

VERISIGN INC/CA
Form S-4
May 27, 2015

As filed with the Securities and Exchange Commission on May 27, 2015
Registration Statement No. 333-

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

FORM S-4
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.)

12061 Bluemont Way

Reston, Virginia 20190

(703) 948-3200

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

THOMAS C. INDELICARTO, Esq.
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VeriSign, Inc.
12061 Bluemont Way
Reston, Virginia 20190
(703) 948-3200

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

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New York, New York 10006
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(Copies of all communications, including communications
sent to agent for service)

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller Reporting Company

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered	Proposed Maximum Offering Price per Security	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
5.25% Senior Notes due 2025	\$500,000,000	100%	\$500,000,000	\$58,100

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f) under the Securities Act of 1933, as amended.

(2) Calculated pursuant to Rule 457 under the Securities Act.

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[NEWYORK 3049265_6]

The information in this prospectus is not complete and may be changed. We may not sell these securities or consummate the exchange offer until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED MAY 27, 2015
PROSPECTUS

VeriSign, Inc.

Offer to Exchange

\$500,000,000 aggregate principal amount of 5.25% Senior Notes due April 1, 2025

(CUSIP Nos. 92343E AG7 and U9221B AB2)

for

\$500,000,000 aggregate principal amount of 5.25% Senior Notes due April 1, 2025

(CUSIP No. 92343E AH5)

that have been registered under the Securities Act of 1933, as amended (the "Securities Act")

The exchange offer will expire at 11:59 p.m.,
New York City time, on , 2015, unless extended.

We hereby offer, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal (which constitutes the "exchange offer"), to exchange up to \$500,000,000 aggregate principal amount of our outstanding 5.25% Senior Notes due April 1, 2025 (CUSIP Nos. 92343E AG7 and U9221B AB2) (the "original notes") for a like principal amount of our 5.25% Senior Notes due April 1, 2025 that have been registered under the Securities Act (CUSIP No. 92343E AH5) (the "exchange notes"). When we use the term "notes" in this prospectus, the term includes the original notes and the exchange notes unless otherwise indicated or the context otherwise requires. The terms of the exchange offer are summarized below and are more fully described in this prospectus.

The terms of the exchange notes are identical to the terms of the original notes, except that the transfer restrictions, registration rights and additional interest provisions applicable to the original notes do not apply to the exchange notes.

We will accept for exchange any and all original notes validly tendered and not validly withdrawn prior to 11:59 p.m., New York City time, on , 2015, unless extended (the "expiration date").

You may withdraw tenders of original notes at any time prior to the expiration of the exchange offer.

We will not receive any proceeds from the exchange offer. The original notes surrendered in exchange for the exchange notes will be retired and cancelled and will not be reissued. Accordingly, issuance of the exchange notes will not result in any increase in our outstanding indebtedness.

The exchange of original notes for the exchange notes should not be a taxable event for U.S. federal income tax purposes.

No public market currently exists for the original notes. We do not intend to list the exchange notes on any securities exchange and, therefore, no active public market for the exchange notes is anticipated.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for original notes where such original notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after the expiration date, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution."

See “Risk Factors” beginning on page 11 to read about important factors you should consider before tendering your original notes.

We are not making an offer to exchange notes in any jurisdiction where the offer is not permitted.

Neither the Securities and Exchange Commission (“SEC”) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2015

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Except in “Description of Notes” and where the context otherwise requires, in this prospectus, the terms “Verisign,” “Company,” “us,” “we” and “our” refer to VeriSign, Inc. and its consolidated subsidiaries.

We are responsible for the information contained or incorporated by reference into this prospectus. We have not authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained or incorporated by reference in this prospectus is accurate as of any date other than the date of the document containing the information.

This prospectus contains summaries of the material terms of certain documents and refers you to certain documents that we have filed with the SEC. See “Incorporation of Certain Documents by Reference.” Copies of these documents, except for certain exhibits and schedules, will be made available to you without charge upon written or oral request to: VeriSign, Inc.

12061 Bluemont Way
Reston, Virginia 20190
Attention: Investor Relations
(703) 948-3200

In order to obtain timely delivery of such materials, you must request information from us no later than five business days prior to the expiration date of the exchange offer.

