

VERISIGN INC/CA
Form PRE 14A
April 13, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement.
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).
- Definitive Proxy Statement.
- Definitive Additional Materials.
- Soliciting Material under §240.14a-12.

VeriSign, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(3) Filing Party:

(4) Date Filed:

VeriSign, Inc.
12061 Bluemont Way
Reston, Virginia 20190
April , 2016

To Our Stockholders:

You are cordially invited to attend the 2016 Annual Meeting of Stockholders of VeriSign, Inc. (“Verisign”) to be held at our corporate offices located at 12061 Bluemont Way, Reston, Virginia 20190 on Thursday, June 9, 2016, at 10:00 a.m., Eastern Time (the “Meeting”).

The matters expected to be acted upon at the Meeting are described in detail in the following Notice of the 2016 Annual Meeting of Stockholders and Proxy Statement.

We have implemented a U.S. Securities and Exchange Commission rule that allows companies to furnish their proxy materials over the Internet. As a result, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials instead of a paper copy of our annual report to security holders, which includes our Annual Report on Form 10-K for the year ended December 31, 2015 (collectively, the “Annual Report”), and this Proxy Statement. The Notice of Internet Availability of Proxy Materials contains instructions on how to access those documents over the Internet. The Notice of Internet Availability of Proxy Materials also contains instructions on how each stockholder can receive a paper copy of our proxy soliciting materials, including this notice and Proxy Statement, our Annual Report and a form of proxy card or voting instruction card. We believe that this process will conserve natural resources and reduce the costs of printing and distributing our proxy materials.

It is important that you use this opportunity to take part in the affairs of Verisign by voting on the business to come before this meeting. **WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE THE PROXY ELECTRONICALLY OR BY PHONE AS DESCRIBED ON THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS AND UNDER “INTERNET AND TELEPHONE VOTING” IN THE PROXY STATEMENT, OR ALTERNATIVELY, IF RECEIVING PAPER COPIES OF PROXY MATERIALS, DATE, SIGN AND PROMPTLY RETURN THE ACCOMPANYING PROXY IN THE ENCLOSED POSTAGE-PAID ENVELOPE SO THAT YOUR SHARES MAY BE REPRESENTED AT THE MEETING.**

Returning or completing the proxy does not deprive you of your right to attend the Meeting and to vote your shares in person.

We look forward to seeing you at our 2016 Annual Meeting of Stockholders.

Sincerely,

/s/ D. James Bidzos

D. James Bidzos

Chairman of the Board of Directors and Executive Chairman, President and Chief Executive Officer

VERISIGN, INC.
12061 Bluemont Way
Reston, Virginia 20190

Notice of the 2016 Annual Meeting of Stockholders

TO OUR STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the 2016 Annual Meeting of Stockholders of VeriSign, Inc. (the “Company”) will be held at the Company’s corporate offices located at 12061 Bluemont Way, Reston, Virginia 20190 on Thursday, June 9, 2016, at 10:00 a.m., Eastern Time. The 2016 Annual Meeting of Stockholders is being held for the following purposes:

1. To elect the seven directors of the Company named in the Proxy Statement, each to serve until the next annual meeting, or until a successor has been elected and qualified or until the director’s earlier resignation or removal.
2. To approve, on a non-binding, advisory basis, the Company’s executive compensation.
3. To approve the Amended and Restated VeriSign, Inc. 2006 Equity Incentive Plan.
4. To approve an amendment to the Company’s Fifth Amended and Restated Certificate of Incorporation to permit the Board of Directors to amend the Company’s bylaws.
5. To ratify the selection of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2016.
6. To vote on a stockholder proposal, if properly presented at the meeting, requesting that the Board of Directors take steps to amend the bylaws to adopt proxy access.
7. To transact such other business as may properly come before the 2016 Annual Meeting of Stockholders or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice.

Only stockholders of record at the close of business on April 15, 2016, are entitled to notice of and to vote at the 2016 Annual Meeting of Stockholders or any adjournment or postponement thereof.

By Order of the Board of Directors,

/s/ Thomas C. Indelicarto
Thomas C. Indelicarto
Secretary
Reston, Virginia
April , 2016

WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE THE PROXY ELECTRONICALLY OR BY PHONE AS DESCRIBED ON THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS AND UNDER “INTERNET AND TELEPHONE VOTING” IN THE PROXY STATEMENT, OR ALTERNATIVELY, IF RECEIVING PAPER COPIES OF PROXY MATERIALS, COMPLETE, DATE, SIGN AND PROMPTLY RETURN THE PROXY IN THE ENCLOSED POSTAGE-PAID ENVELOPE SO THAT YOUR SHARES MAY BE REPRESENTED AT THE MEETING.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on June 9, 2016: The Proxy Statement and Annual Report are available at www.edocumentview.com/vrsn.

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VERISIGN, INC.
12061 Bluemont Way
Reston, Virginia 20190

PROXY STATEMENT
FOR THE 2016 ANNUAL MEETING OF STOCKHOLDERS

April , 2016

The accompanying proxy is solicited on behalf of the Board of Directors (the “Board”) of VeriSign, Inc. (“Verisign” or the “Company”) for use at the 2016 Annual Meeting of Stockholders (the “Meeting”) to be held at our corporate offices located at 12061 Bluemont Way, Reston, Virginia 20190 on Thursday, June 9, 2016 at 10:00 a.m., Eastern Time. Only holders of record of our common stock at the close of business on April 15, 2016, which is the record date, will be entitled to vote at the Meeting. This Proxy Statement and the accompanying form of proxy (collectively, the “Proxy Statement”) were first made available to stockholders on or about April , 2016. Our annual report to security holders, which includes our Annual Report on Form 10-K for the year ended December 31, 2015 (collectively, the “Annual Report”), is enclosed with this Proxy Statement for stockholders receiving a paper copy of proxy soliciting materials. The Annual Report and Proxy Statement can both be accessed on the Investor Relations section of our website at <https://investor.verisign.com>, or at www.edocumentview.com/vrsn.

All proxies will be voted in accordance with the instructions as submitted. Unless contrary instructions are specified, if the applicable proxy is submitted (and not revoked) prior to the Meeting, the shares of Verisign common stock represented by the proxy will be voted: (1) FOR the election of each of the seven director candidates nominated by the Board; (2) FOR the non-binding, advisory resolution to approve Verisign’s executive compensation; (3) FOR the approval of the Amended and Restated VeriSign, Inc. 2006 Equity Incentive Plan; (4) FOR the approval of an amendment to the Company’s Fifth Amended and Restated Certificate of Incorporation to permit the Board to amend the bylaws; (5) FOR the ratification of the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016 (“fiscal 2016”); (6) AGAINST the stockholder proposal, if properly presented at the meeting, requesting that the Board of Directors take steps to amend the bylaws to adopt proxy access and (7) in accordance with the best judgment of the named proxies on any other matters properly brought before the Meeting.

Voting Rights

At the close of business on the record date, we had shares of common stock outstanding and entitled to vote. Holders of our common stock are entitled to one vote for each share held as of the record date.

Quorum, Effect of Abstentions and Broker Non-Votes, Vote Required to Approve the Proposals

A majority of the shares of common stock outstanding and entitled to vote must be present or represented by proxy at the Meeting in order to have a quorum. Abstentions and broker non-votes will be treated as shares present for the purpose of determining the presence of a quorum for the transaction of business at the Meeting. A broker non-vote occurs when a bank, broker or other stockholder of record holding shares for a beneficial owner has not received voting instructions from the beneficial owner and does not vote on a particular proposal because that record holder does not have discretionary voting power with respect to that “non-routine” proposal. Each of the election of directors, the non-binding, advisory vote to approve executive compensation, the approval of the Amended and Restated VeriSign, Inc. 2006 Equity Incentive Plan, the amendment of the Fifth Amended and Restated Certificate of Incorporation and the stockholder proposal, if properly presented at the meeting, requesting that the Board take steps to amend the bylaws to adopt proxy access is a “non-routine” proposal and so shares for which record holders do not receive voting instructions will not be voted on such matters.

If a quorum is present, a nominee for election to a position on the Board will be elected by a plurality of the votes validly cast at the Meeting. Stockholders may not cumulate votes in the election of directors.

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If a quorum is present, approvals of the proposals for:

- the non-binding, advisory resolution to approve Verisign's executive compensation;
- the approval of the Amended and Restated VeriSign, Inc. 2006 Equity Incentive Plan;
- the ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2016; and
- the stockholder proposal, if properly presented at the meeting, requesting that the Board take steps to amend the bylaws to adopt proxy access

require the affirmative vote of a majority of the shares of common stock present or represented by proxy and entitled to vote on the subject matter. Under this voting standard, abstentions will have the effect of votes cast against the proposal, and broker non-votes will not affect the voting outcome. If a nominee for director in an uncontested election is not elected and the nominee is an incumbent director, the director must promptly tender his or her resignation to the Board, subject to acceptance by the Board. The Corporate Governance and Nominating Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation and the Board must act on the Corporate Governance and Nominating Committee's recommendation and publicly disclose its decision and the rationale therefor within 90 days following the date of the certification of the relevant election results.

If a quorum is present, approval of the amendment to the Company's Fifth Amended and Restated Certificate of Incorporation requires the affirmative vote of the holders of a majority of the voting power of the outstanding capital stock of Verisign outstanding and entitled to vote thereon. Abstentions and broker non-votes will have the same effect as votes "against" the approval of the amendment.

The inspector of elections appointed for the Meeting will separately tabulate affirmative and withheld votes, abstentions and broker non-votes.

Adjournment of Meeting

In the event that a quorum shall fail to attend the Meeting, either in person or represented by proxy, the chairman may adjourn the Meeting, or alternatively, the holders of a majority of the shares of stock entitled to vote who are present, in person or by proxy, may adjourn the Meeting. Any such adjournment proposed by a stockholder or person named as a proxy would require the affirmative vote of the majority of the outstanding shares present in person or represented by proxy at the Meeting.

Expenses of Soliciting Proxies

Verisign will pay the expenses of soliciting proxies to be voted at the Meeting. Verisign intends to retain Morrow & Co., LLC for various services related to the solicitation of proxies, which we anticipate will cost approximately \$30,000 to \$35,000, plus reimbursement of expenses. Following the original mailing of the Notice of Internet Availability of Proxy Materials and paper copies of proxies and other proxy soliciting materials, we and/or our agents may also solicit proxies by mail, telephone, electronic transmission, including email, or in person. Following the original mailing of the Notice of Internet Availability of Proxy Materials and paper copies of the proxies and other proxy soliciting materials, we will request that brokers, custodians, nominees and other record holders of our shares forward copies of the proxy and other proxy soliciting materials to persons for whom they hold shares and request authority for the exercise of proxies. In such cases, we will reimburse the record holders for their reasonable expenses if they ask us to do so.

Revocability of Proxies

A stockholder who holds shares of record as a registered stockholder may revoke any proxy that is not irrevocable by attending the Meeting and voting in person or by delivering a proxy in accordance with applicable law bearing a later date to the Secretary of the Company. If your shares are held through a bank or brokerage firm, you must follow the instructions provided by that institution to change or revoke your voting instructions.

Internet and Telephone Voting

If you hold shares of record as a registered stockholder, you can simplify your voting process and save the Company expense by voting your shares by telephone at 1-800-652-VOTE (8683) or on the Internet at www.envisionreports.com/vrsn twenty-four hours a day, seven days a week. Telephone and Internet voting are available through 12:00 a.m. Eastern Time the day of the Meeting. More information regarding Internet voting is given on the Notice of Internet Availability of Proxy Materials. If you hold shares through a bank or brokerage firm,

the bank or brokerage firm will provide you with separate instructions on a form you will receive from them. Many such firms make telephone or Internet voting available, but the specific processes available will depend on those firms' individual arrangements.

