

VERISIGN INC/CA
Form 10-Q
July 25, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the quarterly period ended June 30, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 000-23593

VERISIGN, INC.

(Exact name of registrant as specified in its charter)

Delaware

94-3221585

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

12061 Bluemont Way, Reston, Virginia

20190

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (703) 948-3200

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.): YES NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class

Shares Outstanding July 19, 2013

Common stock, \$.001 par value

143,580,826

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PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

As required under Item 1—Financial Statements included in this section are as follows:

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VERISIGN, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except par value)

(Unaudited)

	June 30, 2013	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$578,301	\$130,736
Marketable securities	1,419,161	1,425,700
Accounts receivable, net	13,556	11,477
Deferred tax assets	256	44,756
Prepaid expenses and other current assets	42,017	30,795
Total current assets	2,053,291	1,643,464
Property and equipment, net	337,879	333,861
Goodwill	52,527	52,527
Long-term deferred tax assets	51,976	7,299
Other long-term assets	29,168	25,325
Total long-term assets	471,550	419,012
Total assets	\$2,524,841	\$2,062,476
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued liabilities	\$138,846	\$130,391
Deferred revenues	596,869	564,627
Subordinated convertible debentures, including contingent interest derivative	606,282	—
Deferred tax liabilities	398,637	—
Total current liabilities	1,740,634	695,018
Long-term deferred revenues	259,515	247,955
Senior notes	750,000	—
Subordinated convertible debentures, including contingent interest derivative	—	597,614
Credit facility	—	100,000
Long-term deferred tax liabilities	3,698	386,914
Other long-term tax liabilities	44,926	44,298
Total long-term liabilities	1,058,139	1,376,781
Total liabilities	2,798,773	2,071,799
Commitments and contingencies		
Stockholders' deficit:		
Preferred stock—par value \$.001 per share; Authorized shares: 5,000; Issued and outstanding shares: none	—	—
Common stock—par value \$.001 per share; Authorized shares: 1,000,000; Issued shares: 319,852 at June 30, 2013 and 318,722 at December 31, 2012; Outstanding shares: 144,121 at June 30, 2013 and 153,392 at December 31, 2012	320	319
Additional paid-in capital	19,458,183	19,891,291
Accumulated deficit	(19,729,142)	(19,900,545)
Accumulated other comprehensive loss	(3,293)	(388)
Total stockholders' deficit	(273,932)	(9,323)
Total liabilities and stockholders' deficit	\$2,524,841	\$2,062,476
See accompanying Notes to Condensed Consolidated Financial Statements.		

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VERISIGN, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands, except per share data)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Revenues	\$239,332	\$214,142	\$475,779	\$419,868
Costs and expenses:				
Cost of revenues	46,630	42,844	93,884	84,100
Sales and marketing	23,269	26,313	41,373	54,128
Research and development	16,899	15,461	35,075	30,226
General and administrative	20,453	22,726	40,102	46,234
Restructuring charges	—	(182)	—	(730)
Total costs and expenses	107,251	107,162	210,434	213,958
Operating income	132,081	106,980	265,345	205,910
Interest expense	(19,809)	(12,580)	(32,405)	(24,920)
Non-operating income (loss), net	6,161	(2,097)	384	(1,290)
Income from continuing operations before income taxes	118,433	92,303	233,324	179,700
Income tax expense	(31,543)	(23,831)	(61,921)	(45,123)
Income from continuing operations, net of tax	86,890	68,472	171,403	134,577
Income from discontinued operations, net of tax	—	—	—	1,904
Net income	86,890	68,472	171,403	136,481
Unrealized (loss) gain on investments, net of tax	(159)	42	(426)	37
Realized gain on investments, net of tax, included in net income	(2,459)	(30)	(2,479)	(35)
Other comprehensive (loss) income	(2,618)	12	(2,905)	2
Comprehensive income	\$84,272	\$68,484	\$168,498	\$136,483
Basic income per share:				
Continuing operations	\$0.58	\$0.43	\$1.14	\$0.85
Discontinued operations	—	—	—	0.01
Net income	\$0.58	\$0.43	\$1.14	\$0.86
Diluted income per share:				
Continuing operations	\$0.55	\$0.42	\$1.07	\$0.82
Discontinued operations	—	—	—	0.01
Net income	\$0.55	\$0.42	\$1.07	\$0.83
Shares used to compute net income per share				
Basic	148,576	157,599	150,549	158,471
Diluted	158,641	164,178	159,982	163,530

See accompanying Notes to Condensed Consolidated Financial Statements.

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VERISIGN, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Six Months Ended June 30,	
	2013	2012
Cash flows from operating activities:		
Net income	\$ 171,403	\$ 136,481
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation of property and equipment and amortization of other intangible assets	30,526	26,273
Stock-based compensation	16,429	16,584
Excess tax benefit associated with stock-based compensation	(17,642)	(11,638)
Deferred income taxes	16,055	19,135
Other, net	10,064	10,947
Changes in operating assets and liabilities		
Accounts receivable	(2,263)	) 2,213
Prepaid expenses and other assets	(991)	) 2,955
Accounts payable and accrued liabilities	30,090	(32,879)
Deferred revenues	43,802	75,178
Net cash provided by operating activities	297,473	245,249
Cash flows from investing activities:		
Proceeds from maturities and sales of marketable securities	1,564,459	8,101
Purchases of marketable securities	(1,557,724)	(1,097,669)
Purchases of property and equipment	(37,550)	(26,242)
Other investing activities	(3,221)	(520)
Net cash used in investing activities	(34,036)	(1,116,330)
Cash flows from financing activities:		
Proceeds from issuance of common stock from option exercises and employee stock purchase plans	9,396	15,348
Repurchases of common stock	(478,148)	(152,725)
Repayment of borrowings	(100,000))
Proceeds from senior notes, net of issuance costs	738,731)
Excess tax benefit associated with stock-based compensation	17,642	11,638
Other financing activities	—	189
Net cash provided by (used in) financing activities	187,621	(125,550)
Effect of exchange rate changes on cash and cash equivalents	(3,493)	(1,097)
Net increase (decrease) in cash and cash equivalents	447,565	(997,728)
Cash and cash equivalents at beginning of period	130,736	1,313,349
Cash and cash equivalents at end of period	\$ 578,301	\$ 315,621
Supplemental cash flow disclosures:		
Cash paid for interest, net of capitalized interest	\$ 20,495	\$ 20,476
Cash paid for income taxes, net of refunds received	\$ 17,531	\$ 21,193

See accompanying Notes to Condensed Consolidated Financial Statements.

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VERISIGN, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1. Basis of Presentation

Interim Financial Statements

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared by VeriSign, Inc. (“Verisign” or the “Company”) in accordance with the instructions to Form 10-Q pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) and, therefore, do not include all information and notes normally provided in audited financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals and other adjustments) considered necessary for a fair presentation have been included. The results of operations for any interim period are not necessarily indicative of, nor comparable to, the results of operations for any other interim period or for a full fiscal year. These unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and related notes contained in Verisign’s fiscal 2012 Annual Report on Form 10-K (the “2012 Form 10-K”) filed with the SEC on February 28, 2013.