FORWARD-LOOKING STATEMENTS

This prospectus contains or incorporates by reference certain statements that may constitute forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (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. 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 the impact of the U.S. government’s transition of key Internet domain name functions (the Internet Assigned Numbers Authority (“IANA”) function) as well as related root zone management functions, whether the U.S. Department of Commerce (the “DOC”) will approve any exercise by the Company of its right to increase the price per .com domain name registration, under certain circumstances, the uncertainty of whether the Company will be able to demonstrate to the DOC that market conditions warrant removal of the pricing restrictions on .com domain names and the uncertainty of whether the Company will experience other negative changes to its pricing terms; the failure to renew key agreements on similar terms, or at all; the uncertainty of future revenue and profitability and potential fluctuations in quarterly operating results due to such factors as restrictions on increasing prices under the .com Registry Agreement, changes in marketing and advertising practices, including those of third-party registrars, increasing competition, and pricing pressure from competing services offered at prices below the Company’s prices; changes in search engine algorithms and advertising payment practices; the uncertainty of whether the Company will successfully develop and market new products and services, the uncertainty of whether the Company’s new products and services, if any, will achieve market acceptance or result in any revenues; challenging global economic conditions; challenges of ongoing changes to Internet governance and administration; the outcome of legal or other challenges resulting from the Company’s activities or the activities of registrars or registrants, or litigation generally; the uncertainty regarding what the ultimate outcome or amount of benefit the Company receives, if any, from the worthless stock deduction will be; new or existing governmental laws and regulations; changes in customer behavior, Internet platforms and web-browsing patterns; system interruptions; security breaches; attacks on the Internet by hackers, viruses, or intentional acts of vandalism; whether the Company will be able to continue to expand its infrastructure to meet demand; the uncertainty of the expense and timing of requests for indemnification, if any, relating to completed divestitures; and the impact of the introduction of new gTLDs, any delays in their introduction, the impact of ICANN’s Registry Agreement for new gTLDs, and whether the Company’s new gTLDs or the new gTLDs for which it has contracted to provide back-end registry services will be successful; and the uncertainty regarding the impact, if any, of the delegation into the root zone of over 1,300 new gTLDs. More information about potential factors that could affect the Company’s business and financial results is included in the Company’s filings with the SEC, including in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014 (the “2014 Annual Report”), Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. The Company undertakes no obligation to update any of the forward-looking statements after the date of this prospectus.

MARKET AND INDUSTRY DATA

This prospectus includes and incorporates by reference market share, industry data and forecasts that we obtained from industry publications, surveys, public filings and internal company sources. Industry publications, surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of included information. We have not independently verified any of the data from third-party sources, nor have we ascertained the underlying economic assumptions relied upon therein. Statements as to our market position are based on market data currently available to us, management’s estimates and assumptions we have made regarding the size of our markets within our industry. While we are not aware of any misstatements regarding our industry data presented herein, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under “Risk factors” elsewhere in prospectus and incorporated by reference herein. We cannot guarantee the accuracy or completeness of such information contained or incorporated by reference in this prospectus.

TRADEMARKS

VERISIGN, the VERISIGN logo, and certain other product or service names are registered or unregistered trademarks in the U.S. and other countries. Solely for convenience, the trademarks, service marks and trade names referred to in this prospectus are without the ® and ™ symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights to these trademarks, service marks and trade names. Other trademarks, service marks and trade names used in this prospectus may be trademarks of their respective owners.

ZONE INFORMATION

Pursuant to our agreements with ICANN, Verisign makes available on its website (at www.Verisigninc.com/zone) files containing all active domain names registered in the .com and .net registries. At the same website address, Verisign makes 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. These files and the related summary data are updated at least once per day. The update times may vary each day. The number of active domain names provided in this prospectus are the numbers as of midnight of the date of our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015. The information available on, or accessible through, our website is not incorporated herein by reference.

CERTAIN TERMS USED IN THIS PROSPECTUS

Unless otherwise noted or indicated by the context, the following terms used in this prospectus have the following meanings:

“.com Registry Agreement” means the .com Registry Agreement entered into on November 29, 2012 between ICANN and Verisign.

“Amendment 32” means the Amendment Number Thirty-Two (32) to the Cooperative Agreement between Verisign and the DOC, effective November 29, 2012.

“ccTLDs” means country code top level domains.

“Cooperative Agreement” means the Cooperative Agreement between Verisign and the DOC, as amended.