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Householding

A number of brokerage firms have instituted a procedure called “householding,” which has been approved by the Securities and Exchange Commission (the “SEC”). Under this procedure, the firm delivers only one copy of the Notice of Internet Availability of Proxy Materials or paper copies of the Annual Report and Proxy Statement, as the case may be, to multiple stockholders who share the same address and have the same last name, unless it has received contrary instructions from an affected stockholder. If your shares are held in “street name” and you would like to receive only one copy of these materials (instead of separate copies) in the future, please contact your bank, broker or other holder of record to request information about householding. If you would like to receive an individual copy of the Notice of Internet Availability of Proxy Materials or paper copies of the Annual Report and Proxy Statement, as the case may be, now or in the future, we will promptly deliver these materials to you upon request to VeriSign, Inc., 12061 Bluemont Way, Reston, Virginia 20190, Attention: Secretary or (703) 948-3200.

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PROPOSAL NO. 1
ELECTION OF DIRECTORS

There are currently eight directors, as determined by a written resolution of the Board. With the resignation of Mr. Chenevich, as described below, the Board has decreased the size of the Board to seven directors effective as of the Meeting. The terms of the current directors, who are identified below, expire upon the election and qualification of the directors to be elected at the Meeting. The Board has nominated D. James Bidzos, Kathleen A. Cote, Thomas F. Frist III, Jamie S. Gorelick, Roger H. Moore, Louis A. Simpson and Timothy Tomlinson, each of whom are current directors, for re-election at the Meeting to serve until the 2017 Annual Meeting of Stockholders and until their respective successors have been elected and qualified. Proxies cannot be voted for more than seven persons, which is the number of nominees. Mr. Frist, who joined the Board in December 2015, was recommended by Mr. Bidzos. William L. Chenevich, 72, announced his retirement from the Board and will serve the remainder of his term ending at the Meeting. The Board extends its sincere appreciation to Mr. Chenevich for his years of service on the Board. Mr. Chenevich, a current member of both the Audit Committee and Corporate Governance and Nominating Committee, has given generously of his time and has consistently provided the Board with independent insight and advice. His expertise in corporate governance, as well as his significant operational and financial expertise has been invaluable to the Board and to the Company.

Unless otherwise directed, the persons named in the proxy intend to vote all proxies FOR the re-election of the nominees, as listed below, each of whom has consented to serve as a director if elected. If, at the time of the Meeting, any of the nominees is unable or declines to serve as a director, the discretionary authority provided in the enclosed proxy will be exercised to vote for a substitute candidate designated by the Board, unless the Board chooses to reduce its own size. The Board has no reason to believe any of the nominees will be unable or will decline to serve if elected.

Director Nominees

Set forth below is certain information relating to our director nominees, including details on each director nominee's specific experience, qualifications, attributes or skills that led the Board to conclude that the person should serve as a director of the Company.

Name	Age	Position
Nominees for election as directors for a term expiring in 2017:		
D. James Bidzos	61	Chairman of the Board, Executive Chairman, President and Chief Executive Officer
Kathleen A. Cote(1)(2)	67	Director
Thomas F. Frist III (2)	48	Director
Jamie S. Gorelick(2)(3)	65	Director
Roger H. Moore(1)(2)	74	Director
Louis A. Simpson(2)(3)	79	Lead Independent Director
Timothy Tomlinson(1)(2)(3)	66	Director

(1)Member of the Audit Committee.

(2)Member of the Corporate Governance and Nominating Committee.

(3)Member of the Compensation Committee.

D. James Bidzos has served as Executive Chairman since August 2009 and President and Chief Executive Officer since August 2011. He served as Executive Chairman and Chief Executive Officer on an interim basis from June 2008 to August 2009 and served as President from June 2008 to January 2009. He served as Chairman of the Board since August 2007 and from April 1995 to December 2001. He served as Vice Chairman of the Board from December 2001 to August 2007. Mr. Bidzos served as a director of VeriSign Japan K.K. ("VeriSign Japan") from March 2008 to August 2010 and served as Representative Director of VeriSign Japan from March 2008 to September 2008. Mr. Bidzos served as Vice Chairman of RSA Security Inc., an Internet identity and access management solution provider, from March 1999 to May 2002, and Executive Vice President from July 1996 to February 1999. Prior thereto, he served as

President and Chief Executive Officer of RSA Data Security, Inc. from 1986 to February 1999.

Mr. Bidzos is a business executive with significant expertise in the technology that is central to the Company's businesses. Mr. Bidzos is an Internet and security industry pioneer who understands the strategic technology trends in markets that are important to the Company. Mr. Bidzos was a founder of the Company and has been either Chairman or Vice Chairman of the Company's Board of Directors since the Company's founding in April 1995, providing him with valuable insight and institutional knowledge of the Company's history and development. Mr. Bidzos has prior experience on our Compensation Committee and our Corporate Governance and Nominating Committee and as a member of several other public-company boards. Mr. Bidzos's years of board-level experience contribute important knowledge and insight to the Board. Additionally, Mr. Bidzos's executive-level experience includes

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many years as a Chief Executive Officer, providing him with a perspective that the Board values. Mr. Bidzos also has international business experience from his service as a director of VeriSign Japan.

Kathleen A. Cote has served as a director since February 2008. From May 2001 to June 2003, Ms. Cote served as Chief Executive Officer of Worldport Communications Company, a provider of Internet managed services. From September 1998 to May 2001, she served as Founder and President of Seagrass Partners, a consulting firm specializing in providing strategic planning, business, operational and management support for startup and mid-sized technology companies. Prior thereto, she served as President and Chief Executive Officer of Computervision Corporation, a supplier of desktop and enterprise, client server and web-based product development and data management software and services. During the past five years, Ms. Cote has held directorships at Asure Software Corporation, GT Advanced Technologies Inc., 3Com Corporation and Western Digital Corporation. Ms. Cote holds an Honorary Doctorate from the University of Massachusetts, an M.B.A. degree from Babson College, and a B.A. degree from the University of Massachusetts, Amherst.

Ms. Cote is a business executive with significant expertise overseeing global companies in technology and operations in the areas of systems integration, networks, hardware and software, including web-based applications and Internet services. Ms. Cote's expertise in technology and operations is directly relevant to the Company's businesses. Ms. Cote's expertise as a business executive also includes sales and marketing, product development, strategic planning and international experience, which contributes important expertise to the Board in those areas of business administration. Ms. Cote's financial and accounting skills qualify her as an audit committee financial expert. In addition to Ms. Cote's tenure as a director of the Company, Ms. Cote has served on several other boards of directors, including service on the audit and corporate governance committees of those boards, providing her with valuable board-level experience. Ms. Cote's executive-level experience includes experience as a Chief Executive Officer, providing her with a perspective that the Board values.

Thomas F. Frist III has served as a director since December 2015. Mr. Frist is the Founder and Managing Principal of Frist Capital, LLC, an investment firm based in Nashville, TN that makes long-term equity investments in public and private companies, and he has held this position since 1994. Mr. Frist previously was the managing member of FS Partners, L.L.C. and worked in principal investments at Rainwater, Inc. Mr. Frist holds a B.A. degree from Princeton University and an M.B.A. degree from Harvard Business School.

Mr. Frist's extensive directorship experience provides valuable expertise and perspective to the Board. Mr. Frist was on the Audit Committee and Board of Directors of Triad Hospitals, Inc. from 1998-2007. He joined the board of HCA Holdings, Inc., one of the largest non-governmental operators of health care facilities in the United States, in 2008, serving on the Executive and Audit Committees, and chairing the Nominating and Governance Committee. Mr. Frist has also served as a director for SAIC, Inc. since 2009, serving as Chair of the Nominating and Governance Committee and a member of the Audit Committee since its separation from Leidos in 2013. He also chaired the Finance Committee at legacy SAIC. In addition to the significant experience as a board member mentioned above, Mr. Frist provides valuable experience in areas of business administration, finance and operations.

Jamie S. Gorelick has served as a director since January 2015. Ms. Gorelick has been a partner at Wilmer Cutler Pickering Hale and Dorr LLP, an international law firm, since 2003. She served as Deputy Attorney General of the United States from 1994 to 1997 and as General Counsel of the Department of Defense from 1993 to 1994. She has been a director of Amazon.com, Inc. since 2012 and serves as Chair of its Nominating and Governance Committee. She previously served as a director of United Technologies Corp. and of Schlumberger, Ltd. She holds B.A. and J.D. degrees from Harvard University.

Ms. Gorelick is an experienced attorney with significant expertise in legal, policy and corporate matters. Ms. Gorelick's regulatory and policy experience is directly relevant to the Company's business. She is well-versed in critical infrastructure and national security issues and brings a valuable skill-set and wealth of government experience to the Board. Ms. Gorelick has served on several other corporate boards, a compensation committee, and a nominating and governance committee, and served on numerous government boards and commissions. Ms. Gorelick's experience in both the public and private sectors, combined with her experience in the corporate boardroom, provides her valuable board experience, and she offers a perspective the Board values.

Roger H. Moore has served as a director since February 2002. From December 2007 to May 2009, he served as a consultant assisting Verisign in the divestiture of its Communications Services business. From June 2007 through November 2007, Mr. Moore served as interim Chief Executive Officer of Arbinet Corporation, a provider of online trading services. He was President and Chief Executive Officer of Illuminet Holdings, Inc. from December 1995 until December 2001 when Verisign acquired Illuminet Holdings. Prior to Illuminet Holdings, Mr. Moore spent ten years with Nortel Networks in a variety of senior management positions including President of Nortel Japan. During the past five years, Mr. Moore has held directorships at Western Digital Corporation and Consolidated Communications Holdings, Inc. Mr. Moore holds a B.S. degree in General Science from Virginia Polytechnic Institute and State University.

Mr. Moore is a business executive with significant expertise in general management, sales, technology and strategic planning in the telecommunications industry. Mr. Moore's expertise contributes operational knowledge of important inputs to the Company's businesses and provides valuable experience in areas of business administration. Mr. Moore also has significant experience, both as a senior executive and as a board member, in joint venture and mergers and acquisition transactions, which is experience that is valuable

to the Board. Mr. Moore's financial and accounting skills qualify him as an audit committee financial expert. Mr. Moore also serves on several other boards of directors, including service on the audit, compensation and corporate governance committees of certain of those boards, providing him with valuable board-level experience. In addition to the several years of business management experience mentioned above, Mr. Moore has international business experience from his time as President of Nortel Japan and as President of AT&T Canada.

Louis A. Simpson has served as a director since May 2005. Mr. Simpson has served as Chairman of SQ Advisors, LLC, an investment firm, since January 2011. From May 1993 to December 2010, he served as President and Chief Executive Officer, Capital Operations, of GEICO Corporation, a passenger auto insurer. Mr. Simpson previously served as Vice Chairman of the Board of GEICO from 1985 to 1993. During the past five years, Mr. Simpson has held directorships at SAIC, Inc. and Chesapeake Energy Corporation. Mr. Simpson holds a B.A. degree from Ohio Wesleyan University and an M.A. degree in Economics from Princeton University.

Mr. Simpson is a business executive with significant expertise in insurance, finance and private investment. Mr. Simpson's expertise contributes all around business acumen, skills in strategic planning and finance, along with knowledge important to mergers and acquisitions activity. Throughout his career, Mr. Simpson has served on the boards of directors of more than fifteen publicly traded companies, providing him with extensive and valuable board-level experience. Mr. Simpson's board-level experience also includes previous audit committee, finance committee, nominating and corporate governance committee and compensation committee experience on certain of those public-company boards. Mr. Simpson is a recognized expert in corporate governance matters, having lectured and presented numerous times on corporate governance topics at seminars and continuing education courses. As indicated above, Mr. Simpson's career includes executive-level experience as a Chief Executive Officer, providing him with a perspective that the Board values.

