholders is held more than 30 days before or after the anniversary of our 2019 Annual Meeting of Stockholders, a stockholder seeking to nominate a candidate for election to the Board pursuant to the proxy access provisions of our Bylaws must submit notice of any such nomination no earlier than 6:00 p.m. Eastern Time on the 150th day prior to our 2020 Annual Meeting of Stockholders and no later than 6:00 p.m. Eastern Time on the later of the 120th day prior to our 2020 Annual Meeting of Stockholders or the 10th day following the day on which the date of our 2020 Annual Meeting of Stockholders is first publicly announced by us.

#### ***Other Proposals and Nominations***

Our Bylaws govern the submission of nominations for director or other business proposals that a stockholder wishes to have considered at a meeting of our stockholders, but which are not included in our proxy statement for that meeting. Under the advance notice provisions of our Bylaws, written notice of any such nominations for directors or other business proposals must be delivered to our Secretary at VeriSign, Inc., 12061 Bluemont Way, Reston, Virginia 20190, no earlier than 6:00 p.m. Eastern Time on January 24, 2020 and no later than 6:00 p.m. Eastern Time on February 23, 2020. The notice must include the information required by these advance notice provisions. If our 2020 Annual Meeting of Stockholders is held more than 30 days before or more than 60 days after the anniversary of our 2019 Annual Meeting of Stockholders, a stockholder seeking to nominate a candidate for election to the Board or propose any business at our 2020 Annual Meeting of Stockholders, pursuant to these advance notice provisions, must submit notice of any such nomination or proposed business no earlier than 6:00 p.m. Eastern Time on the 120th day prior to our 2020 Annual Meeting of Stockholders and no later than 6:00 p.m. Eastern Time on the later of the 90th day prior to our 2020 Annual Meeting of Stockholders or the 10th day following the day on which the date of our 2020 Annual Meeting of Stockholders is first publicly announced by us. These advance notice provisions are separate from the requirements that a stockholder must meet in order to have a nominee or proposal included in the proxy statement.

## Other Business

The Board does not presently intend to bring any other business before the Annual Meeting, and, so far as is known to the Board, no matters are to be brought before the Annual Meeting except as specified in the Notice of the Annual Meeting. As to any business that may properly come before the Annual Meeting, the proxies received will be voted in accordance with the best judgment of the persons voting such proxies.

**Whether or not you expect to attend the Annual Meeting, please complete the proxy electronically as described on the Notice of Internet Availability of Proxy Materials and under “Internet and Telephone Voting” in this Proxy Statement, or alternatively, if you have requested paper copies of the proxy soliciting materials, please complete, date, sign and promptly return the proxy in the enclosed postage paid envelope or cast your vote by phone so that your shares may be represented at the Annual Meeting.**

### Communicating with Verisign

We have from time-to-time received calls from stockholders inquiring about the available means of communication with Verisign. We thought that it would be helpful to describe those arrangements that are available for your use.

- If you would like to receive information about Verisign, you may use one of these convenient methods:
  1. To have information such as our latest Annual Report on Form 10-K or Quarterly Report on Form 10-Q mailed to you, please email our Investor Relations Department at [ir@verisign.com](mailto:ir@verisign.com), and specify your mailing address, or call our Investor Relations Department at 1-800-922-4917 (U.S.) or 1-703-948-3447 (international).
  2. To view our website on the internet, use our internet address: [www.verisign.com](http://www.verisign.com). Our home page gives you access to product, marketing and financial data, and an on-line version of this Proxy Statement, our Annual Report on Form 10-K and other filings with the SEC. The information available on, or accessible through, this website is not incorporated herein by reference.
- If you would like to write to us, please send your correspondence to the following address:

VeriSign, Inc.  
Attention: Investor Relations  
12061 Bluemont Way  
Reston, Virginia 20190

or via email at [ir@verisign.com](mailto:ir@verisign.com).
- If you would like to inquire about stock transfer requirements, lost certificates and change of stockholder address, please call our transfer agent, Computershare Inc. at 1-877-255-1918. Foreign stockholders please call 1-201-680-6578. You may also visit their website at <http://www.computershare.com/investor> for step-by-step transfer instructions.