Reclassifications

Certain reclassifications have been made to prior period amounts to conform to current period presentation. Such reclassifications have no effect on net income as previously reported.

Note 2. Cash, Cash Equivalents, and Marketable Securities

The following table summarizes the Company’s cash, cash equivalents, and marketable securities:

	June 30, 2013	December 31, 2012
	(In thousands)	
Cash	\$57,187	\$63,578
Money market funds	92,932	38,054
Time deposits	3,919	3,614
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies	1,851,154	1,452,358
Equity securities of a public company	—	3,341
Total	\$2,005,192	\$1,560,945
Included in Cash and cash equivalents	\$578,301	\$130,736
Included in Marketable securities	\$1,419,161	\$1,425,700
Included in Other long-term assets (Restricted cash)	\$7,730	\$4,509

The following table presents the contractual maturities of the debt securities held as of June 30, 2013:

	June 30, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In thousands)			
Due within one year	\$1,821,654	\$137	\$(8)	\$1,821,783
Due after one year through three years	29,439	24	(92)	29,371
Total	\$1,851,093	\$161	\$(100)	\$1,851,154

The unrealized losses as of June 30, 2013 relate to \$158.7 million of debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies that have been in a continuous unrealized loss position for less than twelve months. The Company anticipates that it will recover the entire amortized cost basis of these debt securities and has determined that no other-than-temporary impairments were required to be recognized during the six months ended June 30, 2013. The company does not have the intent to sell any of these investments and it is more likely than not that it will not be required to sell any of these investments before recovery of the entire amortized cost basis.

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Note 3. Fair Value of Financial Instruments

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following table summarizes the Company's financial assets and liabilities measured at fair value on a recurring basis as of June 30, 2013 and December 31, 2012:

	Total Fair Value (In thousands)	Fair Value Measurement Using		
		(Level 1)	(Level 2)	(Level 3)
As of June 30, 2013:				
Assets:				
Investments in money market funds	\$92,932	\$92,932	\$—	\$—
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies	1,851,154	1,818,154	33,000	—
Foreign currency forward contracts (1)	562	—	562	—
Total	\$1,944,648	\$1,911,086	\$33,562	\$—
Liabilities:				
Contingent interest derivative on the Subordinated Convertible Debentures	\$15,640	\$—	\$—	\$15,640
Foreign currency forward contracts (2)	329	—	329	—
Total	\$15,969	\$—	\$329	\$15,640
As of December 31, 2012:				
Assets:				
Investments in money market funds	\$38,054	\$38,054	\$—	\$—
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies	1,452,358	1,419,280	33,078	—
Equity securities of public company	3,341	—	3,341	—
Foreign currency forward contracts (1)	71	—	71	—
Total	\$1,493,824	\$1,457,334	\$36,490	\$—
Liabilities:				
Contingent interest derivative on the Subordinated Convertible Debentures	\$11,203	\$—	\$—	\$11,203
Foreign currency forward contracts (2)	765	—	765	—
Total	\$11,968	\$—	\$765	\$11,203

(1) Included in Prepaid expenses and other current assets

(2) Included in Accounts payable and accrued liabilities

The fair value of the Company's investments in money market funds approximates their face value. Such instruments are classified as Level 1 and are included in Cash and cash equivalents.

The fair value of the debt securities consisting of U.S. Treasury bills is based on their quoted market prices and are classified as Level 1. The fair value of the Company's investments in other debt securities are obtained using the weighted average of available market prices for the underlying securities from various industry standard data providers, large financial institutions and other third-party sources and are classified as Level 2. Debt securities purchased with original maturities in excess of three months are included in Marketable securities.

The fair value of the Company's foreign currency forward contracts is based on foreign currency rates quoted by banks or foreign currency dealers and other public data sources.

The Company utilizes a valuation model to estimate the fair value of the contingent interest derivative on the subordinated convertible debentures due 2037 (“the Subordinated Convertible Debentures”). The inputs to the model include stock price, bond price, risk adjusted interest rates, volatility, and credit spread observations. As several significant inputs are not observable, the overall fair value measurement of the derivative is classified as Level 3. The volatility and credit spread assumptions used in the calculation are the most significant unobservable inputs. As of June 30, 2013, the valuation of the contingent interest derivative assumed a volatility rate of approximately 27%. A hypothetical 5% increase or decrease in the volatility rate would not

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significantly change the fair value of the contingent interest derivative. The credit spread assumed in the valuation was approximately 4% at June 30, 2013. A hypothetical 1% increase or decrease in the credit spread would not significantly change the fair value of the contingent interest derivative.

The following table summarizes the change in the fair value of the Company's contingent interest derivative on the Subordinated Convertible Debentures during the three and six months ended June 30, 2013 and 2012:

	Three Months Ended		Six Months Ended June	
	June 30, 2013	2012	30, 2013	2012
	(In thousands)			
Beginning balance	\$17,636	\$12,438	\$11,203	\$11,625
Unrealized (gain) loss on contingent interest derivative on the Subordinated Convertible Debentures	(1,996	) 3,147	4,437	3,960
Ending balance	\$15,640	\$15,585	\$15,640	\$15,585

Other

The Company's other financial instruments include cash, accounts receivable, restricted cash, and accounts payable. As of June 30, 2013, the carrying value of these financial instruments approximated their fair value. The fair values of the Company's Subordinated Convertible Debentures and the senior notes due 2023 (the "Notes") as of June 30, 2013, are \$1.8 billion and \$733.1 million, respectively, and are based on available market information from public data sources. The fair value measurement of the Company's Subordinated Convertible Debentures and the Notes are classified as Level 2.

Note 4. Other Balance Sheet Items**Prepaid Expenses and Other Current Assets**

Prepaid expenses and other current assets consist of the following:

	June 30, 2013	December 31, 2012
	(In thousands)	
Prepaid expenses	\$15,663	\$15,413
Non-trade receivables	14,840	15,056
Debt issuance costs	10,768	—
Other	746	326
Total prepaid expenses and other current assets	\$42,017	\$30,795

Other Long-Term Assets

Other long-term assets consist of the following:

	June 30, 2013	December 31, 2012
	(In thousands)	
Other tax receivable	\$5,811	\$5,811
Long-term investments	413	413
Debt issuance costs	11,870	11,516
Long-term restricted cash	7,730	4,509
Prepaid expenses and deposits	3,344	3,076
Total other long-term assets	\$29,168	\$25,325

Unamortized debt issuance costs related to the Notes were \$11.3 million and are included in Other long-term assets as of June 30, 2013. Debt issuance costs related to the Company's Subordinated Convertible Debentures were reclassified to Prepaid expenses and other current assets from Other long-term assets during the six months ended June 30, 2013 as the related Subordinated Convertible Debentures were reclassified from long-term liabilities to current liabilities due to the fact that they are convertible at the option of each holder through September 30, 2013. Refer to Note 8,

“Debt and Interest Expense” for further discussion of the Notes and Subordinated Convertible Debentures.