Timothy Tomlinson was a corporate lawyer employed as General Counsel of Portola Minerals Company, a producer and seller of limestone products, from May 2011 through December 2013. Mr. Tomlinson was employed as Of Counsel by the law firm Greenberg Traurig, LLP from May 2007 through May 2011. Mr. Tomlinson was the founder and a named partner of Tomlinson Zisko LLP and practiced with this Silicon Valley law firm from 1983 until its acquisition by Greenberg Traurig, LLP in May 2007. He served as managing partner of Tomlinson Zisko LLP for multiple terms. Mr. Tomlinson is a long-tenured member of the Board, having served from the Company's founding in 1995 until 2002, and again since his reappointment in November 2007. Mr. Tomlinson holds a B.A. degree in Economics, a Ph.D. degree in History, an M.B.A. and a J.D. degree from Stanford University.

Mr. Tomlinson has significant expertise in corporate matters including finance and mergers and acquisitions and has represented clients in the technology industry for more than thirty years. Mr. Tomlinson's long-term service on our Board has provided him with valuable insight and institutional knowledge of the Company's history and development. He has extensive experience in corporate governance, both as a lawyer advising clients, and through serving on our Audit, Compensation and Corporate Governance and Nominating Committees, as well as the audit, compensation, and governance committees of other public companies.

Compensation of Directors

This section provides information regarding the compensation policies for non-employee directors and amounts earned and securities awarded to these directors in fiscal 2015. Employee directors are not compensated for their services as directors. Mr. Bidzos is the Company's Executive Chairman, President and Chief Executive Officer. As an employee of the Company, Mr. Bidzos does not participate in the compensation program for non-employee directors, and he is compensated as an executive officer of the Company. Mr. Bidzos' compensation is described in "Executive Compensation" elsewhere in this Proxy Statement.

Non-Employee Director Retainer Fees and Equity Compensation Information

On July 21, 2015, the Compensation Committee met to consider the cash and equity-based compensation to be paid to non-employee directors. The Compensation Committee reviewed competitive market data prepared by Frederic W. Cook & Co. ("FW Cook"), its independent compensation consultant, for the same peer group used to benchmark executive compensation and certain available information for other boards and reviewed the board compensation

practices of these companies. For information about the peer group, see “Executive Compensation—Compensation Discussion and Analysis.” Following this review and consideration of the recommendations made by FW Cook, the Compensation Committee determined that it was in the best interests of Verisign and its stockholders to maintain the amount of the annual cash retainer fees at current levels and maintain the value of the annual equity award grant to each director at \$240,000 (made solely in the form of restricted stock units (“RSUs”)). New directors are granted an equity award equal to the pro rata amount of such annual equity award, the amount of which is determined based on the date of such new director’s appointment or election to the Board. Directors are subject to the Company’s Stock Retention Policy as described in “Executive Compensation—Compensation Discussion and Analysis.”

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Directors received annual cash retainer fees for fiscal 2015 as follows:

Annual retainer for non-employee directors	\$ 40,000
Additional annual retainer for Non-Executive Chairman of the Board(1)	\$ 100,000
Additional annual retainer for Lead Independent Director	\$ 25,000
Additional annual retainer for Audit Committee members	\$ 25,000
Additional annual retainer for Compensation Committee members	\$ 20,000
Additional annual retainer for Corporate Governance and Nominating Committee members	\$ 10,000
Additional annual retainer for Audit Committee Chairperson	\$ 15,000
Additional annual retainer for Compensation Committee Chairperson	\$ 10,000
Additional annual retainer for Corporate Governance and Nominating Committee Chairperson	\$ 5,000

(1) The position of “Non-Executive Chairman of the Board” was not held during 2015, and as such no annual retainer fees were paid during this period.

Non-employee directors are reimbursed for their expenses in attending meetings.

Non-Employee Director Compensation Table for Fiscal 2015

The following table sets forth a summary of compensation information for our non-employee directors for fiscal 2015. As an executive officer of the Company during fiscal 2015, Mr. Bidzos received no additional compensation for services provided as a director. Information regarding Mr. Bidzos’ compensation may be found under “Executive Compensation.”

DIRECTOR COMPENSATION FOR FISCAL 2015

Non-Employee Director Name	Fees Earned or Stock		Total (\$)
	Paid in Cash (\$)(1)	Awards (\$)(2)	
William L. Chenevich	105,000	239,950	344,950
Kathleen A. Cote	80,000	239,950	319,950
Thomas F. Frist(3)	3,940	153,247	157,187
Jamie S. Gorelick(4)	63,361	352,996	416,357
Roger H. Moore	75,000	239,950	314,950
John D. Roach(5)	32,910	0	32,910
Louis A. Simpson	91,073	239,950	331,023
Timothy Tomlinson	90,490	239,950	330,440

(1) Amounts shown represent retainer fees earned by each director.

Stock Awards consist solely of RSUs. Amounts shown represent the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 for the applicable awards granted in fiscal 2015. The grant date fair value of each Stock Award granted to each non-employee director (excluding Mr. Frist who was appointed on December 3, 2015) on July 21, 2015 was \$ 239,950 (3,687 RSUs at \$65.08 per share closing price on the grant date).

Mr. Frist was appointed to the Board of Directors on December 3, 2015 and received a grant of 1,665 RSUs at (3) \$92.04 per share, which represents the pro rata amount of annual equity awards given to members of the Board of Directors.

In addition to the grant on July 21, 2015, Ms. Gorelick received a grant on the date of her appointment to the Board (4) of Directors, January 30, 2015, for 2,075 RSUs at \$54.48 per share, which represents the pro rata amount of annual equity awards given to members of the Board of Directors.

(5) Mr. Roach served as a director until the 2015 Annual Meeting of Stockholders.

RSUs granted to non-employee directors in 2015 vested immediately upon grant. The Compensation Committee may authorize grants with different vesting schedules in the future. The vesting of equity awards for all non-employee directors accelerates as to 100% of any unvested equity awards upon certain changes-in-control as set forth in the Amended and Restated VeriSign, Inc. 2006 Equity Incentive Plan (the “2006 Plan”).

The Board Recommends a Vote “FOR” the Election of Each of the Nominated Directors.

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CORPORATE GOVERNANCE

Independence of Directors

As required under The NASDAQ Stock Market's listing standards, a majority of the members of our Board must qualify as "independent," as determined by the Board. The Board consults with our legal counsel to ensure that the Board's determinations are consistent with all relevant securities and other laws and regulations regarding the definition of "independent," including those set forth in pertinent listing standards of The NASDAQ Stock Market. Consistent with these considerations, after review of all relevant transactions and relationships between each director, or any of his or her family members, and Verisign, our executive officers or our independent registered public accounting firm, the Board affirmatively determined on February 18, 2016 that the majority of our Board is comprised of independent directors. Our independent directors are: Mr. Chenevich (who will not stand for re-election), Ms. Cote, Mr. Frist, Ms. Gorelick, Mr. Moore, Mr. Simpson and Mr. Tomlinson. Each director who serves on the Audit Committee, the Compensation Committee or the Corporate Governance and Nominating Committee is an independent director. Mr. Bidzos serves as Executive Chairman, President and Chief Executive Officer and thus is not considered independent. John D. Roach, who served as a director until the 2015 Annual Meeting of Stockholders, was determined to be independent pursuant to these same standards.

Board Leadership Structure

The Board regularly considers the appropriate leadership structure for the Company and has concluded that the Company and its stockholders are best served by not having a formal policy on whether the same individual should serve as both Chief Executive Officer and Chairman of the Board. This flexibility allows the Board to utilize its considerable experience and knowledge to elect the most appropriate director as Chairman, while maintaining the ability to separate the Chairman of the Board and Chief Executive Officer roles when necessary. This determination is made according to what the Board believes is best to provide appropriate leadership for the Company at such time. Currently, the Company's eight-member Board is led by Chairman D. James Bidzos. Mr. Bidzos is also an officer of the Company, serving as its Executive Chairman, President and Chief Executive Officer. The Board has appointed Louis A. Simpson as Lead Independent Director. The Lead Independent Director presides at all meetings of the Board at which the Chairman of the Board is not present.

The Board has determined that its current leadership represents an appropriate structure for the Company. In particular, this structure capitalizes on the expertise and experience of Messrs. Bidzos and Simpson due to their long-tenured service to the Board. The structure permits Mr. Bidzos to engage in the operations of the Company in a more in-depth way as Executive Chairman, President and Chief Executive Officer. Lastly, the structure ensures Board independence from management by permitting the Lead Independent Director to call and chair meetings of the independent directors separate and apart from the Chairman of the Board.

Mr. Bidzos was a founder of the Company and its initial Chief Executive Officer, and he has been either Chairman or Vice Chairman of the Company's Board of Directors since the Company's founding in 1995. Mr. Bidzos's current tenure as Chairman of the Board dates to August 2007. Mr. Bidzos was appointed Executive Chairman, President and Chief Executive Officer of Verisign on an interim basis on June 30, 2008. On January 14, 2009, Mr. Bidzos resigned as President on an interim basis, and on August 17, 2009, Mr. Bidzos resigned as Executive Chairman and Chief Executive Officer on an interim basis and was appointed Executive Chairman of Verisign. On August 1, 2011, Mr. Bidzos was appointed President and Chief Executive Officer. Mr. Simpson has been the Lead Independent Director since July 2015. Prior to Mr. Simpson, Mr. Chenevich served as the Lead Independent Director.

Board Role in Risk Oversight

The Board's role in the Company's risk oversight process includes receiving regular reports from members of senior management on areas of material risk to the Company, including operational, financial, legal and regulatory, and strategic and reputational risks. The full Board (or the appropriate committee in the case of risks that are under the purview of a particular committee) receives these reports from the appropriate member of senior management responsible for mitigating these risks within the organization to enable it to understand our risk identification, risk management and risk mitigation strategies. When a committee receives a report on risks under its purview, the

Chairperson of the relevant committee reports on the discussion to the full Board during the committee reports portion of the next Board meeting. This enables the Board and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships. All of our Board members have experience with enterprise risk management. In addition, the Board discusses cyber risks regularly during its regularly scheduled board meetings.

Board and Committee Meetings

The Board met five times and its committees collectively met fifteen times during 2015. During 2015, Mr. Chenevich was the only director who attended fewer than 75% of the aggregate of (i) the total number of meetings held by the Board and (ii) the total number of meetings held by all committees on which he or she served. As the Lead Independent Director, Mr. Simpson may schedule and conduct separate meetings of the independent directors and perform other similar duties.

Board Members' Attendance at the Annual Meeting

Although we do not have a formal policy regarding attendance by members of the Board at our annual meeting of stockholders, we encourage directors to attend. One member of the Board attended our 2015 Annual Meeting of Stockholders.

Corporate Governance and Nominating Committee

The Board has established a Corporate Governance and Nominating Committee to recruit, evaluate, and nominate candidates for appointment or election to serve as members of the Board, recommend nominees for committees of the Board, recommend corporate governance principles and periodically review and assess the adequacy of these principles, and review annually the performance of the Board. The Corporate Governance and Nominating Committee is currently composed of Ms. Cote (Chairperson), Mr. Chenevich, Mr. Frist, Ms. Gorelick, Mr. Moore, Mr. Simpson and Mr. Tomlinson, each of whom has been determined by the Board to be an "independent director" under the rules of The NASDAQ Stock Market. The Corporate Governance and Nominating Committee operates pursuant to a written charter. The Corporate Governance and Nominating Committee's charter is located on our website at <https://investor.verisign.com/documents.cfm>. The Corporate Governance and Nominating Committee met five times during fiscal 2015.