“DDoS” means Distributed Denial of Service.

“DNS” means Domain Name System

“DNSSEC” means DNS Security Extensions.

“DOC” means the U.S. Department of Commerce.

“GSA” means the U.S. General Services Administration.

“gTLDs” means generic top level domains.

“ICANN” means the Internet Corporation for Assigned Names and Numbers.

“iDefense” means Verisign iDefense Security Intelligence Services.

“IDN” means internationalized domain name.

“IP” means Internet Protocol.

“Managed DNS” means Managed Domain Name System.

“Shared Registration System” means the shared registration system that allows all registrars to enter new second-level domain names into the master directory and to submit modifications, transfers, re-registrations and deletions for existing second-level domain names.

“TLDs” means top level domains.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's website at <http://www.sec.gov>. Please note that the SEC's website is included in this prospectus as an inactive textual reference only. The information contained on the SEC's website is not incorporated by reference into this prospectus and should not be considered to be part of this prospectus, except as described in the following paragraph. You may also read and copy any document we file with the SEC at its public reference facility at 100 F Street, NE, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference facility.

The SEC allows us to "incorporate by reference" information into this prospectus, which means that we can disclose important information to you by referring you to other documents filed separately with the SEC. The information incorporated by reference is considered part of this prospectus and information filed with the SEC subsequent to this prospectus and prior to the termination of the exchange offer referred to in this prospectus will automatically be deemed to update and supersede this information. We incorporate by reference into this prospectus the documents listed below (excluding any portions of such documents that have been "furnished" but not "filed" for purposes of the Exchange Act):

• Annual Report on Form 10-K for the year ended December 31, 2014, filed on February 13, 2015;

• Portions of the Definitive Proxy Statement on Schedule 14A filed on April 8, 2015 that are incorporated by reference into Part III of our Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on February 13, 2015;

• Quarterly Reports on Form 10-Q for the quarter ended March 31, 2015, filed on April 23, 2015; and

• Current Reports on Form 8-K and 8-K/A filed on January 22, 2015, February 2, 2015, February 5, 2015 (Item 8.01 only), February 17, 2015 (2 reports), March 12, 2015 (2 reports), March 23, 2015 (Item 8.01 only), March 24, 2015, March 30, 2015, April 1, 2015 and May 21, 2015.

We also incorporate by reference any future filings made by us with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act between, and including, the date of this prospectus and the date the offering is terminated (including, without limitation, filings made between the date of the initial registration statement of which this prospectus is a part and prior to effectiveness of the registration statement), with the exception of any information furnished under Item 2.02 and Item 7.01 of Form 8-K (including related exhibits), which is not deemed filed and which is not incorporated by reference herein. Any such filings shall be deemed to be incorporated by reference and to be a part of this prospectus from the respective dates of filing of those documents.

We will provide without charge upon written or oral request to each person, including any beneficial owner, to whom a prospectus is delivered, a copy of any and all of the documents which are incorporated by reference in this prospectus but not delivered with this prospectus (other than exhibits unless such exhibits are specifically incorporated by reference in such documents).

You may request a copy of these documents by writing or telephoning us at:

VeriSign, Inc.

12061 Bluemont Way

Reston, Virginia 20190

Telephone: (703) 948-3200

Attn: Investor Relations

In order to obtain timely delivery of such materials, you must request information from us no later than five business days prior to the expiration of the exchange offer.

SUMMARY

This summary may not contain all the information that may be important to you. You should read this entire prospectus and those documents contained elsewhere and incorporated by reference into the prospectus, including the risk factors and the financial statements and related notes, before making an investment decision.

The Company

We are a global provider of domain name registry services and Internet security, enabling Internet navigation for many of the world's most recognized domain names and providing protection for websites and enterprises around the world ("Registry Services"). Our Registry Services provide security, stability and resiliency of key Internet infrastructure and services, including the .com and .net domains, two of the Internet's root servers, and operation of the root-zone maintainer functions for the core of the Internet's Domain Name System ("DNS"). Our product suite also includes Security Services, which was formerly known as Network Intelligence and Availability or NIA, consisting of Distributed Denial of Service ("DDoS") Protection Services, Verisign iDefense Security Intelligence Services ("iDefense") and Managed Domain Name System ("Managed DNS") Services.

