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

FORM 8-K

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

Date of Report (Date of earliest event reported): August 24, 2009

VERISIGN, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-23593

(Commission File Number)

94-3221585

(IRS Employer Identification No.)

487 East Middlefield Road, Mountain View, CA

(Address of Principal Executive Offices)

94043

(Zip Code)

(650) 961-7500

(Registrant's Telephone Number, Including Area Code)

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 1.01 Entry into a Material Definitive Agreement.

On August 24, 2009, VeriSign, Inc. (the “Company”) and certain of its foreign subsidiaries entered into an acquisition agreement (the “Agreement”) with Syniverse Holdings, Inc., a Delaware corporation (the “Purchaser”) for the sale of the Company’s Inter-Carrier Gateway, Premium Messaging Gateway, PictureMail/Integrated Multimedia Message Service (“MMS”) and Mobile Enterprise Solutions businesses (collectively, the “VM3 Business”) for a purchase price of \$175.0 million, subject to certain adjustments to reflect fluctuations in working capital. The VM3 Business provides short message service and MMS delivery across various networks, managed infrastructure services for wireless service providers, end-to-end MMS infrastructure and applications to Tier-1 and Tier-2 mobile operators and messaging services through a standard rated messaging aggregation platform. Closing of the transaction is conditioned on the expiration of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act and other customary closing conditions.

Pursuant to the Agreement, the Purchaser will acquire substantially all of the assets associated with the VM3 Business, including (i) all of the equity interests owned by the Company in VeriSign ICX Corporation, a Delaware corporation and wholly-owned subsidiary of the Company, which owns a substantial portion of the VM3 Business assets and (ii) certain other assets including (a) certain contracts related to the VM3 Business, (b) certain accounts receivable and prepaid expenses of the VM3 Business, (c) certain office furniture, computers, servers and other equipment, (d) ownership of or the right to use certain intellectual property required for the conduct of the VM3 Business, (e) certain claims, causes of action and rights relating to the VM3 Business accruing after the closing of the sale and (f) all of the Company’s goodwill in the VM3 Business as a going concern. The Purchaser will also hire certain employees of the Company who are currently employed in the VM3 Business.

The Purchaser will not acquire the right to use “VeriSign” or any other trademarks, trade names, logos or other service marks of VeriSign, Inc. or its retained subsidiaries. Agreements for the transfer of foreign assets of the VM3 Business may be entered into where advisable or required under the law of foreign jurisdictions. The Purchaser generally will assume only those liabilities associated with the VM3 Business that arise after the closing. The Company generally will retain all other liabilities, including all liabilities (pre- and post-closing) arising from litigation associated with the Company’s MDG business (mQube, Inc.), which is not included in the VM3 Business, and certain pre- and post-closing liabilities arising from specified infringement actions pending against the PictureMail component of the VM3 Business.

Both the Company and the Purchaser have agreed to indemnify the other party against certain losses, subject to certain limitations. The Company has agreed not to compete with the Purchaser in the VM3 Business until June 30, 2013, and has agreed not to solicit former employees of the divested business (with certain limited exceptions) for a period of one year from closing. Simultaneously with the closing of the sale, the Company expects to enter into a Transition Services Agreement with the Purchaser; the Company does not consider the Transition Services Agreement to be independently material.

The Agreement also contains customary termination rights. These include, subject to certain conditions, termination by (i) mutual consent of the Company and the Purchaser; (ii) either party if the transaction has not closed by June 30, 2010, subject to an extension to October 31, 2010 that may be required by either party if required regulatory approvals have not been obtained by June 30, 2010; and (iii) either party if the conditions to such party’s obligation to complete the transaction become incapable of satisfaction. If the transaction is terminated by the Purchaser or the Company in certain circumstances, the Purchaser is required to pay the Company a termination fee.

A copy of the press release announcing the agreement by the Company to sell the VM3 Business to the Purchaser is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release by VeriSign, Inc. dated August 25, 2009, announcing the agreement by VeriSign to sell the VM3 Business to Syniverse Holdings, Inc. for \$175 million cash.

SIGNATURE

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

VERISIGN, INC.

Date: August 26, 2009

By: /s/ Richard H. Goshorn

Name: Richard H. Goshorn

Title: Senior Vice President, General Counsel and
Secretary

VeriSign to Sell Messaging Business to Syniverse Holdings, Inc. for \$175 Million Cash

Mountain View, CA—August 25, 2009 — VeriSign, Inc. (NASDAQ: VRSN) today announced a definitive agreement to sell its Messaging Business to Tampa, Fla.-based Syniverse Holdings, Inc. (NYSE: SVR), for cash consideration of \$175 million, subject to working capital adjustments. The transaction is subject to certain closing conditions and regulatory approvals.

“Even under challenging economic conditions, we have continued to execute on our divestiture strategy through aligning with buyers with complementary strengths,” said Mark McLaughlin, president and CEO of VeriSign. “We are pleased to continue making progress on our divestiture program with this latest agreement with Syniverse.”

About VeriSign

VeriSign, Inc. (NASDAQ: VRSN) is the trusted provider of Internet infrastructure services for the networked world. Billions of times each day, VeriSign helps companies and consumers all over the world engage in communications and commerce with confidence. Additional news and information about the company is available at www.verisign.com.

VRSNF

Statements in this announcement other than historical data and information constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. These statements involve risks and uncertainties that could cause VeriSign’s actual results to differ materially from those stated or implied by such forward-looking statements. The potential risks and uncertainties include, among others, the uncertainty of future revenue and profitability and potential fluctuations in quarterly operating results due to such factors as increasing competition and pricing pressure from competing services offered at prices below our prices, market acceptance of our existing services and the current global economic downturn, the inability of VeriSign to successfully develop and market new services, the uncertainty of whether new services as provided by VeriSign will achieve market acceptance or result in any revenues and the risk that the sale of the VeriSign Messaging Business may not be consummated or may be delayed as a result of the inability to obtain required regulatory approvals or other reasons, may generate less proceeds than expected or may incur unanticipated costs or otherwise negatively affect VeriSign’s financial condition, results of operations or cash flows. More information about potential factors that could affect the company’s business and financial results is included in VeriSign’s filings with the Securities and Exchange Commission, including in the Company’s Annual Report on Form 10-K for the year ended December 31, 2008. Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. VeriSign undertakes no obligation to update any of the forward-looking statements after the date of this press release.

Contact Information:

Media relations:

Christina Rohall
crohall@verisign.com
650-336-4663

Investor Relations:

Nancy Fazioli
ir@verisign.com
650-426-5146