In nominating candidates for election to the Board, the Corporate Governance and Nominating Committee considers the performance and qualifications of each potential nominee or candidate, not only for his or her individual strengths but also for his or her potential contribution to the Board as a group. While it has no express policy, in carrying out this responsibility the Corporate Governance and Nominating Committee also considers additional factors, such as diversity of business administration specialty, expertise within industries and markets tangential or complementary to the Company's industry, and business contacts among the various market segments relevant to the Company's sales, human resource and development strategies. Additionally, pursuant to its charter, the Corporate Governance and Nominating Committee evaluates and reviews with the Board the criteria for selecting new directors, including skills and characteristics, in the context of the current composition of the Board and its committees.

The Corporate Governance and Nominating Committee considers candidates for director nominees proposed by directors and stockholders. The Corporate Governance and Nominating Committee may also from time to time retain one or more third-party search firms to identify suitable candidates.

If you would like to recommend to the Corporate Governance and Nominating Committee a prospective candidate, please submit the candidate's name and qualifications to: Thomas C. Indelicarto, Secretary, VeriSign, Inc., 12061 Bluemont Way, Reston, Virginia 20190.

The Corporate Governance and Nominating Committee will consider all candidates identified by the directors, chief executive officer, stockholders, or third-party search firms through the processes described above, and will evaluate each of them, including incumbents and candidates nominated by stockholders, based on the same criteria.

Audit Committee

The Board has established an Audit Committee that oversees the accounting and financial reporting processes at the Company, internal control over financial reporting, audits of the Company's financial statements, the qualifications of the Company's independent registered public accounting firm, and the performance of the Company's internal audit department and the independent registered public accounting firm. The independent registered public accounting firm reports directly to the Audit Committee, and the Audit Committee is responsible for the appointment (subject to stockholder ratification), compensation and retention of the independent registered public accounting firm. The Audit Committee also oversees the Company's processes to manage business and financial risk, and compliance with significant applicable legal and regulatory requirements, and oversees the Company's ethics and compliance programs. The Audit Committee is currently composed of Mr. Tomlinson (Chairperson), Mr. Chenevich, Ms. Cote and Mr. Moore. Each member of the Audit Committee meets the independence criteria of The NASDAQ Stock Market and the SEC. Each Audit Committee member meets The NASDAQ Stock Market's financial knowledge requirements, and the Board has determined that the Audit Committee has at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities as required by

Rule 5605(c)(2) of The NASDAQ Stock Market. The Audit Committee operates pursuant to a written charter, which complies with the applicable provisions of the Sarbanes-Oxley Act of 2002 and related rules of the SEC and The NASDAQ Stock Market. The Audit Committee's charter is located on our website at <https://investor.verisign.com/documents.cfm>. The Audit Committee met five times during fiscal 2015.

Audit Committee Financial Expert

Our Board has determined that Mr. Chenevich, Ms. Cote, Mr. Moore and Mr. Tomlinson are "audit committee financial experts" as such term is defined in Item 407(d)(5) of Regulation S-K of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Mr. Chenevich, Ms. Cote, Mr. Moore and Mr. Tomlinson meet the independence requirements for audit committee members as defined in the applicable listing standards of The NASDAQ Stock Market.

Report of the Audit Committee

The Audit Committee is composed of four directors who meet the independence and experience requirements of The NASDAQ Stock Market Rules. The Audit Committee operates under a written charter adopted by the board of directors (the "Board") of VeriSign, Inc. ("Verisign"). The members of the Audit Committee are Messrs. Tomlinson (Chairperson), Moore and Chenevich, and Ms. Cote. The Audit Committee met five times during fiscal 2015. Management is responsible for the preparation, presentation and integrity of Verisign's financial statements, accounting and financial reporting principles and internal controls and processes designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting standards and applicable laws and regulations (the "Internal Controls"). The independent registered public accounting firm, KPMG LLP ("KPMG"), is responsible for performing an independent audit of Verisign's consolidated financial statements and the effectiveness of the Company's internal control over financial reporting in accordance with standards of the Public Company Accounting Oversight Board (United States) and for issuing reports thereon.

The Audit Committee is responsible for oversight of Verisign's financial, accounting and reporting processes and its compliance with significant applicable legal and regulatory requirements. The Audit Committee is also responsible for the appointment, compensation and oversight of Verisign's independent registered public accounting firm, including (i) evaluating the independent registered public accounting firm's qualifications and performance, (ii) reviewing and confirming the independent registered public accounting firm's independence, (iii) reviewing and approving the planned scope of the annual audit, (iv) overseeing the audit work of the independent registered public accounting firm, (v) reviewing and pre-approving any non-audit services that may be performed by the independent registered public accounting firm, (vi) reviewing with management and the independent registered public accounting firm the adequacy of Verisign's Internal Controls, and (vii) reviewing Verisign's critical accounting policies, the application of accounting principles and conduct of the audit, including the oversight of the resolution of any issues identified by the independent registered public accounting firm.

To ensure the independence of Verisign's independent registered public accountant, we follow the applicable laws, rules and regulations regarding the rotation of audit partners, including Rule 2-01 of Regulation S-X.

During fiscal 2015, the Audit Committee met privately with KPMG to discuss the results of the audit, evaluations by the independent registered public accounting firm of Verisign's Internal Controls and quality of Verisign's financial reporting. In addition, during its regularly scheduled meetings, the Audit Committee met privately with each of Verisign's Chief Financial Officer, General Counsel and Compliance Officer and Vice President of Internal Audit to discuss various legal, accounting, auditing and internal control matters.

The Audit Committee has reviewed and discussed the audited consolidated financial statements contained in Verisign's Annual Report on Form 10-K for the year ended December 31, 2015 with management. This review included a discussion of the accounting principles, reasonableness of significant judgments, and clarity of disclosures in the consolidated financial statements. Management represented to the Audit Committee that Verisign's consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America and the Audit Committee has reviewed and discussed the consolidated financial statements with KPMG. The Audit Committee has discussed with KPMG the matters required to be discussed under the applicable rules adopted by the Public Company Accounting Oversight Board. In addition, the Audit Committee has received from KPMG the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding KPMG's communications with the Audit Committee concerning independence, and the Audit Committee has discussed with KPMG their independence.

Based upon the review and discussions referred to above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in Verisign's Annual Report on Form 10-K for the year ended December 31, 2015, for filing with the SEC.

This report is submitted by the Audit Committee

Timothy Tomlinson (Chairperson) Kathleen A. Cote

William L. Chenevich Roger H.
Moore

Compensation Committee

The Board has established a Compensation Committee to discharge the Board's responsibilities with respect to all forms of compensation of the Company's employees, including directors and executive officers, to administer the Company's equity incentive plans, and to produce an annual report on executive compensation for use in the Company's proxy statement. The Compensation Committee is also responsible for approving and evaluating executive officer compensation arrangements, plans, policies and programs of the Company, and for administering the Company's equity incentive plans for employees. The Compensation Committee operates pursuant to a written charter. The Compensation Committee's charter is located on our website at <https://investor.verisign.com/documents.cfm>. The Compensation Committee is currently composed of Mr. Simpson (Chairperson), Ms. Gorelick, and Mr. Tomlinson, each of whom is an "independent director" under the rules of The NASDAQ Stock Market for compensation committee members, a "non-employee director" pursuant to Rule 16b-3 promulgated under Section 16 of the Exchange Act and an "outside director" pursuant to Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). The Compensation Committee met five times during fiscal 2015. For further information regarding the role of compensation consultants and management in setting executive compensation, see "Executive Compensation—Compensation Discussion and Analysis."

Communicating with the Board

Any stockholder who desires to contact the Board may do so electronically by sending an e-mail to the following address: bod@verisign.com. Alternatively, a stockholder may contact the Board by writing to: Board of Directors, VeriSign, Inc., 12061 Bluemont Way, Reston, Virginia 20190, Attention: Secretary. Communications received electronically or in writing are distributed to the Chairman of the Board or other members of the Board, as appropriate, depending on the facts and circumstances outlined in the communication received.

Code of Ethics

We have adopted a code of ethics that applies to our principal executive officer, principal financial officer and other senior accounting officers. This code of ethics, titled "Code of Ethics for the Chief Executive Officer and Senior Financial Officers," is posted on our website under "Ethics and Business Conduct" at <https://investor.verisign.com/corporate-governance.cfm> along with the "Verisign Code of Conduct" that applies to all officers and employees, including the aforementioned officers.

We intend to satisfy any disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of the "Code of Ethics for the Chief Executive Officer and Senior Financial Officers" or, to the extent also applicable to the principal executive officer, principal financial officer, or other senior accounting officers, the "Verisign Code of Conduct—2012" by posting such information on our website, on the Web page found by clicking through to "Ethics and Business Conduct" as specified above.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of March 31, 2016, except as otherwise indicated, by:

- each current stockholder who is known to own beneficially more than 5% of our common stock;
- each current director;
- each of the Named Executive Officers (see “Executive Compensation—Summary Compensation Table” elsewhere in this Proxy Statement); and
- all current directors and executive officers as a group.

The percentage ownership is based on 108,879,250 shares of common stock outstanding at March 31, 2016. Shares of common stock that are covered by RSUs vesting within 60 days of March 31, 2016, are deemed outstanding for the purpose of computing the percentage ownership of the person holding such RSUs but are not deemed outstanding for computing the percentage ownership of any other person. Unless otherwise indicated in the footnotes following the table, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable.

BENEFICIAL OWNERSHIP TABLE

Name and Address of Beneficial Owner Greater Than 5% Stockholders	Shares Beneficially Owned	
	Number(1)	Percent(1)
T. Rowe Price Associates, Inc.(2) 100 E. Pratt Street Baltimore, MD 21202	18,002,288	16.53 %
Capital World Investors(3) 333 South Hope Street Los Angeles, CA 90071	15,462,044	14.20 %
Warren Buffett(4) Berkshire Hathaway, Inc. 3555 Farnam Street Omaha, NE 68131	12,985,000	11.93 %
The Vanguard Group(5) 100 Vanguard Boulevard Malvern, PA 19355	8,247,543	7.57 %
BlackRock, Inc. (6) 55 East 52 nd Street New York, NY 10022	6,433,266	5.91 %
New Perspective Fund(7) 333 South Hope Street Los Angeles, CA 90071	5,733,444	5.27 %
Directors and Named Executive Officers		
D. James Bidzos	522,081	*
William L. Chenevich	30,034	*
Kathleen A. Cote	39,332	*
Thomas F. Frist III	1,665	*
Jamie S. Gorelick	6,762	*
Roger H. Moore	29,991	*
Louis A. Simpson(8)	207,661	*
Timothy Tomlinson(9)	16,477	*
Todd B. Strubbe(10)	29,135	*
George E. Kilguss, III(11)	77,964	*
Thomas C. Indelicarto(12)	13,773	*
All current directors and executive officers as a group (11 persons)(13)	1,004,875	*

*Less than 1% of Verisign's outstanding common stock.

(1)The percentages are calculated using 108,879,250 outstanding shares of the Company's common stock on March 31, 2016 as adjusted pursuant to Rule 13d-3(d)(1)(i). Pursuant to Rule 13d-3(d)(1) of the Exchange Act, beneficial ownership information for each person also includes shares subject to options exercisable, or RSUs vesting, within

60 days of March 31, 2016, as applicable.

Based on Schedule 13G/A filed on February 11, 2016 with the SEC by T. Rowe Price Associates, Inc. with respect to beneficial ownership of 18,002,288 shares. T. Rowe Price Associates, Inc. has sole voting power over 5,169,371 of these shares and sole dispositive power over 18,002,288 of these shares.

Based on Schedule 13G/A filed on February 16, 2016 with the SEC by Capital World Investors, with respect to beneficial ownership of 15,462,044 shares. Capital World Investors has sole voting power over 15,462,044 of these shares and sole dispositive power over 15,462,044 of these shares.

Based on Schedule 13G filed on August 4, 2014 with the SEC by Berkshire Hathaway, Inc., with respect to beneficial ownership of 12,985,000 shares. Berkshire Hathaway, Inc., is a diversified holding company which Mr. Buffett may be deemed to control. Mr. Buffett and Berkshire Hathaway share voting and dispositive power over 12,985,000 of these shares, which include shares beneficially owned by certain subsidiaries of Berkshire Hathaway.

