VERISIGN INC/CA
Form S-8
April 24, 2001

As filed with the Securities and Exchange Commission on April 24, 2001
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

VERISIGN, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	94-3221585 (I.R.S. Employer Identification No.)

VeriSign, Inc.
1350 Charleston Road
Mountain View, California 94043-1331
(Address of Principal Executive Offices, including Zip Code)

1998 Employee Stock Purchase Plan
(Full title of the plan)

Dana L. Evan
Chief Financial Officer
VeriSign, Inc.
1350 Charleston Road
Mountain View, California 94043-1331
(650) 961-7500
(Name, Address and Telephone Number of Agent for Service)

Copies to:
Jeffrey R. Vetter, Esq.
Fenwick & West LLP
Two Palo Alto Square
Palo Alto, California 94306

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Offering Pri
Common stock, $0.001 par value per share	1,986,785 (1)	$36.74 (2)	$72,994,

(1) Represents shares automatically reserved for issuance upon exercise of options granted under the Registrant's 1998 Employee Stock Purchase Plan. Shares available for issuance under the Employee Stock Purchase Plan were initially registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on January 30, 1998 (Registration No. 333-45237).

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act of 1933 and based upon the average of the high and low sales prices reported on the Nasdaq National Market on April 17, 2001. For the Employee Stock Purchase Plan, this amount is multiplied by 85%, which is the percentage of the price per share applicable to purchases under such plan.

REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E

This registration statement on Form S-8 registers 1,986,785 additional shares of common stock automatically reserved for issuance under the Registrant's 1998 Employee Stock Purchase Plan, pursuant to the terms of that plan. This registration statement on Form S-8 hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 (Registration No. 333-45237) filed with the Securities and Exchange Commission on January 30, 1998

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on this 24 day of April, 2001.

VERISIGN, INC.

By: /s/ Stratton D. Sclavos

Stratton D. Sclavos
President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Stratton D. Sclavos, Dana L. Evan, and James Ulam, and each of them acting individually, as his attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this registration statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection herewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or any substitute, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date

Principal Executive Officer And Director:		
/s/ Stratton D. Sclavos Stratton D. Sclavos	President, Chief Executive Officer and Director	April 24, 2001
Principal Financial and Principal Accounting Officer:		
/s/ Dana L. Evan Dana L. Evan	Executive Vice President of Finance and Administration and Chief Financial Officer	April 24, 2001
Additional Directors:		
/s/ D. James Bidzos D. James Bidzos	Chairman of the Board	April 24, 2001
/s/ William Chenevich William Chenevich	Director	April 24, 2001
/s/ Kevin R. Compton Kevin R. Compton	Director	April 24, 2001
/s/ David J. Cowan David J. Cowan	Director	April 24, 2001
/s/ Greg Reyes Greg Reyes	Director	April 24, 2001
/s/ Timothy Tomlinson Timothy Tomlinson	Director	April 24, 2001

EXHIBIT INDEX

Exhibit Number	Exhibit Title
5.01	Opinion of Fenwick & West LLP.
23.01	Consent of Fenwick & West LLP (included in Exhibit 5.01).
23.02	Consent of KPMG LLP
24.01	Power of Attorney (see page 2).