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VERISIGN INC/CA  
Form S-8  
April 12, 2002

As filed with the Securities and Exchange Commission on April 12, 2002  
Registration No. 333-

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, including Zip Code)

2001 Stock Incentive Plan  
(Full title of the plan)

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

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price
Common stock, \$0.001 par value per share	4,687,162 (1)	\$23.64 (2)	\$110,804,510

(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

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registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on September 21, 2001 (Registration No. 333-69818).

- (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 of VeriSign Common Stock reported on the Nasdaq National Market on April 10, 2002.

REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E

This registration statement on Form S-8 registers 4,687,162 additional shares of common stock automatically reserved for issuance under the Registrant's 2001 Stock Incentive 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. 333-69818) filed with the Securities and Exchange Commission on September 21, 2001.

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 12th day of April 2002.

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 M. 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:

Signature Title Date
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Principal Executive Officer
And Director:

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/s/ Stratton D. Sclavos                      President, Chief Executive Officer                      April 12, 2002  
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and Chairman of the Board  
Stratton D. Sclavos                      (Principal Executive Officer)

Principal Financial and  
Principal Accounting Officer:

/s/ Dana L. Evan                      Executive Vice President of Finance                      April 12, 2002  
-----  
and Administration and Chief  
Dana L. Evan                      Financial Officer (Principal Financial  
Officer and Principal Accounting  
Officer)

Additional Directors:

/s/ D. James Bidzos                      Vice Chairman of the Board                      April 12, 2002  
-----  
D. James Bidzos

/s/ William Chenevich                      Director                      April 12, 2002  
-----  
William Chenevich

/s/ Kevin R. Compton                      Director                      April 12, 2002  
-----  
Kevin R. Compton

/s/ David J. Cowan                      Director                      April 12, 2002  
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David J. Cowan

----- Director                      April 12, 2002  
Roger H. Moore

/s/ Scott G. Kriens                      Director                      April 12, 2002  
-----  
Scott G. Kriens

/s/ Greg Reyes                      Director                      April 12, 2002  
-----  
Greg Reyes

----- Director                      April 12, 2002  
Timothy Tomlinson

EXHIBIT INDEX

Exhibit Number	Exhibit Title
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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

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24.01 Power of Attorney (see page 2).