

Edgar Filing: VERISIGN INC/CA - Form S-8

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

VeriSign, Inc.  
 487 East Middlefield Road  
 Mountain View, California 94043  
 (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.  
 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 Max Aggregate Off Price
Common stock, \$0.001 par value per share	2,343,581 (1)	\$20.09 (2)	\$47,082,5

(1) Represents shares automatically reserved for issuance upon exercise of options granted under the Registrant's 1998 Employee Stock Purchase Plan.

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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 10, 2002. 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 2,343,581 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 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

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Principal Executive Officer  
And Director:

/s/ Stratton D. Sclavos  
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Stratton D. Sclavos

President, Chief Executive Officer  
and Chairman of the Board  
(Principal Executive Officer)

Apri

Principal Financial and  
Principal Accounting Officer:

/s/ Dana L. Evan  
-----  
Dana L. Evan

Executive Vice President of Finance  
and Administration and Chief  
Financial Officer  
(Principal Financial Officer and Principal  
Accounting Officer)

Apri

Additional Directors:

/s/ D. James Bidzos  
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D. James Bidzos

Vice Chairman of the Board

Apri

/s/ William Chenevich  
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William Chenevich

Director

Apri

/s/ Kevin R. Compton  
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Kevin R. Compton

Director

Apri

/s/ David J. Cowan  
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David J. Cowan

Director

Apri

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Roger H. Moore

Director

Apri

/s/ Scott G. Kriens  
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Scott G. Kriens

Director

Apri

/s/ Greg Reyes  
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Greg Reyes

Director

Apri

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Timothy Tomlinson

Director

Apri

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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).