Verisign was incorporated in Delaware on April 12, 1995. We have operations inside as well as outside the United States. 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 ("NASDAQ") under the ticker symbol VRSN. Our primary website is www.VerisignInc.com. The information available on, or accessible through, our website is not incorporated in this prospectus by reference.

Registry Services

Registry Services operates the authoritative directory of all .com, .net, .cc, .tv, and .name domain names and the back-end systems for all .gov, .jobs and .edu 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") under agreements with the Internet Corporation for Assigned Names and Numbers ("ICANN") and also, with respect to the .com Registry Agreement, the DOC. As a registry, we maintain the master directory of all second-level domain names in these TLDs (e.g., johndoe.com and janedoe.net). Our global constellation of domain name 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 all ICANN accredited registrars to enter new second-level domain names into the master directory and to submit modifications, transfers, re-registrations and deletions for existing second-level domain names ("Shared Registration System").

Separate from our agreements with ICANN, we have agreements to be the exclusive registry for the .tv and .cc country code top level domains ("ccTLDs") and to operate the back-end registry systems for the .gov, .jobs and .edu gTLDs, among others. These TLDs are also supported by our global constellation of domain name servers and the Shared Registration System.

With our existing gTLDs and ccTLDs, we also provide internationalized domain name ("IDN") services that enable Internet users to access websites in characters representing their local language. Currently, IDNs may be registered in as many as 350 different native languages and scripts.

Domain names can be registered for between one and 10 years, and the fees charged for .com and .net may only be increased according to adjustments prescribed in our agreements with ICANN over the applicable term. With respect to .com, price increases require prior approval by the DOC according to the terms of Amendment 32 of the Cooperative Agreement between the DOC and Verisign. Revenues for registrations of .net and .name are not subject to the pricing restrictions applicable to .com; however, .net and .name fees charged are limited to increases

of up to 10% per year. Revenues for .cc and .tv domain names are based on a similar fee system and registration system, though the fees charged are not subject to the same pricing restrictions as those imposed by ICANN. The fees received from operating the .gov registry are based on the terms of Verisign's agreement with the U.S. General Services Administration ("GSA"). The fees received from operating the .jobs registry infrastructure are based on the terms of Verisign's agreement with the registry operator of .jobs. No fees are received from operating the .edu registry infrastructure.

Security Services

Security Services provides infrastructure assurance to organizations and is comprised of iDefense, Managed DNS and DDoS Protection Services.

DDoS Protection Services supports online business continuity by providing monitoring and mitigation services against DDoS attacks. We help companies stay online without needing to make significant investments in infrastructure or establish internal DDoS expertise. As a cloud-based service, it can be deployed quickly and easily, with no customer premise equipment required. This saves time and money through operational efficiencies, support cost, and economies of scale to provide detection and protection against large DDoS attacks. Customers include financial institutions and e-commerce providers. Customers pay a subscription fee that varies depending on the customer's network requirements.

iDefense provides 24 hours a day, every day of the year, access to cyber intelligence related to vulnerabilities, malicious code, and global threats. Our teams enable companies to improve vulnerability management, incident response, fraud mitigation, and proactive mitigation of the particular threats targeting their industry or global operations. Customers include financial institutions, large corporations, and governmental and quasi-governmental organizations. Customers pay a subscription fee for iDefense.

Managed DNS is a hosting service that delivers DNS resolution, improving the availability of web-based systems. It provides DNS availability through a globally distributed, securely managed, cloud-based DNS infrastructure, allowing enterprises to save on capital expenses associated with DNS infrastructure deployment and reduce operational costs and complexity associated with DNS management. Managed DNS service provides full support for DNS Security Extensions ("DNSSEC") compliance features and Geo Location traffic routing capabilities. DNSSEC is designed to protect the DNS infrastructure from man-in-the-middle attacks that corrupt, or poison, DNS data. Geo Location allows website owners to customize responses for end-users based on their physical location or IP address, giving them the ability to deliver location-specific content. 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.

Corporate Structure

The following chart summarizes our corporate structure as of May 27, 2015:

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- (1) VeriSign, Inc. is the issuer of the notes and the borrower under the Unsecured Credit Facility (as defined below).
 - (2) Indicates non-guarantor subsidiaries.