Based on Schedule 13G/A filed on February 11, 2016 with the SEC by The Vanguard Group with respect to beneficial ownership of 8,247,543 shares. The Vanguard Group has sole voting power over 182,666 of these shares, sole dispositive power over 8,046,209 of these shares, shared voting power over 10,300 of these shares and shared dispositive power over 201,334 of these shares.

Based on Schedule 13G/A filed on February 10, 2016 with the SEC by BlackRock, Inc. with respect to beneficial ownership of 6,433,266 shares. BlackRock has sole voting power over 5,532,939 of these shares and sole dispositive power over 6,433,266 of these shares.

Based on Schedule 13G filed on February 16, 2016 with the SEC by New Perspective Fund with respect to beneficial ownership of 5,733,444 shares. New Perspective Fund has sole voting power over 0 shares, shared voting power over 0 shares, sole dispositive power over 0 shares, and shared dispositive power over 0 shares. New Perspective Fund is advised by Capital Research and Management Company which manages equity assets through three divisions, Capital Research Global Investors, Capital World Investors, and Capital International Investors, each of which generally function separately from each other and make investment decisions on a separate basis.

Includes 207,661 shares held by the Louis A. Simpson Living Trust, under which Mr. Simpson is the trustee.

Includes 16,477 shares held indirectly by the Tomlinson Family Trust, under which Mr. Tomlinson and his spouse are co-trustees.

Includes 19,477 RSUs vesting within 60 days of March 31, 2016 held directly by Mr. Strubbe.

Includes 4,914 RSUs vesting within 60 days of March 31, 2016 held directly by Mr. Kilguss.

(12)Includes 250 RSUs vesting within 60 days of March 31, 2016 held directly by Mr. Indelicarto.

(13)Includes the shares described in footnotes (8)-(12).

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Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and officers, and persons who own more than 10% of Verisign's common stock to file initial reports of ownership and reports of changes in ownership with the SEC and The NASDAQ Stock Market. These persons are required by SEC regulations to furnish us with copies of all Section 16(a) forms that they file. We file Section 16(a) reports on behalf of our directors and executive officers to report their initial and subsequent changes in beneficial ownership of our common stock.

Based solely on a review of the reports we filed on behalf of our directors and executive officers, or written representations from reporting persons that all reportable transactions were reported, the Company believes that all Section 16(a) filing requirements applicable to our directors and executive officers were complied with for fiscal 2015.

PROPOSAL NO. 2

TO APPROVE, ON A NON-BINDING ADVISORY BASIS, VERISIGN'S EXECUTIVE COMPENSATION

Under Schedule 14A of the Exchange Act and the corresponding SEC rules, Verisign is seeking an advisory stockholder vote with respect to compensation awarded to our Named Executive Officers for 2015 as disclosed in the Compensation Discussion and Analysis section and accompanying compensation tables contained in this Proxy Statement. The stockholder vote on executive compensation is advisory only, and the result of the vote is not binding upon the Company or its Board. Although the resolution is non-binding, the Board and the Compensation Committee will consider the outcome of the advisory vote on executive compensation when making future compensation decisions. On May 26, 2011, the majority of the Company's stockholders voted in favor of an annual non-binding stockholder advisory vote on executive compensation and, in consideration of the outcome of the frequency vote, the Board determined to hold such advisory vote each year. Following the Meeting, the next such non-binding advisory vote to approve Verisign's executive compensation is scheduled to occur at the 2017 Annual Meeting of Stockholders. Verisign's executive compensation program and compensation paid to the Named Executive Officers are described elsewhere in this Proxy Statement. The Compensation Committee oversees the program and compensation awarded, adopting changes to the program and awarding compensation as appropriate to reflect the Company's circumstances and to promote the main objectives of the program: to provide competitive overall pay relative to peers, taking into account company and individual performance, to effectively tie pay to performance, and to align the Named Executive Officers' interests with stockholders.

This proposal allows our stockholders to express their opinions regarding the decisions of the Compensation Committee on the prior fiscal year's annual compensation to the Named Executive Officers. You may vote for or against the following resolution, or you may abstain. This vote is advisory and non-binding.

Resolved, that the stockholders approve the compensation of VeriSign, Inc.'s Named Executive Officers, as disclosed under Securities and Exchange Commission rules, including the Compensation Discussion and Analysis section, the compensation tables and related material included in this Proxy Statement.

The Board Recommends a Vote "FOR" the foregoing resolution.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis (“CD&A”) provides comprehensive information about our executive compensation program for our fiscal 2015 Named Executive Officers (“NEOs”), who are listed below, and provides context for the decisions underlying the compensation reported in the executive compensation tables in the Proxy Statement. Our NEOs are:

• D. James Bidzos, Executive Chairman, President and Chief Executive Officer (“CEO”);
 • Todd B. Strubbe, Executive Vice President, Chief Operating Officer (“COO”) (Mr. Strubbe joined the Company on April 20, 2015);
 • George E. Kilguss, III, Senior Vice President and Chief Financial Officer (“CFO”); and
 • Thomas C. Indelicarto, Senior Vice President, General Counsel and Secretary.

Messrs. Kilguss and Indelicarto were promoted to Executive Vice President on February 17, 2016.

In the sections below, we will describe the material elements of our executive compensation program for 2015, including how we set compensation and tied pay to performance. We refer to our NEOs and senior vice presidents, collectively as our “senior officers.”

Executive Summary

In 2015, our focus remained on the alignment of pay and performance. The following table provides highlights of our 2015 compensation program:

Item	Action	Description/Rationale
Annual base salary increases	Salary increases were provided to Messrs. Kilguss and Indelicarto.	Salary adjustments were made to better align salaries with the market.
Annual incentive bonus	Funded bonus pool at 117% of target.	The pre-established formula for determining the size of the bonus pool yielded funding equal to 117% of target based on achievement levels of the plan’s financial targets for revenue and non-GAAP operating margin.
Long-term incentive compensation	Granted annual equity awards comprised of 50% time-vesting Restricted Stock Units (“RSUs”) and 50% performance-based RSUs. The equity awards for the CEO are comprised of 42% time-vesting RSUs and 58% performance-based RSUs.	Awards provided immediate retentive value, tied long-term incentive compensation to Company performance, and created strong alignment with stockholder value creation.
Stock retention policy	Left ownership guidelines unchanged: <ul style="list-style-type: none"> • 6x base salary for CEO; • 2x base salary for SVP/EVP levels. • 5x annual retainer for Directors 	Guidelines continue to ensure alignment of our Directors, CEO’s, Executive Vice Presidents’ and Senior Vice Presidents’ interests with the interests of stockholders.

These guidelines remain in place until six months after separation of service from the company.

Peer group

Conducted a comprehensive review of companies to be included in our peer group. Our selection criteria included industry, financial size (revenue, operating income and market capitalization), inclusion in the S&P 500, consistent profitability, cash flow, and return of capital to shareholders.

Changes in peer group were designed to ensure our peer group reflects the market in which we compete for talent and includes companies similar to us in industry, size and complexity.

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Key features of our current compensation programs include:

- ▲ A majority of our senior officers' compensation is performance based
- Our senior officers do not have employment contracts
- Our senior officers' change in control agreements contain a double trigger and do not allow for tax gross-ups
- ▲ We do not have special pension plans, special retirement plans or other significant perquisites for senior officers
- Our senior officers participate in the same benefit programs as all employees
- Our Board has established a compensation recoupment policy applicable to our NEOs in the event of a restatement of the Company's financial statements
- ▲ We have stock ownership requirements applicable to our senior officers and directors
- Our securities trading policy prohibits any employee or director from hedging or pledging our stock
- ▲ The Compensation Committee has retained an independent compensation consultant

Results of Shareholder Advisory Votes on Executive Compensation: When the Compensation Committee set compensation amounts for 2016, it took into account the results of the stockholder advisory vote on executive compensation that took place in May 2015. Although the vote was advisory and not binding, our stockholders indicated strong support of our executive compensation program for our NEOs as disclosed in the 2015 Proxy Statement (97,555,092 votes were in favor, 95,264 abstained and 1,926,883 voted against, with 6,975,346 broker non-votes). Over 99% of the votes cast and approximately 85% of the shares entitled to vote (the number of shares entitled to vote as of the record date was 116,428,984) were in favor of our NEO compensation program. As such, we did not make any material changes to our 2015 executive compensation program from 2014.

Compensation Philosophy and Objectives

Verisign's reputation as an industry leader in the secure and reliable operation of critical Internet infrastructure is built on the executive talent we are able to attract and retain. Our executive compensation program is designed to ensure we have the talent we need to maintain our current high performance standards and grow our business for the future. Our philosophy is to provide a mix of compensation that motivates our executives to achieve our short and long-term performance goals, which in turn will create value for our stockholders.

Our executive compensation program is designed with the following objectives in mind:

Objective	Program Design Element
Attract and retain talented executives	<ul style="list-style-type: none"> • Provide a competitive level of total direct compensation (base salary, bonus and long-term incentive). • Provide a portion of executive compensation in the form of time-vesting RSUs that have retentive value as they vest over a multi-year period.
Tie a significant portion of executives' compensation to achievement of the Company's performance objectives	<ul style="list-style-type: none"> • Provide a compensation program that is weighted in favor of annual and long-term incentives and includes performance-based RSUs with performance objectives that are tied to stockholder value creation and other financial and strategic goals.
Recognize and reward individual performance	<ul style="list-style-type: none"> • Provide awards, under the annual incentive program, based on Company performance that may be modified up or down based on individual performance to closely align executives' personal accomplishments with their compensation.

Objective

Program Design Element

- Provide a significant portion of compensation tied to the long term value of our stock. This design element includes:

Annual equity grants that vest over a multi-year period and are comprised of 50% time-vesting RSUs and 50% performance-based RSUs. The annual equity grants for the CEO are more heavily weighted to performance-based RSUs (42% time-vesting RSUs and 58% performance-based RSUs).

Align the interests of our executives with our stockholders

Time-vesting RSUs that vest over a four-year period.

Basing the value of performance-based RSUs on the Company's performance over a three-year period.

Requiring executives to meet stock ownership guidelines and retain their required ownership until six months after termination of employment.

Pay and Performance Relationship: Attracting and retaining the level of executive talent we need to be successful is a key objective of our executive compensation program. However, it is equally important that our executives are motivated and rewarded to achieve objectives that provide long-term benefits to our stockholders. We have designed our executive compensation program so that a significant amount of our NEOs' compensation is performance-based to ensure the actual compensation paid to our executives is appropriately aligned with our Company's performance and stockholders' long-term interests. The charts below illustrate our emphasis on performance-based compensation. ¹Performance-Based Compensation = Annual incentive bonus and long-term incentive ("LTI"), valued as of the date of the grant.

Note for purposes of the NEOs Excluding CEO Pay Mix at Target chart, the annual base salary and annual target bonus for Mr. Strubbe (hired on April 20, 2015) was not prorated and LTI consists of all equity grants received throughout 2015. If Mr. Strubbe were to be excluded, the Pay Mix would be 14.4% (Base Salary), 9.4% (Target Bonus), and 76.2% (LTI Grant Value).

Our Process for Setting Compensation

Role of the Compensation Committee: The Compensation Committee oversees our compensation and benefit programs and sets the policies that govern compensation of our senior officers, including NEOs, and other employees. As part of its role in approving senior officers' compensation, the Compensation Committee annually:

- Reviews and makes changes as appropriate to the peer group used to benchmark competitive compensation levels for our senior officers;

- Reviews the report from its compensation consultant describing the relationship of the Company's compensation philosophy and amounts to its peer group and its industry;

- Reviews and approves design elements of senior officer compensation for market competitiveness and alignment with Company performance;

- Sets performance goals for our annual and long-term incentive compensation programs;

- Reviews the Board's assessment of the individual performance of the CEO achieved during the fiscal year and determines any adjustments to the CEO's base salary, annual incentive and equity awards based on this assessment; and

- Reviews the CEO's assessment of individual performance of each senior officer in conjunction with performance achieved during the fiscal year and approves any adjustments to base salary, annual incentive and equity awards based on this assessment.