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Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities consist of the following:

	June 30, 2013	December 31, 2012
	(In thousands)	
Accounts payable	\$26,296	\$23,519
Accrued employee compensation	35,548	38,778
Customer deposits, net	19,352	19,321
Taxes payable and other tax liabilities	25,699	21,918
Other accrued liabilities	31,951	26,855
Total accounts payable and accrued liabilities	\$138,846	\$130,391

Accrued employee compensation primarily consists of liabilities for employee leave, salaries, payroll taxes, employee contributions to the employee stock purchase plan, and incentive compensation. Accrued employee incentive compensation as of December 31, 2012 was paid during the six months ended June 30, 2013. Taxes payable and other tax liabilities as of June 30, 2013 reflects an increase in current income taxes payable compared to December 31, 2012 due partly to an income tax liability of \$2.3 million recorded in the three months ended June 30, 2013 related to a distribution from a foreign subsidiary that has ceased operations. Other accrued liabilities include miscellaneous vendor payables, interest on the Subordinated Convertible Debentures which is paid semi-annually in arrears on August 15 and February 15, and interest on the Notes which is paid semi-annually in arrears on May 1 and November 1.

Note 5. Stockholders' Deficit

On December 5, 2012, the Company's Board of Directors authorized the repurchase of up to \$458.8 million of common stock, in addition to the \$541.2 million of its common stock remaining available for repurchase under the previous 2010 Share Buyback Program, for a total repurchase authorization of up to \$1.0 billion of its common stock (collectively, the "2012 Share Buyback Program"). The 2012 Share Buyback Program has no expiration date. Purchases made under the 2012 Share Buyback Program could be effected through open market transactions, block purchases, accelerated share repurchase agreements or other negotiated transactions. During the three and six months ended June 30, 2013 the Company repurchased 7.1 million and 10.1 million shares of its common stock, respectively, at an average stock price of \$46.75 and \$45.98, respectively. The aggregate cost of the repurchases under the 2012 Share Buyback Program in the three and six months ended June 30, 2013 was \$333.9 million and \$465.9 million, respectively. As of June 30, 2013, \$509.7 million remained available for further repurchases under the 2012 Share Buyback Program.

During the six months ended June 30, 2013, the Company placed 0.3 million shares, at an average stock price of \$45.54 and for an aggregate cost of \$12.3 million, into treasury stock for purposes related to tax withholdings upon vesting of Restricted Stock Units ("RSUs").

Since inception the Company has repurchased 175.7 million shares of its common stock for an aggregate cost of \$5.4 billion, which is presented as a reduction of Additional paid-in capital.

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Note 6. Calculation of Net Income per Share

The Company computes basic net income per share by dividing net income by the weighted-average number of common shares outstanding during the period. Diluted net income per share gives effect to dilutive potential common shares, including the conversion spread relating to the Subordinated Convertible Debentures, unvested RSUs, outstanding stock options, and employee stock purchases, using the treasury stock method. The following table presents the computation of weighted-average shares used in the calculation of basic and diluted net income per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(In thousands)			
Weighted-average shares of common stock outstanding	148,576	157,599	150,549	158,471
Weighted-average potential shares of common stock outstanding:				
Conversion spread related to the Subordinated Convertible Debentures	9,391	5,636	8,647	4,089
Unvested RSUs	536	659	661	713
Stock options	98	189	101	195
Employee stock purchase plan	40	95	24	62
Shares used to compute diluted net income per share	158,641	164,178	159,982	163,530

The following table presents the weighted-average potential shares of common stock that were excluded from the above calculation because their effect was anti-dilutive, and the respective weighted-average exercise prices of the weighted-average stock options outstanding:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(In thousands, except per share data)			
Weighted-average stock options outstanding	—	58	—	59
Weighted-average exercise price	\$—	\$40.81	\$—	\$40.81
Weighted-average RSUs outstanding	1	4	151	3
Employee stock purchase plan	54	—	70	60

Performance based RSUs granted by the Company are excluded from the above calculation of diluted weighted average shares outstanding until the relevant performance criteria are achieved. There were less than 0.2 million such shares excluded from the calculation for each of the periods presented.

Note 7. Stock-based Compensation

Stock-based compensation is classified in the Condensed Consolidated Statements Comprehensive Income in the same expense line items as cash compensation. The following table presents the classification of stock-based compensation:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(In thousands)			
Cost of revenues	\$1,575	\$1,451	\$3,115	\$2,988
Sales and marketing	1,727	1,833	3,214	3,349
Research and development	1,745	1,327	3,640	2,569
General and administrative	3,788	3,843	6,460	7,678
Total stock-based compensation expense	\$8,835	\$8,454	\$16,429	\$16,584

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The following table presents the nature of the Company's total stock-based compensation:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(In thousands)			
RSUs	\$8,169	\$7,822	\$14,690	\$15,235
Employee stock purchase plan	1,425	1,098	3,132	2,108
Stock options	97	281	180	636
Capitalization (Included in Property and equipment, net)	(856	) (747	) (1,573	) (1,395
Total stock-based compensation expense	\$8,835	\$8,454	\$16,429	\$16,584

Note 8. Debt and Interest Expense

Senior Notes due 2023

On April 16, 2013, the Company issued \$750.0 million principal amount of 4.625% senior notes due May 1, 2023 at an issue price of 100%. The Notes were issued pursuant to an indenture, dated as of April 16, 2013 (the "Indenture"), among the Company, each of the subsidiary guarantors party thereto and U.S. Bank National Association. The Indenture provides that the Notes are general unsecured senior obligations of the Company and will be guaranteed on an unsecured senior basis by VeriSign Information Services, Inc. (the "Guarantor"). The Company's Restricted Subsidiaries (as defined in the Indenture) may be required to guarantee the Notes if they incur or guarantee certain indebtedness. The Company used a portion of the net proceeds from the sale of the Notes to repay in full the \$100.0 million of outstanding indebtedness under its unsecured credit facility and to pay accrued and unpaid interest thereunder. The Company has used and intends to continue to use the remaining amount of the net proceeds for general corporate purposes, including, but not limited to, the repurchase of shares under its share repurchase program. In connection with the offering the Company incurred \$11.6 million of issuance costs which were deferred and included in Other long-term assets. The issuance costs will be amortized to Interest expense over the 10 year term of the Notes.