Summary of the Exchange Offer

Background

On March 27, 2015, we issued \$500.0 million aggregate principal amount of 5.25% Senior Notes due April 1, 2025. As part of this issuance, we entered into a registration rights agreement, dated as of March 27, 2015, with respect to the original notes with the initial purchasers that purchased the notes from us, in which we agreed, among other things, to deliver this prospectus to you and to use commercially reasonable efforts to complete an exchange offer for the original notes.

Securities Offered

\$500.0 million aggregate principal amount of 5.25% Senior Notes due April 1, 2025 that have been registered under the Securities Act.

The form and terms of these exchange notes are identical to the original notes except for the issue date and that the transfer restrictions, registration rights and additional interest provisions applicable to the original notes do not apply to the exchange notes.

We are offering to exchange up to \$500.0 million aggregate principal amount of the outstanding original notes for like principal amount of the exchange notes. You may tender original notes only in denominations of \$2,000 and any integral multiple of \$1,000 in excess thereof. We will issue the exchange notes promptly after the expiration of the exchange offer. In order to be exchanged, an original note must be validly tendered, not validly withdrawn and accepted. Subject to the satisfaction or waiver of the conditions of the exchange offer, all original notes that are validly tendered and not validly withdrawn will be exchanged. As of the date of this prospectus, \$500.0 million aggregate principal amount of original notes is outstanding. The original notes were issued under the indenture, dated as of March 27, 2015, between Verisign and U.S. Bank National Association, as trustee (the "Trustee") (the "Indenture").

Exchange Offer

If all outstanding original notes are tendered for exchange, there will be \$500.0 million aggregate principal amount of 5.25% Senior Notes due April 1, 2025 (that have been registered under the Securities Act) outstanding after this exchange offer.

The exchange offer will expire at 11:59 p.m., New York City time, on , 2015, which is the twentieth business day of the offering period, unless we extend the period of time during which the exchange offer is open. In the event of any material change in the offer, we will extend the period of time during which the exchange offer is open if necessary so that at least five business days remain in the exchange offer period following notice of the material change. By agreeing to be bound by the letter of transmittal, you will represent, among other things, that:

Expiration Date; Tenders

- you are not an affiliate of ours within the meaning of Rule 405 of the Securities Act ("affiliate");
- you are acquiring the exchange notes in the ordinary course of your business;
- you are not participating, do not intend to participate, and have no arrangement or understanding with anyone to participate, in the distribution (within the meaning of the Securities Act) of the

exchange notes; and

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Settlement Date	<ul style="list-style-type: none">• if you are a broker-dealer that will receive exchange notes for its own account in exchange for original notes that were acquired as a result of market-making activities or other trading activities, you will deliver a prospectus (or to the extent permitted by law, make available a prospectus to purchasers) in connection with any resale of such exchange notes. For further information regarding resales of the exchange notes by broker-dealers, see “Plan of Distribution.” <p>The settlement date of the exchange offer will be as soon as practicable after the expiration date.</p>
Accrued Interest on the Exchange Notes and Original Notes	<p>We will not pay any accrued and unpaid interest on the original notes that we acquire in the exchange offer. Instead, interest on the exchange notes will accrue (a) from the later of (i) the last interest payment date on which interest was paid on the original notes surrendered in exchange for the exchange notes or (ii) if the original notes are surrendered for exchange on a date in the period between the record date and the corresponding interest payment date to occur on or after the date of such exchange and as to which interest will be paid, the date of such interest payment date, or (b) if no interest has been paid, from and including March 27, 2015, the original issue date of the original notes.</p>
Conditions to the Exchange Offer	<p>The exchange offer is subject to customary conditions. If we materially change the terms of the exchange offer, we will resolicit tenders of the original notes and extend the exchange offer period if necessary so that at least five business days remain in the exchange offer period following notice of any such material change. See “The Exchange Offer—Conditions to the Exchange Offer” for more information regarding conditions to the exchange offer.</p>
Procedures for Tendering Original Notes	<p>To participate in the exchange offer, you must follow the DTC’s automatic tender offer program (“ATOP”) procedures for tendering the original notes held in book-entry form. The ATOP procedures require that the exchange agent receive, prior to the expiration date, a computer-generated message known as an “agent’s message” (as defined in “The Exchange Offer—Procedures for Tendering”) that is transmitted through ATOP and that DTC confirm that:</p>
Special Procedures for Beneficial Holders	<ul style="list-style-type: none">• DTC has received instructions to exchange your original notes; and• You agree to be bound by the terms of the letter of transmittal. See “The Exchange Offer—Procedures for Tendering.” <p>If you are a beneficial holder of original notes that are registered in the name of your broker, dealer, commercial bank, trust company or other nominee, and you wish to tender in the exchange offer, you should promptly contact the person in whose name your original notes are registered and instruct that nominee to tender on your behalf. See “The Exchange Offer—Procedures for Tendering.”</p>