Role of Management: The CEO annually reviews the performance of each senior officer, other than the CEO (whose performance is reviewed by the Board), and makes recommendations to the Compensation Committee for base salary adjustments, annual incentive and equity awards based on this assessment.

Role of External Compensation Consultant: The Compensation Committee has engaged Frederic W. Cook & Co., Inc. ("FW Cook") as its independent consultant to assist it in evaluating and analyzing the Company's executive compensation program and principles. FW Cook also reviews compensation design recommendations by the Company's management and provides recommendations to the Compensation Committee for any changes to the CEO's compensation. FW Cook provides the following services to the Compensation Committee:

- Analyzes the senior officers' annual compensation based on comparisons to the Company's peer group, including comparing target and actual total compensation and advises the Compensation Committee on the appropriateness of management's recommendations for any changes to the senior officers' compensation;

- Reviews the Company's peer group annually and provides recommendations for changes as appropriate;

- Advises the Compensation Committee on best practices related to governance and design of executive compensation programs;

- Reviews the Company's equity compensation philosophy and incentive design;

- Reviews the risk assessment of company incentive plans and arrangements;

- Reviews the draft CD&A; and

- Reviews non-employee director compensation.

At its meeting in October 2015, the Compensation Committee reviewed FW Cook's performance, and in December 2015, the Committee assessed FW Cook's independence against the six independence factors set forth in the NASDAQ rules. FW Cook provided the Committee with a written statement addressing the six independence factors and presented information which addressed all factors. Upon review of FW Cook's responses, the Committee determined that FW Cook was independent and engaged FW Cook for fiscal year 2016. FW Cook performs no other services for the Company and the Committee believes its services for the Committee do not raise any conflicts of interest.

Competitive Market Assessment: Each year, we assess the competitiveness of our senior officers' (including our NEOs') base salary, annual incentive bonus targets and long-term incentive compensation targets (element by element and in aggregate) by comparing our program to a peer group of publicly-traded high technology companies that we view as our competitors for executive talent. We examine the compensation data of our peer group and also review broader publicly-available survey data for high technology companies that are comparable to us in annual revenues. The Compensation Committee carefully considers our peer group and survey data when determining total compensation for its NEOs. The Compensation Committee also considers a senior officer's individual performance, future potential, and scope of responsibilities and experience when approving compensation.

Each year, the Compensation Committee reviews the peer group with the assistance of its independent consultant and makes changes as appropriate in order to ensure it continues to appropriately reflect the competitive market for executive talent. As part of its annual

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review in April of 2015, the Compensation Committee identified several additional companies to add to our peer group for 2015 to establish a broader set of peer companies.

For 2015, we expanded our peer selection criteria to include companies more closely aligned in strategic focus as well as financial size and industry. The criteria used to evaluate potential peers were based on financial size (revenue, operating income, and market capitalization), free cash flow yield, EBITDA growth, use of dividends or buybacks, inclusion in the S&P 500 and industry. Similar to Verisign, the resulting peer group includes companies that exhibit high free cash flow on a per share basis, return excess capital to shareholders, are focused on driving continuous profitable growth and have longevity within their business.

For 2015 our peer group was:

*Alliance Data Systems	Nuance Communications
Akamai Technologies	*Paychex
ANSYS	Rackspace Hosting
Autodesk	Red Hat
Citrix Systems	*Roper Technologies
Equinix	Rovi
*F5 Networks	Solera Holdings
Factset Research Systems	*Teradata
*Fiserv	*Total System Services

*Intuit

*addition to peer group as of April 2015

The chart below illustrates Verisign's revenue, operating income and market capitalization percentile as compared to its 2015 peer group as of December 31, 2015 with revenue reflecting the most recently reported four quarters.

Note: The data source is Standard & Poor's Capital IQ

Elements of Our Executive Compensation Program

Our executive compensation program is made up of three main elements: base salary, annual incentive bonus, and long-term incentive compensation. The chart below shows our objectives for each element of compensation and what factors we use to determine actual awards. For each element of compensation, we review the 50th percentile of our peer group and relevant survey data to determine award levels.

Element	Objective	Factors Used to Determine Awards
Base Salary	Provide a guaranteed level of annual income in order to attract and retain our executive talent.	<ul style="list-style-type: none"> • Job responsibilities • Experience • Individual contributions • Future potential • Internal pay equity • Effect on other elements of compensation
Annual Incentive Bonus	Provide a target reward for achieving financial and strategic operational goals, and a greater than target award for exceeding goals.	<ul style="list-style-type: none"> • Company performance measures • Individual performance
Long-Term Incentive Compensation	Provide a reward that incentivizes executives to manage Verisign from the perspective of a stockholder. Also, to retain our executive talent.	<ul style="list-style-type: none"> • Job responsibilities • Individual contributions • Future potential • Value of vested and unvested outstanding equity awards • Internal pay equity

Base Salary: For 2015, the Compensation Committee reviewed competitive benchmark data provided by FW Cook and recommendations from our CEO regarding each senior officer's individual performance. Based on that review, adjustments were made to NEOs' salaries as summarized in the chart below. The base salary for each of our NEOs was at or below the 50th percentile of our peer group.

Name	Position	2014 Base Salary	2015 Base Salary	Rationale for Adjustment
D. James Bidzos	Executive Chairman, President and CEO	\$750,000	\$750,000	Mr. Bidzos' salary was not increased and has not been since he assumed the CEO role in August 2011.
Todd B. Strubbe	Executive Vice President, COO	-	\$550,000	Mr. Strubbe was hired April 20, 2015
George E. Kilguss, III	Senior Vice President and CFO	\$410,000	\$425,000	Mr. Kilguss' base salary was increased by 3.7% in February of 2015 to better align with peer group market data
Thomas C. Indelicarto	Senior Vice President, General Counsel and	\$330,000	\$350,000	Mr. Indelicarto's base salary was increased by 6% in February of 2015 to better align with

Secretary

peer group market data

Annual Incentive Bonus: We provide annual cash bonuses to our employees, including our NEOs, under the Verisign Performance Plan (“VPP”). These bonuses are based on the Company’s achievement of pre-established financial goals, as well as individual performance.

We determine the target annual incentive opportunity for each of our NEOs based on a comparison to our peer group and information obtained from relevant survey data. Each of the target bonuses for our NEOs was at or below the 50th percentile of our peer group. For 2015, the Compensation Committee approved the following bonus targets as a percent of base salary for our NEOs:

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	2015 Bonus Target as a % of Base Salary	
NEOs		
CEO	100	%
COO	80	%
CFO	70	%
Senior Vice Presidents	60	%

Messrs. Kilguss and Indelicarto were promoted to Executive Vice President on February 17, 2016 with a new target bonus level of 75% for 2016.

The Compensation Committee approves actual annual incentive award payments for our senior officers, including NEOs, taking into account the Company's performance. The Company's performance determines the initial level of funding for the annual incentive bonus pool. The Compensation Committee then considers, and approves as appropriate, management's recommendation for modifying any individual awards above or below the level of funding based on an assessment of individual performance, subject to the maximum individual bonus payments described below for NEOs under Tax Treatment of Executive Compensation.

The Company's performance goals for the fiscal 2015 VPP were approved by the Compensation Committee in December 2014 and were based on two financial measures: Revenue and non-GAAP operating margin, both weighted equally at 50%.

For purposes of determining the bonus pool, we calculate the non-GAAP operating margin by taking the consolidated non-GAAP operating income as a percentage of revenue. We determine the consolidated non-GAAP operating income by excluding stock-based compensation from the Company's consolidated operating income. We use this non-GAAP performance measure because we believe it presents a clearer picture of the performance of the Company's core operations than the corresponding GAAP performance measures.

A description of the performance measures and funding established for each of the goals pertaining to the 2015 VPP are set forth below:

Revenue: Weighted at 50% of the total bonus pool, this component would be funded when the actual results met a threshold level of achievement greater than 97% of the established target of \$1,050.0 million. Revenue achievement between 97% and 100% of target would result in funding from 0% to 100% with respect to this goal; revenue achievement between 100% and 103.8% of target would result in funding from 100% to 200% with respect to this goal.

Non-GAAP operating margin: Weighted at 50% of the total bonus pool, this component would be funded when the actual results met a threshold level of achievement greater than 97% of the established target of 61.3%. Non-GAAP operating margin achievement between 97% and 100% of target would result in funding from 0% to 100% with respect to this goal; non-GAAP operating margin achievement between 100% and 104.4% of target would result in funding from 100% to 200% with respect to this goal

The chart below illustrates how each goal component and its respective performance achievement resulted in a final funding multiplier rounded to 117% of total target bonus pool for the VPP bonus plan.

Goal	Target	Actual	Actual as % of Target	Achievement	Weighting	Funding Multiplier
Revenue	\$1,050.0	\$1,059.4	100.9%	123.5%	50%	61.7%
Non – GAAP operating margin	61.3%	61.6%	100.4%	109.9%	50%	54.9%
Total						116.6%

In order to establish actual award amounts under the VPP bonus plan, the Compensation Committee also reviewed the CEO's assessment of individual performance of the NEOs and considered the Board's assessment of the CEO's individual performance. The chart below indicates the Compensation Committee's approved annual incentive bonus award for each NEO under the 2015 VPP bonus plan.

Name	Position	2015 Base Salary	Bonus Target as a % of Base Salary	2015 Actual Bonus Payment			Actual Payout as a % of Base Salary	Notes
				Funding Multiplier as a % of Target	Actual Payout as a % of Target	Actual Payout Amount		
D. James Bidzos	Executive Chairman, President and CEO	\$750,000	100%	117%	117.0%	\$877,500	117.0%	Mr. Bidzos' bonus payment was made at the funding multiplier level of 117% of his target bonus. No further adjustment was made.
Todd B. Strubbe	Executive Vice President, COO	\$550,000	80%	117%	79.6%	\$350,000	63.6%	Mr. Strubbe's bonus payment was made at 79.6% of his target bonus due to proration based on his hire date of April 20, 2015.
George E. Kilguss, III	Senior Vice President and CFO	\$425,000	70%	117%	117.6%	\$350,000	82.4%	Mr. Kilguss' bonus payout amount was rounded, resulting in a payout of 117.6%.
Thomas C. Indelicarto	Senior Vice President, General Counsel and Secretary	\$350,000	60%	117%	142.9%	\$300,000	85.7%	Mr. Indelicarto's bonus payout was made at 142.9% of his target. The adjustment over the funding multiplier was made due to performance and contributions.

Long-Term Incentive Compensation: Equity-based grants are a key element of our total compensation program. Consistent with our compensation philosophy, we believe it is important that these awards have a performance component and that they are aligned with total shareholder return. The target award amounts are based on several factors including competitiveness as determined by our peer group and relevant survey data provided by FW Cook, job responsibilities, individual contributions, and future potential of the executive. The target award amounts for our NEOs generally approximate the 50th percentile of our peer group.

In 2015, the Compensation Committee granted long-term equity compensation to our senior officers consisting of 50% performance-based RSUs and 50% time-vesting RSUs. The CEO received long-term equity compensation consisting of 58% performance-based RSUs and 42% time-vesting RSUs. The time-vesting RSUs provide strong retentive value for our executive talent as they vest ratably over four years, subject to continued employment. They are also linked to increases in stockholder value creation as their value goes up or down with the Company's stock price. The performance-based RSUs are linked to long-term Company financial performance as well as increases in stockholder value.