The Company will pay interest on the Notes at 4.625% per annum, semi-annually on May 1 and November 1, commencing on November 1, 2013. The Company may redeem all or a portion of the Notes at any time prior to May 1, 2018 at a price equal to 100% of the principal amount of the Notes plus a make-whole premium, plus accrued and unpaid interest, if any, to the redemption date. In addition, on or before May 1, 2018, the Company may redeem up to 35% of the aggregate principal amount of the Notes with the net proceeds of certain equity offerings at a redemption price of 104.625% of the principal amount, plus accrued and unpaid interest, if any, to the redemption date, subject to compliance with certain conditions. The Company may redeem all or a portion of the Notes at any time on or after May 1, 2018 at the applicable redemption prices set forth in the Indenture plus accrued and unpaid interest, if any, to the redemption date. If the Company experiences specific kinds of changes in control and if the Notes are rated below investment grade by both rating agencies that rate the Notes, the Company will be required to make an offer to purchase the Notes at a price equal to 101% of the principal amount of the Notes, plus accrued and unpaid interest, if any, to the date of purchase.

The Indenture contains covenants that limit the ability of the Company and/or its Restricted Subsidiaries, under certain circumstances, to, among other things: (i) pay dividends or make distributions on, or redeem or repurchase, its capital stock; (ii) make certain investments; (iii) create liens on assets; (iv) enter into sale/leaseback transactions and (v) merge or consolidate or sell all or substantially all of its assets. These covenants are subject to a number of important limitations and exceptions. The Indenture also provides for events of default, which, if any of them occurs, may permit or, in certain circumstances, require the principal, premium, if any, accrued and unpaid interest and any other monetary obligations on all the then outstanding Notes to be due and payable immediately.

On April 16, 2013, the Company and the Guarantor entered into a registration rights agreement (the "Registration Rights Agreement") with the Initial Purchasers that provides holders of the Notes certain rights relating to registration of the Notes under the Securities Act of 1933, as amended (the "Securities Act").

Pursuant to the Registration Rights Agreement, the Company and the Guarantor will file an exchange offer registration statement with respect to a registered offer (the "Exchange Offer") to exchange the Notes for substantially identical notes (the "Exchange Notes") not later than January 13, 2014 and use commercially reasonable efforts to cause

the exchange offer registration statement to become effective under the Securities Act. Upon the exchange offer registration statement being declared effective, the Company and the Guarantor will use their commercially reasonable efforts to consummate the Exchange Offer not later than 60 days after such registration statement becomes effective. If the Company and the Guarantor determine that a registered exchange offer would violate any applicable law or applicable SEC staff interpretations, or if the exchange offer is not completed within 270 days after the closing date, or, in certain circumstances, upon the request of any Initial Purchaser, the Company and the Guarantor will use commercially reasonable efforts to file a shelf registration statement, to

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cause the shelf registration statement to be declared effective and to keep it effective for a specified period of time. If and for so long as the Company and the Guarantor have not exchanged the Exchange Notes for all Notes validly tendered in accordance with the terms of the Exchange Offer or if a shelf registration statement is required and is not effective, each within a specified period of time, or if an effective shelf registration statement ceases to be effective during the required effectiveness period for more than a specified number of days in any 12-month period (each, as applicable, the "Registration Default"), the annual interest rate borne by the Notes will be increased by 0.25% per annum during the 90-day period immediately following such Registration Default and will increase by 0.25% per annum at the end of each subsequent 90-day period, but in no event shall such increase exceed 1.0% per annum.

Subordinated Convertible Debentures

In August 2007, Verisign issued \$1.25 billion principal amount of 3.25% subordinated convertible debentures due August 15, 2037, in a private offering. The Subordinated Convertible Debentures are initially convertible, subject to certain conditions, into shares of the Company's common stock at a conversion rate of 29.0968 shares of common stock per \$1,000 principal amount of Subordinated Convertible Debentures, representing an initial effective conversion price of approximately \$34.37 per share of common stock.

Holders of the debentures may convert their Subordinated Convertible Debentures at the applicable conversion rate, in multiples of \$1,000 principal amount, only under the following circumstances:

during any fiscal quarter beginning after December 31, 2007, if the last reported sale price of the Company's common stock for at least 20 trading days during the period of 30 consecutive trading days ending on the last trading day of the immediately preceding fiscal quarter is greater than or equal to 130% of the applicable conversion price in effect on the last trading day of such preceding fiscal quarter (the "Conversion Price Threshold Trigger"), which currently is \$44.68;

during the five business-day period after any 10 consecutive trading-day period in which the trading price per \$1,000 principal amount of Subordinated Convertible Debentures for each day of that 10 consecutive trading-day period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on such day;

if the Company calls any or all of the Subordinated Convertible Debentures for redemption pursuant to the terms of the Indenture, at any time prior to the close of business on the trading day immediately preceding the redemption date;

upon the occurrence of any of several specified corporate transactions as specified in the Indenture governing the Subordinated Convertible Debentures; or

at any time on or after May 15, 2037, and prior to the maturity date.

The Company's common stock price again exceeded the Conversion Price Threshold Trigger in the second quarter of 2013. Accordingly, the Subordinated Convertible Debentures are convertible at the option of each holder through September 30, 2013. Further, in the event of conversion, the Company intends, and has the ability, to settle the principal amount of the Subordinated Convertible Debentures in cash, and therefore, has classified the debt component of the Subordinated Convertible Debentures and the embedded contingent interest derivative as current liabilities as of June 30, 2013. On a quarterly basis, the Company must make a determination of whether or not the Subordinated Convertible Debentures are convertible, and accordingly, assess the classification of the related liabilities and assets as long-term or current.

2011 Credit Facility

In April 2013, the Company repaid the \$100.0 million of borrowings that were outstanding under the 2011 Credit Facility using proceeds from the issuance of the Notes. The 2011 Credit Facility remains open and has an available borrowing capacity of \$200.0 million.

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Interest Expense

The following table presents the components of the Company's interest expense:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(In thousands)			
Contractual interest on the Subordinated Convertible Debentures	\$10,156	\$10,156	\$20,312	\$20,312
Contractual interest on Notes	7,227	—	7,227	—
Amortization of debt discount on the Subordinated Convertible Debentures	2,145	1,975	4,246	3,910
Credit facility and amortization of debt issuance costs	574	625	1,181	1,262
Interest capitalized to Property and equipment, net	(293)	(176)	(561)	(564)
Total interest expense	\$19,809	\$12,580	\$32,405	\$24,920

Note 9. Non-operating Income (Loss), Net

The following table presents the components of Non-operating income (loss), net:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(In thousands)			
Interest and dividend income	\$620	\$605	\$1,263	\$905
Unrealized gain (loss) on contingent interest derivative on Subordinated Convertible Debentures	1,996	(3,147)	(4,437)	(3,960)
Income from transition services agreements	—	1,086	—	2,179
Realized net gain on investments	3,018	31	3,051	36
Other, net	527	(672)	507	(450)
Total non-operating income (loss), net	\$6,161	\$(2,097)	\$384	\$(1,290)

Interest and dividend income is earned principally from the Company's surplus cash balances and marketable securities. Unrealized gains (losses) on the contingent interest derivative on the Subordinated Convertible Debentures reflect the change in value of the derivative that result primarily from changes in the Company's stock price. Income from transition services agreements includes fees generated from services provided to the purchasers of divested businesses for a certain period of time to facilitate the transfer of business operations. All transition services were completed in 2012. Realized net gain on investments in the three and six months ended June 30, 2013 includes a \$3.0 million gain on the sale of an investment in the equity securities of a public company. The investment had been accounted for as a cost method investment and the full value had been written off prior to the shares becoming publicly traded in 2012.

