

VERISIGN INC/CA  
Form S-8  
August 04, 2004

As filed with the Securities and Exchange Commission on August 3, 2004

Registration No. 333-\_\_\_\_\_

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**UNITED STATES**  
**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.**

**487 East Middlefield Road**

**Mountain View, California 94043**

(Address of Principal Executive Offices)

**2001 Stock Incentive Plan**

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**1998 Employee Stock Purchase Plan**

(Full titles of the plans)

**Dana L. Evan**

**Chief Financial Officer**

**VeriSign, Inc.**

**487 East Middlefield Road**

**Mountain View, California 94043**

**(650) 961-7500**

(Name, Address and Telephone Number of Agent for Service)

*Copies to:*

**James M. Ulam, Esq.**

**Senior Vice President, General Counsel**

**VeriSign, Inc.**

**487 East Middlefield Road**

**Mountain View, California 94043**

**CALCULATION OF REGISTRATION FEE**

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<b>Title of each Class of</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed Maximum</b>	<b>Amount of</b>
<b>Securities to be Registered</b>	<b>to be</b>	<b>Maximum</b>	<b>Aggregate Offering</b>	<b>Registration</b>
	<b>Registered</b>	<b>Offering Price</b>	<b>Price</b>	<b>Fee</b>
		<b>Per Share</b>		
Common stock, \$0.001 par value per share	4,839,585(1)	\$17.38(3)	\$84,111,987(3)	\$10,657
Common stock, \$0.001 par value per share	2,419,793(2)	\$14.7730(3)	35,747,602(3)	4,529
Total	7,259,278			\$15,186

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- (1) Represents shares automatically reserved for issuance upon exercise of options granted under the Registrant's 2001 Stock Incentive Plan. Shares available for issuance under the 2001 Stock Incentive Plan were initially registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on September 21, 2001 (Registration No. 333-69818).

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- (2) Represents shares automatically reserved for issuance upon the exercise of options granted under the Registrant's 1998 Employee Stock Purchase Plan. Shares available for issuance under the 1998 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).
  
  - (3) 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 July 28, 2004. For the 1998 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.
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**REGISTRATION OF ADDITIONAL SHARES**  
**PURSUANT TO GENERAL INSTRUCTION E**

This registration statement on Form S-8 hereby incorporates by reference the contents of the following registration statements on Form S-8 filed by the Registrant with the Securities and Exchange Commission:

<u>Registration No.</u>	<u>Date of Filing</u>	<u>Plan Registered</u>
333-45237	January 30, 1998	1998 Employee Stock Purchase Plan
333-69818	September 21, 2001	2001 Stock Incentive Plan

**Item 8. Exhibits.**

**Exhibit**

**Number**

**Exhibit Descriptions**

4.01	Registrant's 1998 Employee Stock Purchase Plan, as amended October 22, 2003.
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 4).

**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 3<sup>rd</sup> day of August 2004.

**VERISIGN, INC.**

By: /s/ Stratton D. Sclavos  
Stratton D. Sclavos

President, Chief Executive Officer and Chairman of  
the Board

**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 or her attorney-in-fact, each with full power of substitution, for him or her 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:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<b>Principal Executive Officer</b>		
<b>And Director:</b>		
/s/ Stratton D. Sclavos _____	President, Chief Executive Officer	August 3, 2004
Stratton D. Sclavos	and Chairman of the Board  (Principal Executive Officer)	
<b>Principal Financial and</b>		
<b>Principal Accounting Officer:</b>		
/s/ Dana L. Evan _____	Executive Vice President, Finance	August 3, 2004
Dana L. Evan	and Administration and  Chief Financial Officer	

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(Principal Financial Officer and

Principal Accounting Officer)

**Additional Directors:**

<u>/s/ D. James Bidzos</u>	Vice Chairman of the Board	August 3, 2004
D. James Bidzos		
<u>/s/ William L. Chenevich</u>	Director	August 3, 2004
William L. Chenevich		
<u>/s/ Kevin R. Compton</u>	Director	August 3, 2004
Kevin R. Compton		
<u>/s/ Scott G. Kriens</u>	Director	August 3, 2004
Scott G. Kriens		
<u>/s/ Len J. Lauer</u>	Director	August 3, 2004
Len J. Lauer		
<u>/s/ Roger H. Moore</u>	Director	August 3, 2004
Roger H. Moore		
<u>/s/ Gregory L. Reyes</u>	Director	August 3, 2004
Gregory L. Reyes		
<u>/s/ William A. Roper, Jr.</u>	Director	August 3, 2004
William A. Roper, Jr.		

**EXHIBIT INDEX**

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