The metrics associated with the 2015 performance-based RSUs consist of two financial measures - compound annual growth rate (“CAGR”) of operating income per share growth and Total Shareholder Return (“TSR”) of Verisign stock compared to the TSR of the S&P 500 index. The number of RSUs earned may range from 0 to 200% of the target award based on CAGR of operating income per share growth for the relevant performance period, but no more than 100% of target may be earned unless the TSR of Verisign stock equals or outperforms the TSR of the S&P 500 index for the period January 1, 2015 through December 31, 2017. We believe that the performance metrics coincide with shareholder interests, create a long-term performance focus and complement the performance metrics in the Company’s short term annual incentive plan. The vesting of the 2015 performance-based RSUs at the end of a three-year performance period provides a strong retention incentive.

The chart below illustrates the vesting schedule for the 2015 equity grant.

	2016	2017	2018	2019
Grant of Time-Vesting RSUs 50% of LTI Grant (1)	25% vested on February 10, 2016	25% vesting on February 10, 2017	25% vesting on February 10, 2018	25% vesting on February 10, 2019
Grant of Performance-Based RSUs 50% of LTI Grant (1)	N/A	N/A	Number of RSUs earned based on performance achievement during 2015-2017 determined in February 2018(2)	N/A

(1) Except for the CEO, whose grant of time-vesting RSUs was 42% of LTI Grant and performance-based RSUs was 58% of LTI grant.

Vesting will be on the later of the date the achievement of the performance goal is certified and the date the (2) Company receives an unqualified signed opinion of the Company’s financial statements from its independent registered public accounting firm.

Equity awards for NEOs were granted on February 10, 2015 at the regularly scheduled Compensation Committee meeting. The Compensation Committee approved the total value granted to individual executives (time-vesting and performance-based) based on the factors discussed herein. The actual number of RSUs was a function of the closing stock price on February 10, 2015.

The chart below shows the number of RSUs granted to each NEO in February 2015:

Name	Position	2015 Annual Equity Grants				Notes
		Total Market Value of Equity Grant	FMV at Grant per RSU	Time-Vesting RSUs granted (1)	Performance-Based RSUs granted (2)	
D. James Bidzos	Executive Chairman, President and CEO	\$5,999,968	\$60.88	41,064	57,490	Mr. Bidzos' equity grant was positioned near the 50 th percentile for CEOs in our peer group.
Todd B. Strubbe	Executive Vice President, Chief Operating Officer	\$6,559,970	\$66.49	77,906	20,755	Mr. Strubbe was hired on April 20, 2015 and received a new hire equity award package. (3)
George E. Kilguss, III	Senior Vice President and CFO	\$1,999,908	\$60.88	16,425	16,425	Mr. Kilguss' equity award value was determined taking into account alignment with market LTI values of our peer group, in addition to individual factors such as job responsibilities, experience, individual contributions, future potential, and internal equity.
Thomas C. Indelicarto	Senior Vice President, General Counsel and Secretary	\$1,099,980	\$60.88	9,034	9,034	Mr. Indelicarto's equity award was determined taking into account alignment with market LTI values in our peer group, in addition to individual factors such as job responsibilities, experience, individual contributions, future potential, and internal equity.

- (1) 25% vested on February 10, 2016, and the remainder vests 25% at each annual anniversary of the grant date. Vesting of shares for the 2015 performance-based RSUs granted is based on meeting a CAGR of the operating income per share target for the three-year period (January 1, 2015 to December 31, 2017). Performance-based RSUs earned for CAGR of operating income per share above target are subject to the TSR of Verisign stock equaling or outperforming the TSR of the S&P 500 Index for the period January 1, 2015 to December 31, 2017.
- (2) Total market value of the grant in the table above is calculated based on FMV per RSU on the date of grant. Vesting occurs on the later of the date when the performance goal is certified by the Committee and the date the Company receives an unqualified signed opinion of the Company's financial statements from its independent registered public accounting firm.
- (3) Mr. Strubbe received three new hire grants including: i) a time vested RSU grant valued at \$3,799,970 based on the fair market value per RSU of \$66.49 on April 20, 2015 with the first tranche vesting 25% on June 30, 2015 and the next three tranches vesting 25% on each annual anniversary date of the grant date; ii) a time vested RSU grant

valued at \$1,380,000 based on the fair market value per RSU of \$66.49 on April 20, 2015, which vests 25% on the first anniversary of the grant date and 25% on each annual anniversary of the grant date, and iii) a performance-based RSU grant valued at \$1,380,000 based on the fair market value per RSU of \$66.49 on April 20, 2015, with performance based on the same criteria as outlined in the footnote above.

At its meeting on October 20, 2015, the Compensation Committee granted special equity awards for certain of its senior officers. The Committee approved one-time stock awards for Messrs. Bidzos, Kilguss and Indelicarto valued at approximately \$5,000,000, \$1,000,000 and \$1,000,000, respectively. The one-time stock awards were evenly split between time-vested RSUs and performance-based RSUs. The time-vested RSUs were granted on October 20, 2015 and the PSUs were granted on January 4, 2016, in order to align the awards with the performance period of the PSUs. The PSUs are based on TSR achievement over a four-year performance period. The time-vested RSUs vest over four years with 25% vesting on the one year anniversary of the award and quarterly (6.25% per quarter) thereafter for the remaining three years. This one-time stock award was in recognition of each executive's performance and value to the Company and was designed to serve as a retentive tool.

The chart below shows the number of RSUs granted to each NEO in October 2015:

2015 Special Equity Grants

Name	Position	Total Market Value of Equity Grant	FMV at Grant per RSU	Time-Vesting RSUs granted
D. James Bidzos	Executive Chairman, President and CEO	\$2,499,933	\$75.79	32,985
Todd B. Strubbe (1)	Executive Vice President, Chief Operating Officer	-	-	-
George E. Kilguss, III	Senior Vice President and CFO	\$499,987	\$75.79	6,597
Thomas C. Indelicarto	Senior Vice President, General Counsel and Secretary	\$499,987	\$75.79	6,597

(1) Mr. Strubbe was appointed Executive Vice President, COO on April 20, 2015 and did not receive the 2015 Special Equity Grant.

2016 Long-Term Incentive Program

At its meeting on December 10, 2015, the Committee approved the 2016 Equity Program for its senior officers. The program includes a mix of time-vesting RSUs and performance-based RSUs. Performance measures and goals associated with the performance-based RSUs include CAGR of the operating income per share growth and TSR of Verisign stock equaling or outperforming the TSR of the S&P 500 Index over the three-year period ending December 31, 2018.

Achievement of Performance Awards Granted in 2013

In February 2013, the Committee granted performance-based RSUs with two performance periods. The first performance period was for the two year period ended December 31, 2014, the results of which have been previously reported. The second performance period was for the three-year period ended December 31, 2015. In February 2016, the Committee confirmed the extent of achievement of the performance goal results for the second performance period, January 1, 2013 to December 31, 2015, associated with these performance-based RSUs. The performance goals were based on average annualized EPS growth over the three-year period ended December 31, 2015, with above target potential subject to TSR of Verisign stock outperforming the TSR of the S&P 500 Index for the relevant performance periods. The Committee noted that in 2013 the Company recognized an income tax benefit of \$375.3 million from a worthless stock deduction, offset by \$167.1 million income tax expense related to repatriation of foreign earnings, both of which, if excluded, would have resulted in annualized EPS growth of 13.9% over the three-year period, an amount still in excess of 12%, the level associated with the maximum payout level. The TSR of Verisign stock of 141.29% was greater than the index return of 53.52%. This resulted in performance at the maximum achievement level of 200% for this three-year performance period.

The chart below shows the number of performance-based RSUs that were earned in 2015 based on achievement of the performance metrics tied to the second performance period of the 2013 performance-based grant.

2013 RSUs Earned Based on January 1, 2013 – December 31, 2015 Performance

Name	Position	Total Performance-Based RSUs Granted in 2013	Shares Subject to Vest in Second Performance Period (50% of Granted Amount)	Goal Achievement	Performance Based RSUs Earned and Vested in February 2015
D. James Bidzos	Executive Chairman, President and CEO	78,159	39,080	200%	78,159
Todd B. Strubbe(1)	Executive Vice President, COO	-	-	-	-
George E. Kilguss, III	Senior Vice President and CFO	18,981	9,491	200%	18,981
Thomas C. Indelicarto(2)	Senior Vice President, General Counsel and Secretary	-	-	-	-

(1) Mr. Strubbe was appointed Executive Vice President, COO on April 20, 2015 and therefore was not eligible for the 2013 Performance Grant.

(2) Mr. Indelicarto was appointed Senior Vice President, General Counsel and Secretary effective November 14, 2014 and therefore was not eligible for the 2013 Performance Grant.

CEO Compensation

Our philosophy is that our CEO should be primarily compensated in the form of performance-based compensation. We place the greatest emphasis on the annual and long-term incentive compensation elements when determining appropriate compensation levels, and especially emphasize equity compensation. We believe that it is important that our CEO make decisions that are in the best interests of our stockholders, and we reinforce that philosophy through

our executive compensation program.

Mr. Bidzos' 2015 compensation was determined by the Compensation Committee as part of its annual review of executive compensation in February 2015. The components of his compensation are summarized below:

Mr. Bidzos' annual base salary of \$750,000 was not adjusted in 2015. Based on data provided by FW Cook for CEOs in our peer group, the Committee determined that Mr. Bidzos' salary aligned with the market 50th percentile of our peer group and was appropriately set at its current level.

Mr. Bidzos' bonus target of 100% of his base salary was not adjusted for 2015. His bonus target aligns with the market 50th percentile of bonus target data provided by FW Cook for CEOs in our peer group. In February 2016, the Committee awarded Mr. Bidzos a bonus of \$877,500. The Committee determined this amount as it reflected the performance achievement as approved by the Committee for the 2015 VPP (117%), as discussed above.

Mr. Bidzos received an equity award for 2015 with an aggregate value of \$5,999,968 consisting of 41,064 time-vested RSUs and 57,490 performance-based (at target achievement level) with a fair market value per RSU of \$60.88 on the date of the grant. The value of the equity granted was positioned near the 50th percentile for CEOs in our peer group. The time-based RSUs vest at 25% per year on each anniversary of the grant date. The performance-based RSUs vest based on performance achievement between January 1, 2015 and December 31, 2017.

The Compensation Committee also approved a one-time special stock award for Mr. Bidzos in October 2015. This award was in recognition of his performance and value to the Company and was designed to serve as a retentive tool. The grant, valued at approximately \$5,000,000, was evenly split between time-vested RSUs and performance-based RSUs.

The time-vested RSUs were granted on October 20, 2015 in the amount of \$2,499,933 consisting of 32,985 time-vested RSUs with a fair market value per RSU of \$75.79. The time-vested RSUs vest over four years with 25% vesting on the one year anniversary of the award and quarterly (6.25% per quarter) thereafter for the remaining three years.

The PSUs were granted on January 4, 2016 in order to align the awards with the performance period of the PSUs. The PSUs are based on TSR achievement over a four-year performance period.

Mr. Bidzos is eligible for certain payments and benefits in the event of a change-in-control, but is not otherwise eligible for any severance payments. His change-in-control agreement provides for a severance payment of two times his base salary and a bonus payment of two times target bonus plus the cash equivalent of two years of continuation of health benefits if he participates in the Company's health plans at the date of his termination. The other terms of his change-in-control agreement are the same as other senior officers as described below.

Features of our Executive Compensation Program

Stock Retention Policy: Our stock retention policy applies to our employees at the Senior Vice President level and above, officers who are subject to the provisions of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16 Officers"), and board members.

