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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.)
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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

Principal Executive Officer
And Director:

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

/s/ D. James Bidzos ----- D. James Bidzos	Vice Chairman of the Board	April 12, 2002
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/s/ William Chenevich ----- William Chenevich	Director	April 12, 2002
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/s/ Kevin R. Compton ----- Kevin R. Compton	Director	April 12, 2002
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/s/ David J. Cowan ----- David J. Cowan	Director	April 12, 2002
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----- Roger H. Moore	Director	April 12, 2002
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/s/ Scott G. Kriens ----- Scott G. Kriens	Director	April 12, 2002
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/s/ Greg Reyes ----- Greg Reyes	Director	April 12, 2002
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----- Timothy Tomlinson	Director	April 12, 2002
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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

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24.01 Power of Attorney (see page 2).