Note 10. Income Taxes

The following table presents income tax expense from continuing operations and the effective tax rate:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(Dollars in thousands)			
Income tax expense from continuing operations	\$31,543	\$23,831	\$61,921	\$45,123
Effective tax rate	27	% 26	% 27	% 25

The effective tax rate for the three and six months ended June 30, 2013 and 2012 is lower than the statutory federal rate of 35% primarily due to tax benefits from foreign income taxed at lower rates, partially offset by state income taxes and non-deductible stock based compensation. During the three and six months ended June 30, 2013, the Company recognized discrete income tax charges of \$2.3 million in connection with a distribution from a foreign subsidiary that has ceased operations and \$1.5 million related to a reduction in foreign deferred tax assets resulting from reduction in the tax rate for one of our subsidiaries in Switzerland.

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During the six months ended June 30, 2012 the Company recognized a discrete income tax benefit from the release of a \$3.1 million valuation allowance related to investments with differing book and tax bases.

As a result of the reclassification of the Company's Subordinated Convertible Debentures to current liabilities, the Company reclassified the related deferred tax liability to current liabilities during the six months ended June 30, 2013. This change resulted in a shift for the U.S. federal and state tax jurisdictions from a net current deferred tax asset position to a net current deferred tax liability position and from a net long-term deferred tax liability position to a net long-term deferred tax asset position as of June 30, 2013.

Note 11. Contingencies

Legal Proceedings

On March 5, 2012, a complaint entitled *Warhanek v. Bidzos, et al.* was filed in the United States District Court for the District of Delaware. The complaint asserts derivative claims on behalf of Verisign against current directors D. James Bidzos, William L. Chenevich, Roger H. Moore, Kathleen A. Cote, John D. Roach, Louis A. Simpson, Timothy Tomlinson and a former director, President and Chief Executive Officer Mark D. McLaughlin (the "Director Defendants"). The complaint also asserts one derivative claim against officers and certain former officers Richard H. Goshorn, Christine C. Brennan, and Kevin A. Werner (the "Executive Defendants," and together with the Director Defendants and nominal defendant Verisign, the "Defendants").

The complaint alleges that the Director Defendants fraudulently obtained shareholder approval of certain incentive-based compensation plans by misrepresenting the tax deductibility of certain compensation paid to Verisign's executive officers, including the Executive Defendants. Verisign adopted and obtained shareholder approval of several incentive-based compensation plans, including a 2010 Annual Incentive Compensation Plan ("AICP"), and an Amended and Restated VeriSign, Inc. 2006 Equity Incentive Plan ("2006 Plan") and these plans were submitted to shareholders for approval in the 2010 and 2011 Proxy Statements (the "Prior Proxy Statements"), respectively. The complaint alleges that the Prior Proxy Statements falsely disclosed, or failed to adequately disclose, the material terms under which performance-based compensation would be paid under the AICP and the 2006 Plan. The complaint further alleges that the Prior Proxy Statements falsely represented that certain compensation paid to certain employees in excess of \$1 million would be tax deductible.

The complaint asserts derivative claims against the Director Defendants for (1) violations of Section 14(a) of the Exchange Act for making false statements in and omitting material facts from the Prior Proxy Statements; (2) breach of fiduciary duty; and (3) waste of corporate assets. The complaint asserts an additional derivative claim against the Director Defendants and Executive Defendants for unjust enrichment based on compensation payments they received under the AICP or the 2006 Plan, as disclosed in the Prior Proxy Statements. No demand was made on the Board to institute this action, and the complaint alleges that any such demand would be futile because each director is either interested or lacks independence with respect to the challenges to the AICP and 2006 Plan. The relief sought by the complaint includes, among other things, an order nullifying the shareholder approval of the AICP and the 2006 Plan, an injunction requiring correction of the alleged misrepresentations in the Company's Prior Proxy Statements, and an order requiring equitable accounting, with disgorgement, in favor of the Company for the purported losses it has and will sustain. On May 25, 2012, the defendants filed motions to dismiss this action in its entirety. Oral arguments on the motions to dismiss took place on November 16, 2012 and the matter is now under advisement with the court.

On January 16, 2013, a complaint now captioned *City of Fort Lauderdale General Employees' Retirement System v. VeriSign, Inc., et al.*, and formerly captioned as *Glaser v. VeriSign, Inc. et al.*, was filed in the United States District Court for the Eastern District of Virginia (Alexandria Division). The complaint asserted claims against the Company, D. James Bidzos and George E. Kilguss, III for alleged violations of Sections 10(b) and 20(a) of the 1934 Exchange Act and Rule 10b-5. The complaint alleged that the defendants made false and misleading statements primarily about the prospects for renewal of the .com registry agreement and with respect to revenue guidance.

The plaintiff sought to certify a class consisting of those who purchased Verisign common stock between June 25, 2012 and October 25, 2012. The complaint sought money damages with interest, costs and expenses of litigation including attorney fees, and equitable/injunctive or other and further relief as may be just and proper.

On February 15, 2013, the defendants filed a motion to dismiss the complaint. On March 8, 2013, the court granted plaintiff's motion to stay a response to defendants' motion to dismiss until after the appointment of lead plaintiff and lead counsel. On April 12, 2013, the court entered an order appointing lead counsel and as the lead plaintiff the City of Fort Lauderdale General Employees' Retirement System. On June 21, 2013, the parties entered into a stipulation dismissing with prejudice the claims of the City of Fort Lauderdale General Employees' Retirement System and of Glaser, and on June 25,

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2013, the court executed the parties' stipulation and entered it as an order. The defendants made no payment to any plaintiff in connection with the stipulation or dismissal of the action.

Indemnifications

In connection with the sale of the Authentication Services business to Symantec in August 2010, the Company has agreed to indemnify Symantec for certain potential legal claims arising from the operation of the Authentication Services business for a period of sixty months after the closing of the sale transaction. The Company's indemnification obligations in this regard are triggered only when indemnifiable claims exceed in the aggregate \$4.0 million.

Thereafter, the Company is obligated to indemnify Symantec for 50% of all indemnifiable claims. The Company's maximum indemnification obligation with respect to these claims is capped at \$50.0 million.