Withdrawal rights	<p>Tenders may be withdrawn at any time before 11:59 p.m., New York City time, on the expiration date. See “The Exchange Offer—Withdrawal Rights.”</p> <p>Subject to the conditions stated in the section “The Exchange Offer—Conditions to the Exchange Offer” of this prospectus, we will accept for exchange any and all original notes that are properly tendered in the exchange offer and not validly withdrawn before 11:59 p.m., New York City time, on the expiration date. The exchange notes will be delivered promptly after the expiration date. See “The Exchange Offer—Acceptance of Original Notes for Exchange; Delivery of Exchange Notes.”</p>
Acceptance of Original Notes and Delivery of Exchange Notes	<p>Your exchange of original notes for exchange notes pursuant to the exchange offer should not be a taxable event for U.S. federal income tax purposes. See “Certain U.S. Federal Income Tax Consequences.”</p>
Material U.S. Federal Tax Consequences	<p>U.S. Bank National Association is serving as exchange agent in connection with the exchange offer. The address and telephone number of the exchange agent are listed under the heading “The Exchange Offer—Exchange Agent.”</p>
Exchange Agent	<p>We will not receive any proceeds from the issuance of the exchange notes in the exchange offer. We have agreed to pay all expenses incident to the exchange offer other than brokerage commissions and transfer taxes, if any.</p>
Use of Proceeds; Expenses	<p>Based on existing interpretations of the Securities Act by the SEC staff set forth in several no-action letters to third parties, and subject to the immediately following sentence, we believe exchange notes issued under this exchange offer in exchange for original notes may be offered for resale, resold and otherwise transferred by the holders thereof (other than holders that are broker-dealers) without further compliance with the registration and prospectus delivery provisions of the Securities Act. However, any holder of original notes that is an affiliate of ours or that intends to participate in the exchange offer for the purpose of distributing any of the exchange notes, or any broker-dealer that purchased any of the original notes from us for resale pursuant to Rule 144A or any other available exemption under the Securities Act, (i) will not be able to rely on the interpretations of the SEC staff set forth in the above mentioned no-action letters, (ii) will not be entitled to tender its original notes in the exchange offer and (iii) must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any sale or transfer of the original notes unless such sale or transfer is made pursuant to an exemption from such requirements.</p>
Resales	<p>Any broker-dealer that will receive exchange notes for its own account in exchange for original notes that were acquired as a result of market-making activities or other trading activities must deliver a prospectus (or to the extent permitted by law, make available a prospectus to purchasers) in connection with any resale of such exchange notes.</p>
Consequences of Failure to Exchange Original Notes	<p>If you do not exchange your original notes in the exchange offer, you will continue to be subject to the restrictions on transfer</p>

described in the legend on your original notes. In general, you may offer or sell your original notes only:

- if they are registered under the Securities Act and applicable state securities laws;
- if they are offered or sold under an exemption from registration under the Securities Act and applicable state securities laws; or
- if they are offered or sold in a transaction not subject to the Securities Act and applicable state securities laws.

Although your original notes will continue to accrue interest, they will generally retain no rights under the registration rights agreement. Except as required by the registration rights agreement, we do not intend to register resales of the original notes under the Securities Act. Under some circumstances, holders of the original notes, including holders that are not permitted to participate in the exchange offer or that may not freely sell exchange notes received in the exchange offer, may require us to file, and to cause to become effective, a shelf registration statement covering resales of original notes by these holders. For more information regarding the consequences of not tendering your original notes and our obligations to file a shelf registration statement, see “The Exchange Offer—Consequences of Exchanging or Failing to Exchange the Original Notes” and “The Exchange Offer—Registration Rights Agreement.”

For a discussion of significant factors you should consider carefully before deciding to participate in the exchange offer, see “Risk Factors” beginning on page 11 of this prospectus.