**WE WILL PROVIDE, WITHOUT CHARGE, UPON THE WRITTEN REQUEST OF ANY STOCKHOLDER, A COPY OF OUR 2018 ANNUAL REPORT ON FORM 10-K, INCLUDING THE FINANCIAL STATEMENTS AND THE FINANCIAL STATEMENT SCHEDULES REQUIRED TO BE FILED WITH THE SEC PURSUANT TO RULE 13A-1. STOCKHOLDERS SHOULD DIRECT SUCH REQUESTS TO INVESTOR RELATIONS AT 12061 BLUEMONT WAY, RESTON, VIRGINIA, OR BY EMAIL AT [IR@VERISIGN.COM](mailto:IR@VERISIGN.COM).**

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# BOARD OF DIRECTORS

## **D. James Bidzos**

Chairman of the Board of Directors  
Executive Chairman,  
President and Chief Executive Officer  
VeriSign, Inc.

## **Jamie S. Gorelick**

Partner  
Wilmer Cutler Pickering Hale and Dorr LLP

## **Timothy Tomlinson**

Former General Counsel  
Portola Minerals Company

## **Kathleen A. Cote**

Former Chief Executive Officer  
Worldport Communications, Inc.

## **Roger H. Moore**

Former President and Chief Executive Officer  
Illuminet Holdings, Inc.

## **Thomas F. Frist III**

Principal  
Frist Capital, LLC

## **Louis A. Simpson**

Chairman  
SQ Advisors, LLC

# EXECUTIVE OFFICERS

## **D. James Bidzos**

Chairman of the Board of Directors  
Executive Chairman,  
President, and Chief Executive Officer

## **George E. Kilguss, III**

Executive Vice President,  
Chief Financial Officer

## **Todd B. Strubbe**

Executive Vice President,  
Chief Operating Officer

## **Thomas C. Indelicarto**

Executive Vice President,  
General Counsel, and Secretary

# INVESTOR INFO

Quarterly earnings releases, corporate news releases, and Securities and Exchange Commission filings are available by contacting Verisign Investor Relations or through our website at <https://investor.verisign.com>. **A copy of Verisign's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, containing additional information of possible interest to stockholders will be sent without charge to any stockholder who requests it. Please direct your request to Verisign Investor Relations at the address at right.**

## **VERISIGN INVESTOR RELATIONS**

12061 Bluemont Way  
Reston, VA 20190  
Phone: + 1 800 922 4917  
Int'l: + 1 703 948 3447  
Email: [ir@verisign.com](mailto:ir@verisign.com)  
<https://investor.verisign.com/>

## **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

KPMG LLP  
1676 International Drive, Suite 1200  
McLean, VA 22102

## **TRANSFER AGENT**

If you have questions concerning stock certificates, change of address, consolidation of accounts, transfer of ownership, or other stock account matters, please contact Verisign's transfer agent:

## **Computershare Inc.**

P.O. Box 505000  
Louisville, KY 40233  
Phone: + 1 877 255 1918  
Int'l: + 1 201 680 6578  
<http://www.computershare.com/investor>

## **STOCK EXCHANGE LISTING**

NASDAQ Stock Market  
Ticker Symbol: VRSN



# ABOUT VERISIGN

Verisign, a global provider of domain name registry services and internet infrastructure, enables internet navigation for many of the world's most recognized domain names. Verisign enables the security, stability, and resiliency of key internet infrastructure and services, including providing root zone maintainer services, operating two of the 13 global internet root servers, and providing registration services and authoritative resolution for the .com and .net top-level domains, which support the majority of global e-commerce. To learn more about what it means to be Powered by Verisign, please visit [Verisign.com](http://Verisign.com).

## WORLDWIDE

### UNITED STATES:

12061 Bluemont Way  
Reston, VA 20190  
Phone: + 1 703 948 3200

### EUROPE:

Route du Petit Moncor 1E  
2nd Floor  
CH-1752 Villars sur Glane  
Switzerland  
Phone: + 41 (0) 26 408 7778

### ASIA:

807-A, Park Centra  
Sector-30 NH-8  
Gurgaon, Haryana  
India  
Phone: + 91 12 4429 2600

Suite 1517 and Suite 1520, 15/F  
Office Building A, Parkview Green  
9 Dongdaqiao Road  
Chaoyang District, Beijing, 100020  
PRC  
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### AUSTRALIA:

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Phone: + 61 3 9926 6700



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