While certain legal proceedings and related indemnification obligations to which the Company is a party specify the amounts claimed, such claims may not represent reasonably possible losses. Given the inherent uncertainties of the litigation, the ultimate outcome of these matters cannot be predicted at this time, nor can the amount of possible loss or range of loss, if any, be reasonably estimated, except in circumstances where an aggregate litigation accrual has been recorded for probable and reasonably estimable loss contingencies. A determination of the amount of accrual required, if any, for these contingencies is made after careful analysis of each matter. The required accrual may change in the future due to new developments in each matter or changes in approach such as a change in settlement strategy in dealing with these matters. The Company does not believe that any such matter currently being reviewed will have a material adverse effect on its financial condition, results of operations, or cash flows.

Verisign is involved in various other investigations, claims and lawsuits arising in the normal conduct of its business, none of which, in its opinion, will have a material adverse effect on its financial condition, results of operations, or cash flows. The Company cannot assure you that it will prevail in any litigation. Regardless of the outcome, any litigation may require the Company to incur significant litigation expense and may result in significant diversion of management attention.

Note 12. Subsequent Event

On July 24, 2013, the Company's Board of Directors authorized the repurchase of up to \$518.7 million of common stock, in addition to the \$481.3 million of its common stock remaining available for repurchase under the 2012 Share Buyback Program, for a total repurchase authorization of up to \$1.0 billion of its common stock (collectively, the "2013 Share Buyback Program"). The 2013 Share Buyback Program has no expiration date. Purchases made under the 2013 Share Buyback Program could be effected through open market transactions, block purchases, accelerated share repurchase agreements or other negotiated transactions.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with the interim unaudited Condensed Consolidated Financial Statements and related notes.

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements involve risks and uncertainties, including, among other things, statements regarding our anticipated costs and expenses and revenue mix. Forward-looking statements include, among others, those statements including the words "expects," "anticipates," "intends," "believes" and similar language. Our actual results may differ significantly from those projected in the forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in the section titled "Risk Factors" in Part II, Item 1A of this Quarterly Report on Form 10-Q. You should also carefully review the risks described in other documents we file from time to time with the Securities and Exchange Commission, including the Quarterly Reports on Form 10-Q or Current Reports on Form 8-K that we file in 2013 and our 2012 Form 10-K, which was filed on February 28, 2013, which discuss our business in greater detail. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. We undertake no obligation to publicly release any revisions to the forward-looking statements or reflect events or circumstances after the date of this document.

Overview

We are a global provider of domain name registry services which power the navigation of the Internet by operating a global infrastructure for a portfolio of top-level domains that includes .com, .net, .tv, .edu, .gov, .jobs, .name and .cc as well as two of the worlds 13 Internet root servers ("Registry Services"). Our product suite also includes NIA Services consisting of DDoS Protection Services, iDefense and Managed DNS. We have one reportable segment consisting of Registry Services and NIA Services. As of June 30, 2013, we had approximately 124.3 million domain names registered under the .com and .net registries, our principal registries. The number of domain names registered is largely driven by continued growth in online advertising, e-commerce, and the number of Internet users, which is partially driven by greater availability of broadband, as well as advertising and promotional activities carried out by us and third-party registrars. Recently, growth in the number of domain names has been hindered by certain factors, including the overall economic conditions and changes to search algorithms used by Google and other Internet search engines that negatively affect the profitability of certain types of websites, and as a result, reduce demand for new domain name registrations and renewals. Revenues from NIA Services are not significant in relation to our consolidated revenues.

Business Highlights and Trends

On April 16, 2013, we issued \$750.0 million aggregate principal amount of 4.625% senior notes due 2023. We used a portion of the net proceeds to repay in full the \$100.0 million of outstanding indebtedness under our unsecured revolving credit facility.

We recorded revenues of \$239.3 million and \$475.8 million during the three and six months ended June 30, 2013, respectively. This represents an increase of 12% and 13% for the three and six months ended June 30, 2013, respectively, as compared to the same periods in 2012.

During the three months ended June 30, 2013, domain names registered under the .com and .net TLDs increased by 1.2 million to end the quarter at 124.3 million active domain names which was an increase of 5% of active domain names from June 30, 2012.

In July 2013, we announced an increase in the domain name registration fees for the .net TLD from \$5.62 to \$6.18, effective February 1, 2014, per our agreement with ICANN.

We recorded operating income of \$132.1 million and \$265.3 million during the three and six months ended June 30, 2013, respectively. This represents an increase of 23% and 29% for the three and six months ended June 30, 2013, respectively, as compared to the same periods in 2012.

During the three and six months ended June 30, 2013, we repurchased approximately 7.1 million and 10.1 million shares, respectively, of our common stock under the 2012 Share Buyback Program for \$333.9 million and \$465.9

million, respectively.

Through, July 23, 2013, we repurchased an additional 0.6 million shares for \$28.4 million under the 2012 Share Buyback Program. On July 24, 2013, our Board of Directors authorized the repurchase of up to \$518.7 million of common stock, in addition to the \$481.3 million of our common stock remaining available for repurchase under the 2012 Share Buyback Program, for a total repurchase authorization of up to \$1.0 billion of our common stock.

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We generated cash flows from operating activities of \$297.5 million during the six months ended June 30, 2013, an increase of 21% as compared to the same period last year.

The price of our common stock continued to exceed the Conversion Price Threshold Trigger during the second quarter of 2013, and therefore, the Subordinated Convertible Debentures are convertible into common stock during the third quarter of 2013 at the option of each holder. As a result, the debt component of the Subordinated Convertible Debentures, the related embedded contingent interest derivative, and deferred tax liability were classified in current liabilities, while the associated unamortized debt issuance costs were classified in current assets, as of June 30, 2013. Pursuant to our agreements with ICANN, Verisign makes available on its website at www.verisigninc.com/zone files containing all active domain names registered in the .com and .net registries. At the same website address, Verisign makes available a summary of the number of active domain names registered in the .com and .net registries and the number of .com and .net domain names that are registered but are not configured for use. These files and the related summary data are updated at least once per day. The update times may vary each day. The summary data provided on the website includes domain names that, at the time of publication, were recently purchased and subject to a five day grace period during which the domain names may be deleted and a credit may be issued to a registrar (the "add grace period"). The number of active domain names subject to the add grace period is typically immaterial. The numbers provided in this Form 10-Q are the numbers as of midnight of the date reported, include domain names registered but not configured for use, and do not include domain names subject to the add grace period and therefore cannot be compared to the summary posted on our website. Information available on, or accessible through, this website is not incorporated herein by reference.