Risk Factors

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Summary of the Terms of the Exchange Notes

The following is a summary of the terms of the exchange notes. The form and terms of the exchange notes are identical to those of the original notes except for the issue date and that the transfer restrictions, registration rights and additional interest provisions applicable to the original notes do not apply to the exchange notes. The exchange notes will evidence the same debt as the corresponding series of original notes and will be governed by the same indenture. Certain of the terms and conditions described below are subject to important limitations and exceptions. For a more detailed description of the terms and conditions of the exchange notes, see “Description of Notes.”

Issuer	VeriSign, Inc.
Securities Offered	\$500.0 million aggregate principal amount of 5.25% Senior Notes due 2025.
Maturity Date	April 1, 2025.
Interest Rate	5.25% per year.
Interest Payment Dates	April 1 and October 1, commencing October 1, 2015. We will not pay any accrued and unpaid interest on the original notes that we acquire in the exchange offer. Instead, interest on the exchange notes will accrue (a) from the later of (i) the last interest payment date on which interest was paid on the original notes surrendered in exchange for the exchange notes or (ii) if the original notes are surrendered for exchange on a date in the period between the record date and the corresponding interest payment date to occur on or after the date of such exchange and as to which interest will be paid, the date of such interest payment date, or (b) if no interest has been paid, from and including March 27, 2015, the original issue date of the original notes.
Optional Redemption	The notes will be redeemable, from time to time prior to January 1, 2025 (the date three months prior to maturity (the “First Par Call Date”)), in whole or in part, at our option, at the make-whole redemption price determined as described herein, together with accrued and unpaid interest, if any, to but excluding the redemption date. In addition, the notes will be redeemable, in whole or in part, at any time and from time to time on or after the First Par Call Date at 100% of their principal amount, plus accrued and unpaid interest, if any, to but excluding the redemption date See “Description of Notes—Optional Redemption.”
Change of Control Offer	Upon the occurrence of specific kinds of changes of control and if the notes are not rated investment grade by at least two of the rating agencies that rate the notes, you will have the right, as holders of the notes, to cause us to repurchase some or all of your notes at a price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest, if any, to the date of purchase. See “Description of notes—Change of control triggering event.”

Note Guarantees	<p>As of the Issue Date, the notes will not be guaranteed by any of our subsidiaries. However, one or more of our Restricted Subsidiaries may be required to guarantee the Notes in the future as provided under “Description of notes—Future subsidiary guarantors” (collectively, the “subsidiary guarantors”). Under certain circumstances, subsidiary guarantors may be released from their note guarantees without the consent of the holders of notes. See “Description of notes—Future subsidiary guarantors.”</p>
Ranking	<p>The notes will be our senior unsecured obligations and will:</p> <ul style="list-style-type: none">• rank senior in right of payment to all of our existing and future subordinated indebtedness, including our subordinated convertible debentures (“Subordinated Convertible Debentures”);• rank equally in right of payment with all of our existing and future senior indebtedness, including our obligations under our \$200 million unsecured credit facility (“Unsecured Credit Facility”);• be effectively subordinated to any of our future secured debt to the extent of the value of the assets securing such debt; and• be structurally subordinated to all of the existing and future liabilities (including trade payables) of each of our subsidiaries. <p>See “Description of Notes – Ranking.”</p>
Certain Covenants	<p>We will issue the exchange notes under the Indenture with U.S. Bank National Association as trustee. The Indenture relating to the notes, among other things, limits our ability and the ability of our Restricted Subsidiaries to:</p> <ul style="list-style-type: none">• enter into sale/leaseback transactions;• incur liens; and• consolidate, merge or sell all or substantially all of our assets. <p>These covenants will be subject to a number of important exceptions and qualifications. For more information, see “Description of Notes—Certain Covenants.”</p>
Use of Proceeds	<p>We will not receive any proceeds from the exchange offer. In consideration for issuing exchange notes, we will receive in exchange the original notes of like principal amount. The original notes surrendered in exchange for exchange notes will be retired and cancelled.</p>

Book-Entry Settlement and Clearance

The exchange notes will be issued in book-entry form and will be represented by permanent global certificates deposited with, or on behalf of the DTC and registered in the name of a nominee of DTC. Beneficial interests in any of the exchange notes will be shown on, and transfers will be effected only through, records maintained by DTC or its nominee, and any such interest may not be exchanged for certificated securities, except in limited circumstances. See “Book-Entry Settlement and Clearance.”