

VERISIGN INC/CA
Form 8-K
September 30, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 24, 2002

VERISIGN, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-23593

(Commission File Number)

94-3221585

(IRS Employer Identification No.)

487 EAST MIDDLEFIELD ROAD, MOUNTAINVIEW, CA
(Address of principal executive offices)

94043
(Zip Code)

(650) 961-7500

(Registrant's telephone number, including area code)

Item 5: Other Events.

Adoption of Stockholder Rights Plan.

On September 24, 2002, the Board of Directors (the Board) of VeriSign, Inc. (the Company) declared a dividend of one stock purchase right (a Right) for each outstanding share of common stock, par value \$0.001 per share (the Common Shares), of the Company. The dividend is payable to stockholders of record on October 4, 2002 (the Record Date). In addition, one Right shall be issued with each Common Share that becomes outstanding (i) between the Record Date and the earliest of the Distribution Date, the Redemption Date and the Final Expiration Date (as such terms are defined in the Rights Agreement) or (ii) following the Distribution Date and prior to the Redemption Date or Final Expiration Date, pursuant to the exercise of stock options or under any employee plan or arrangement or upon the exercise, conversion or exchange of other securities of the Company, which options or securities were outstanding prior to the Distribution Date. The Rights will become exercisable only upon the occurrence of certain events specified in the Rights Agreement (the Rights Agreement) between the Company and Mellon Investor Services LLC, as Rights Agent, including the acquisition of 15% of the Company's outstanding common stock by a person or group. Each Right entitles the registered holder, other than an acquiring person, under specified circumstances, to purchase from the Company one one-hundredth of a share of Series A Junior Participating Preferred Stock, par value \$0.001 per share (the Preferred Shares), of the Company, at a price of \$55.00 per one one-hundredth of a Preferred Share, subject to adjustment. In addition, each Right entitles the registered holder, other than an acquiring person, under specified circumstances, to purchase from the Company that number of shares of the Company's Common Stock having a market value of two times the exercise price of the Right. The description and terms of the Rights are set forth in the Rights Agreement. A summary of the Rights and the Rights Agreement is included as Exhibit B to the Rights Agreement, which is included as Exhibit 4.01 hereto.

A copy of the press release announcing the Rights Plan is attached as an exhibit under Item 7(c) of this report.

Item 7: Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit Number | Exhibit Title or Description |
|----------------|---|
| 4.01 | Rights Agreement dated September 27, 2002, between the Company and Mellon Investor Services LLC, as Rights Agent, which includes as <i>Exhibit A</i> the Form of Certificate of Designations of Series A Junior Participating Preferred Stock, as <i>Exhibit B</i> the Summary of Stock Purchase Rights and as <i>Exhibit C</i> the Form of Right Certificate. (Incorporated by reference to Exhibit 4.01 to the Company's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on September 30, 2002.) |
| 99.01 | Press Release dated September 30, 2002.* |

* Filed herewith.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERISIGN, INC.

By: /s/ JAMES M. ULAM

**James M. Ulam
Senior Vice President,
General Counsel**

Date: September 30, 2002

Exhibit Index

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| 99.01 | Press Release dated September 30, 2002.* |

* Filed herewith.