

VERISIGN INC/CA  
Form 8-K  
February 12, 2009

**UNITED STATES**  
**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): February 10, 2009

**VERISIGN, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of

**Incorporation)**

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**000-23593**  
(Commission

**94-3221585**  
(IRS Employer

File Number)

Identification No.)

**487 East Middlefield Road, Mountain View, CA**  
(Address of Principal Executive Offices)

**94043**  
(Zip Code)

**(650) 961-7500**

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.02 Termination of a Material Definitive Agreement.**

On February 10, 2009, the arrangement agreement (the *Agreement*) that was entered into by VeriSign, Inc. (the *Company*) and Certicom Corp., a corporation continued under the laws of Canada ( *Certicom* ), on January 23, 2009, was terminated. Pursuant to the Agreement, the Company had agreed to acquire all of the outstanding shares of Certicom for an aggregate purchase price of approximately US\$73 million (US\$40 million, net of Certicom's existing cash balance and short-term marketable securities).

Certicom terminated the Agreement in order to accept a superior acquisition proposal from a third party, as determined by Certicom's Board of Directors. Certicom has paid a termination fee of approximately US\$3.3 million (equivalent to C\$4 million, at then-current exchange rates) to the Company, pursuant to the terms of the Agreement.

**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.

Date: February 12, 2009

By: /s/ Richard H. Goshorn  
Name: Richard H. Goshorn  
Title: Senior Vice President, General Counsel and

Secretary