Results of Operations

The following table presents information regarding our results of operations as a percentage of revenues:

	Three Months Ended June 30,		Six Months Ended June 30,		
	2013	2012	2013	2012	
	100	% 100	% 100	% 100	%
Revenues	100	% 100	% 100	% 100	%
Costs and expenses:					
Cost of revenues	19	20	20	20	
Sales and marketing	10	12	9	13	
Research and development	7	7	7	7	
General and administrative	9	11	8	11	
Total costs and expenses	45	50	44	51	
Operating income	55	50	56	49	
Interest expense	(8	) (6	) (7	) (6)
Non-operating income (loss), net	3	(1) —	—	
Income from continuing operations before income taxes	50	43	49	43	
Income tax expense	(14	) (11	) (13	) (11)
Income from continuing operations, net of tax	36	32	36	32	
Income from discontinued operations, net of tax	—	—	—	1	
Net income	36	% 32	% 36	% 33	%

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Revenues

Revenues related to our Registry Services are primarily derived from registrations for domain names in the .com, .net, .cc, .tv, .name, .gov, and .jobs domain name registries. Revenues from .cc, .tv, .name, .gov, and .jobs are not significant in relation to our consolidated revenues. For domain names registered with the .com and .net registries, we receive a fee from third-party registrars per annual registration that is fixed pursuant to our agreements with ICANN. Individual customers, called registrants, contract directly with third-party registrars or their resellers, and the third-party registrars in turn register the .com, .net, .cc, .tv, .name and .jobs domain names with Verisign. Changes in revenues are driven largely by changes in the number of new domain name registrations and the renewal rate for existing registrations as well as the impact of new and prior price increases, to the extent permitted, by ICANN and the DOC. New registrations and the renewal rate for existing registrations are impacted by continued growth in online advertising, e-commerce, and the number of Internet users, which is partially driven by greater availability of broadband, as well as advertising and promotional activities carried out by us and third-party registrars. On January 15, 2012, we increased our .com domain name registration fees by 7% from \$7.34 to \$7.85 and .net domain name registration fees by 10% from \$4.65 to \$5.11. Effective July 1, 2013, the registry fee for .net domain names increased from \$5.11 to \$5.62 and effective February 1, 2014, .net domain name registration fees will increase from \$5.62 to \$6.18. We have the contractual right to increase the fees for .net domain name registrations by up to 10% each year during the term of our .net agreement with ICANN through June 30, 2017. The price of .com domain names is fixed at \$7.85 for the duration of the new .com Registry Agreement through November 30, 2018, except that prices may be raised by up to 7% each year due to the imposition of any new Consensus Policy or documented extraordinary expense resulting from an attack or threat of attack on the Security and Stability (each as defined in the .com Registry Agreement) subject to approval of the DOC. We offer promotional marketing programs for our registrars based upon market conditions and the business environment in which the registrars operate. All revenues paid to us for .com and .net registrations are in U.S. dollars. Revenues from NIA Services are not significant in relation to our total consolidated revenues.

A comparison of revenues is presented below:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2013	% Change	2012	2013	% Change	2012
	(Dollars in thousands)					
Revenues	\$239,332	12 %	\$214,142	\$475,779	13 %	\$419,868

The following table compares domain names ending in .com and .net managed by our Registry Services business:

	June 30, 2013	% Change	June 30, 2012
Active domain names ending in .com and .net	124.3 million	5 %	118.5 million

Revenues increased by \$25.2 million during the three months ended June 30, 2013, as compared to the same period last year, primarily due to an increase of \$22.1 million from the operation of the registries for the .com and .net TLDs and a \$3.1 million increase from other registry and non-registry related service revenues. Revenues increased by \$55.9 million during the six months ended June 30, 2013 as compared to the same period last year, primarily due to an increase of \$49.3 million from the operation of the registries for the .com and .net TLDs and a \$6.7 million increase from other revenues. The increase in revenues from operation of the registries for the .com and .net TLDs is primarily due to a 5% increase in the number of domain names ending in .com and .net and increases in the .com and .net domain name registration fees in July 2010 and January 2012 per our agreements with ICANN.

The growth in the number of active domain names was primarily driven by continued Internet growth and new domain name promotional programs. We expect to see continued growth in the number of active domain names in 2013 as a result of further Internet growth. In addition we expect to see continued growth internationally in both .com and .net domain name bases, resulting from greater broadband availability, Internet adoption, and expanding e-commerce, especially in certain emerging markets that we have targeted through our marketing programs. However, recently the ongoing economic uncertainty has limited the rate of growth of the domain name base and may continue to do so in the future. Further, according to published reports, Google has made, and may continue to make changes to

its search algorithm and pay-per-click advertising policies to provide less compensation for certain types of websites. This could make such websites less profitable and hinder domain name registration growth. We believe these algorithm changes have and may continue to have a negative effect on the first time renewal rate for registrations. Although growth in the domain name base may be limited by these factors, we expect revenues will continue to increase in fiscal 2013 as compared to fiscal 2012 as a result of continued growth in the number of active domain names ending in .com and .net, increases in our .com and .net registry fees in July 2010 and January 2012, and the implementation of the increase in .net registry fees which became effective July 1, 2013.

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During the first half of 2012, ICANN began the application process for new gTLDs, including new IDN gTLDs. The application period closed in May 2012, and new domain name registration opportunities for a portion of the approved new gTLDs are expected to be available in 2013. We applied for 14 new gTLDs including 12 transliterations of .com and .net. In addition, applicants for approximately 220 new gTLDs originally selected us to provide back-end registry services. We continue to contract with applicants for approximately 200 new gTLDs to provide back-end registry services. We cannot predict whether we will be successful in becoming the registry for all or any of the gTLDs for which we submitted applications or whether any of the applications that remain active for which we would serve as the back-end service provider will be successful. We also cannot predict whether there will be any delays in ICANN's approval process. For example, ICANN has stated that it will need to limit the maximum number of new gTLDs that may be delegated in a year to 1,000. The application process and availability of domain name registrations for approved new gTLDs applied for by Verisign or Verisign's customers, and the timing of revenue generation, if any, from these gTLDs is uncertain. We do not expect to generate significant revenues, if any, from new gTLDs before 2014.

We cannot assess the impact, if any, the introduction of these new gTLDs will have on our revenues and results of operations. See Item 1A. "Risk Factors—We may face additional competition, operational and other risks from the introduction of new gTLDs by ICANN, which could have a material adverse effect on our business, results of operations, financial condition and cash flows," of this Form 10-Q.

Geographic revenues

We generate revenues in the U.S.; Australia, China, India and other Asia Pacific countries ("APAC"); Europe, the Middle East and Africa ("EMEA"); and certain other countries including Canada and Latin American countries.

The following table presents a comparison of our geographic revenues:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2013	% Change	2012	2013	% Change	2012
	(Dollars in thousands)					
U.S.	144,510	12 %	\$129,180	286,657	12 %	\$255,107
EMEA	42,103	30 %	32,311	82,104	29 %	63,414
APAC	32,521	(2) %	33,176	66,180	4 %	63,845
Other	20,198	4 %	19,475	40,838	9 %	37,502
Total revenues	\$239,332		\$214,142	\$475,779		\$419,868

Revenues for our Registry Services business are attributed to the country of domicile and the respective regions in which our registrars are located, however, this may differ from the regions where the registrars operate or where registrants are located. Revenue growth for each region may be impacted by registrars reincorporating, relocating, or from acquisitions or changes in affiliations of resellers. In the three and six months ended June 30, 2013 revenue growth in EMEA benefited from several such changes while revenue in APAC was negatively impacted.