Ownership levels are set as a multiple of base salary or annual retainer and are as follows:

CEO: 6x Base Salary

Directors: 5x Annual Retainer

Section 16 Officers and Senior Vice Presidents, other than the CEO: 2x Base Salary

The policy also requires participants to retain 50% of their shares received from equity awards (net of taxes) until they reach their minimum ownership level and that shares at specified ownership targets must be held until six months after the participant ceases employment or board service with the Company. We believe requiring senior employees and board members to continue to retain stock after their service with the Company ceases is important to align our senior officers' interests with the long-term interests of our stockholders. Our Stock Retention Policy can be found on our website at <https://investor.verisign.com/documents.cfm>.

Securities Trading Policy: Our Securities Trading Policy prohibits employees, including our senior officers and directors, from buying or selling derivative securities related to our common stock, such as puts or calls on our common stock. We believe derivative securities diminish the alignment of incentives between our senior officers and stockholders. The Policy also prohibits employees and directors from entering into agreements or purchasing instruments designed to hedge or offset decreases in the market value of the Company's securities. Additionally, under our Policy, our senior officers and directors may only purchase and sell our common stock during approved trading windows. These windows are related to the time of our earnings releases.

Recovery of Incentive Compensation: The Compensation Committee adopted an executive compensation recovery policy in March 2010, and amended it in 2014, that applies to annual and long-term incentive awards. The policy applies when there is an inaccurate financial statement, including statements of earnings, revenues, or gains or any other material inaccurate performance metric criterion, regardless of whether such inaccuracy was the subject of an accounting restatement. If, as a result of such inaccurate financial statement, certain senior officers received materially more incentive compensation than they would have had the correct financial statement been prepared at the time of the compensation award, the Compensation Committee shall seek recovery of this overpayment. The recovery could occur either by limiting future awards or directly seeking repayment. The Compensation Committee may determine

not to seek recovery of such an overpayment if the direct costs of recovery are expected to exceed the amount of recovery. In the case of fraudulent, intentional, willful or grossly negligent misconduct by the recipient of an award, the Compensation Committee can recoup previous incentive awards paid regardless of when the awards were paid to the senior officer. If the inaccuracy is not the result of these circumstances, the Compensation Committee can only recover incentive awards paid based on the inaccuracy if they were paid in the three years prior to the determination that the financial statement was inaccurate.

Equity Award Practices: The Compensation Committee approves all equity awards to our senior officers, the aggregate annual equity pool, employee grant guidelines, and all equity awards to all employees during the annual grant process, which generally takes place in February. For employees hired during the year that are below the Senior Vice President level, the Compensation Committee has

delegated actual award determination to the Grant Committee which currently has one member, D. James Bidzos. Grant Committee awards are granted on the 15th of the month (or next scheduled trading day if the 15th is not a trading day) following approval by the Grant Committee.

Benefits: We do not provide our senior officers with any benefits other than those provided to all of our other U.S.-based employees. All of our U.S.-based employees are eligible for medical, dental and vision insurance, life insurance, short and long-term disability, paid time off, an employee stock purchase plan, and a qualified 401(k) salary deferral plan.

Severance Agreements: We generally do not enter into severance or employment agreements with our senior officers, nor do we provide severance or other benefits following voluntary termination. However, the Compensation Committee may determine in special circumstances that providing such severance payments and benefits is warranted in order to attract a potential executive or for other business considerations.

Change-In-Control and Retention Agreements: We have entered into change-in-control and retention agreements with our senior officers. These agreements provide for change-in-control severance benefits and payments in the event the senior officer's employment is terminated in connection with a change in control of the Company. They are "double trigger" agreements which means the senior officers will only be eligible for payments under the agreements if both a change-in-control of the Company occurs and the senior officer's employment is terminated without cause (or by the senior officer for good reason) within 24 months of the change-in-control.

The Compensation Committee believes these agreements are necessary to attract and retain executive talent and to neutralize the personal interests of our executives when making decisions related to potentially beneficial corporate transactions. Each year, the Compensation Committee reviews the provisions of the change-in-control agreements with FW Cook and makes adjustments as necessary to ensure alignment of senior officers' interests with stockholders' interests. No changes were made to the existing agreements in 2015 as FW Cook advised the Compensation Committee that they were in line with best practices which include double trigger benefits, severance multiples less than or equal to 2x base salary and target bonus and the lack of a tax-gross up provision. Additional details about these agreements, including potential payments, may be found in the "Potential Payments Upon Termination or Change-in-Control" and "Change-in-Control Benefit Estimates as of December 31, 2015" table.

Risk Assessment: In 2015, we performed a comprehensive assessment of our compensation policies and program design to determine whether risks arising under them would be likely to have a material adverse effect on the Company. We considered each element of our compensation programs and policies in our enterprise-wide risk assessment and determined that none of our compensation policies and programs creates a risk that is reasonably likely to have a material adverse effect on the Company.

Tax Treatment of Executive Compensation: Section 162(m) of the Internal Revenue Code of 1986 limits the amount of compensation in excess of \$1,000,000 that the Company may deduct in any one year with respect to its CEO and three other most highly compensated officers (excluding the CFO) serving at the end of the fiscal year as disclosed in the annual proxy statement. There are exceptions to this deduction limit if the compensation is "performance-based" under Section 162(m). The Company does not limit compensation as a result of Section 162(m) but does try to structure its executive compensation program to maximize the amount of compensation that may be deducted. While base salaries and time-vesting RSUs are subject to the deduction limitation, our performance-based awards, including annual incentive bonus and performance-based RSUs, are designed to allow for qualification as performance-based compensation under Section 162(m).

In order to try to ensure that annual incentive bonuses paid to certain senior officers are considered performance-based compensation under Section 162(m), in 2015, stockholders approved the Annual Incentive Compensation Plan ("AICP"). The AICP is the vehicle under which certain of our senior officers' bonuses, determined as described above, are paid.

For 2015, assuming the performance goal was met, each such senior officer could be awarded a maximum bonus of 300% of his or her target bonus (but no more than \$5 million), subject to the Compensation Committee's discretion to award bonuses in lesser amounts. The Compensation Committee exercised its discretion to award bonuses in lesser amounts and primarily based the AICP payments on the funding results of the VPP annual bonus program of 117%.

The performance goal for the AICP was approved by the Compensation Committee at its February 10, 2015 meeting and provided that the Company must achieve non-GAAP operating income in excess of \$50 million before a bonus could be paid. This target was achieved.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis included in this Proxy Statement. Based on the review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

This report is submitted by the Compensation Committee

Louis A. Simpson (Chairperson)

Timothy Tomlinson

Jamie S. Gorelick

Compensation Committee Interlocks and Insider Participation

The members of the Compensation Committee during 2015 were Louis A. Simpson, Jamie S. Gorelick, Timothy Tomlinson and John D. Roach (through May 2015). All of the members of the Compensation Committee during 2015 were independent directors, and none of the members of the Compensation Committee during 2015 were employees or officers or former officers of Verisign. No executive officer of Verisign has served on the compensation committee (or other board committee performing equivalent functions, if any) or the board of directors of another entity, one of whose executive officers served as a member of the Compensation Committee of Verisign during 2015; and no executive officer of Verisign has served on the compensation committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served as a member of the Board during 2015.

Summary Compensation Table

The following table sets forth certain summary information concerning the compensation received by each person who served as our principal executive officer and principal financial officer during fiscal 2015, and the other most highly compensated executive officer as of the end of fiscal 2015. We refer to these executive officers as our “Named Executive Officers.”

SUMMARY COMPENSATION TABLE

Named Executive Officer and Principal Position	Year	Salary (\$)(1)	Stock Awards (\$)(2)	Non-Equity Incentive Plan Compensation (\$)(3)	All Other Compensation (\$)(4)		Total (\$)
D. James Bidzos	2015	752,885	8,499,901	877,500	20,421	(5)	10,150,707
Executive Chairman, President and Chief Executive Officer	2014	752,885	5,999,948	885,000	15,032	(5)	7,652,865
	2013	752,885	6,810,008	957,750	20,484	(5)(6)	8,541,127
Todd B. Strubbe	2015	372,308	6,559,970	350,000	222,764	(7)	7,505,042
Executive Vice President and Chief Operating Officer							
George E. Kilguss, III	2015	424,327	2,499,895	350,000	8,807		3,283,029
Senior Vice President and Chief Financial Officer	2014	411,577	1,699,956	350,000	8,480		2,470,013
	2013	406,192	2,237,298	375,000	43,027	(8)	3,061,517
Thomas C. Indelicarto(9)	2015	348,269	1,599,966	300,000	499		2,248,734
Senior Vice President, General Counsel and Secretary	2014	275,440	829,600	140,267	515		1,245,822

(1) Includes, where applicable, amounts electively contributed by each Named Executive Officer under our 401(k) Plan.

Amounts shown represent the aggregate grant date fair value, which is based on the closing share price on the date of the grant. Stock Awards consist of RSUs granted in 2015, 2014, and 2013, respectively. Amounts shown in “Stock Awards” include the value of awards subject to performance conditions based upon the probable outcome of the performance conditions as of the grant date of the award, excluding the effect of estimated forfeitures. Grant date fair value for performance-based RSUs included in “Stock Awards” were as follows: Mr. Bidzos, \$3,499,991 (2015), \$3,499,951 (2014), \$3,499,960 (2013); Mr. Kilguss, \$999,954 (2015), \$849,978 (2014), \$849,969 (2013), Mr. Strubbe, \$1,380,000 (2015), and Mr. Indelicarto, \$549,990 (2015). Grant date fair value for performance-based RSUs granted in 2015, 2014, and 2013 at the maximum achievement level (i.e., 200% payout) would be 163%, 153% and 171%, respectively, of the amounts for each executive, calculated using a Monte Carlo simulation model. The performance-based RSUs granted in 2013 vested in February 2015 and February 2016 at the maximum achievement level, resulting in 200% payout. The value specific to the one-time special performance-based RSUs granted in 2013 and included in “Stock Awards” were as follows: Mr. Bidzos, \$810,070; and Mr. Kilguss, \$537,360. Vesting of these awards was subject to achievement of the 2013 AICP performance goal. The goal was achieved, and as such, 100% of the awards were earned as of February 21, 2014.

(2) Amounts shown are for non-equity incentive plan compensation earned during the year indicated, but paid in the following year.

Except as otherwise indicated, amounts in “All Other Compensation” for fiscal 2015, fiscal 2014, and fiscal 2013

(3) include, where applicable, matching contributions made by the Company to the VeriSign, Inc. 401(k) Plan, Wellness Incentive payment, Life insurance and Accidental Death and Dismemberment insurance payments.

(4) Includes \$11,450 (2015), \$14,204 (2014), and \$17,997 (2013) in payments for a leased automobile.

- (6) Includes \$1,607 in relocation payments for Mr. Bidzos.
- (7) Includes \$222,284 in relocation payments for Mr. Strubbe, who was hired April 20, 2015.
- (8) Includes \$34,649 in relocation payments for Mr. Kilguss.
- (9) Mr. Indelicarto was appointed Senior Vice President, General Counsel and Secretary effective November 14, 2014.

Grants of Plan-Based Awards for Fiscal 2015

The following table shows all plan-based awards granted to the Named Executive Officers during fiscal 2015 under annual and long-term plans.

GRANTS OF PLAN-BASED AWARDS FOR FISCAL 2015⁽¹⁾

Named Executive Officer	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (\$)			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)(2)	Maximum (#)(2)		
D. James Bidzos	2/10/2015	0	750,000	2,250,000					
	2/10/2015							41,064(3)	2,499,976
	2/10/2015				0	57,490	114,980		3,499,991
	10/20/2015							32,985(4)	2,499,933
Todd B. Strubbe	4/20/2015	0	440,000(5)	1,320,000	0				
	4/20/2015							57,151(6)	3,799,970
	4/20/2015							20,755(3)	1,380,000
	4/20/2015					20,755	41,510		1,380,000
George E. Kilguss, III	2/10/2015	0	297,500	892,500					