Cost of revenues

Cost of revenues consist primarily of salaries and employee benefits expenses for our personnel who manage the operational systems, depreciation expenses, operational costs associated with the delivery of our services, fees paid to ICANN, customer support and training, consulting and development services, costs of facilities and computer equipment used in these activities, telecommunications expense and allocations of indirect costs such as corporate overhead.

A comparison of cost of revenues is presented below:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2013	% Change	2012	2013	% Change	2012
	(Dollars in thousands)					
Cost of revenues	\$46,630	9 %	\$42,844	\$93,884	12 %	\$84,100

Cost of revenues increased during the three months ended June 30, 2013, as compared to the same period last year, primarily due to increases in registry fees and depreciation expenses. Registry fees increased by \$2.4 million,

primarily due to an increase in the .com registry fees paid to ICANN under the renewed .com Registry Agreement which became effective in the fourth quarter of 2012. Depreciation expenses increased by \$2.0 million due to an increase in purchases of equipment and hardware to support our infrastructure and the impact of the change in the estimated useful lives of computer hardware and equipment assets from 3 years to 4 years beginning in 2012.

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Cost of revenues increased during the six months ended June 30, 2013, as compared to the same period last year, primarily due to increases in registry fees and depreciation expenses. Registry fees increased by \$5.4 million, primarily due to an increase in the .com registry fees paid to ICANN under the renewed .com Registry Agreement. Depreciation expenses increased by \$4.5 million due to an increase in purchases of equipment and hardware, the acceleration of depreciation on an abandoned software product, and the impact of the change in the estimated useful lives of computer hardware and equipment assets from 3 years to 4 years beginning in 2012.

We expect cost of revenues as a percentage of revenues to remain consistent during the remainder of 2013 compared to the six months ended June 30, 2013.

Sales and marketing

Sales and marketing expenses consist primarily of salaries, sales commissions, sales operations and other personnel-related expenses, travel and related expenses, gTLD application costs, trade shows, costs of lead generation, costs of computer and communications equipment and support services, facilities costs, consulting fees, costs of marketing programs, such as online, television, radio, print and direct mail advertising costs, and allocations of indirect costs such as corporate overhead.

A comparison of sales and marketing expenses is presented below:

	Three Months Ended June 30,		Six Months Ended June 30,		
	2013	% Change	2012	2013	% Change 2012
	(Dollars in thousands)				
Sales and marketing	\$23,269	(12)%	\$26,313	\$41,373	(24)%

Sales and marketing expenses decreased during the three months ended June 30, 2013, as compared to the same period last year, primarily due to decreases in consulting and advertising expenses, salary and employee benefits expenses, travel expenses and allocated overhead expenses. Consulting and advertising expenses decreased by \$1.0 million, resulting from a reduction in consulting services related to market research and strategy in the three months ended June 30, 2013. Salary and employee benefits expenses, travel expenses, and allocated overhead expenses decreased by \$1.3 million as a result of reduced headcount.

Sales and marketing expenses decreased during the six months ended June 30, 2013, as compared to the same period last year, primarily due to decreases in consulting and advertising expenses, salary and employee benefits expenses, travel expenses, allocated overhead expenses, and also due to fees paid to ICANN in connection with applications for new gTLDs during the six months ended June 30, 2012. Consulting and advertising expenses decreased by \$7.3 million due to the timing of marketing initiatives in our Registry Services business. Salary and employee benefits expenses, travel expenses and allocated overhead expenses decreased by \$1.8 million as a result of reduced headcount. In the six months ended June 30, 2012, we incurred fees of \$2.6 million related to applications for new gTLDs. We expect sales and marketing expenses as a percentage of revenues to increase during the remainder of 2013 compared to the six months ended June 30, 2013 as the volume of marketing initiatives increases.

Research and development

Research and development expenses consist primarily of costs related to research and development personnel, including salaries and other personnel-related expenses, consulting fees, facilities costs, computer and communications equipment, support services used in our service and technology development, and allocations of indirect costs such as corporate overhead.

A comparison of research and development expenses is presented below:

	Three Months Ended June 30,		Six Months Ended June 30,		
	2013	% Change	2012	2013	% Change 2012
	(Dollars in thousands)				
Research and development	\$16,899	9 %	\$15,461	\$35,075	16 %

Research and development expenses increased during the three months ended June 30, 2013, as compared to the same period last year, primarily due to a \$2.0 million increase in salary and employee benefits expenses, including stock-based compensation expenses due to an increase in average headcount to support the development of our DNS

infrastructure and other new services.

Research and development expenses increased during the six months ended June 30, 2013, as compared to the same period last year, primarily due to a \$4.8 million increase in salary and employee benefits expenses, including stock-based compensation expenses due to an increase in average headcount to support the development of our DNS infrastructure and other new services.

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We expect research and development expenses as a percentage of revenues to remain consistent during the remainder of 2013 compared to the six months ended June 30, 2013.

General and administrative

General and administrative expenses consist primarily of salaries and other personnel-related expenses for our executive, administrative, legal, finance, information technology and human resources personnel, costs of facilities, computer and communications equipment, management information systems, support services, professional services fees, certain tax and license fees, and bad debt expense, offset by allocations of indirect costs such as facilities and shared services expenses to other cost types.

A comparison of general and administrative expenses is presented below:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	% Change	2013	% Change
	(Dollars in thousands)			
General and administrative	\$20,453	(10)%	\$22,726	(13)%

General and administrative expenses decreased during the three months ended June 30, 2013, as compared to the same period last year, primarily due to decreases in legal expenses and non-income related tax expenses, partially offset by an increase in salary and employee benefits expenses. Legal expenses decreased by \$1.7 million primarily due to decreases in costs related to litigation, and patent and trademark applications. Non-income related tax expenses decreased by \$1.6 million due to a decrease in tax rates in certain jurisdictions. Salary and employee benefits expenses increased by \$1.7 million primarily due to an increase in bonus expenses.

General and administrative expenses decreased during the six months ended June 30, 2013, as compared to the same period last year, primarily due to decreases in legal expenses, occupancy expenses, and contract and professional services expenses, partially offset by an increase in salary and employee benefits expenses, including stock-based compensation expenses. Legal expenses decreased by \$4.0 million due to decreases in costs related to litigation, patent and trademark applications and legal support related to the 2012 DOC review of the renewal of the .com Registry agreement. Occupancy expenses decreased by \$1.8 million as a result of the reversal of certain accrued expenses upon the resolution of a dispute related to a vacated office lease and a reduction in leased space. Contract and professional services expenses decreased by \$1.5 million due to consulting cost incurred in 2012 to support the DOC's review of the renewal of our .com registry agreement. Salary and employee benefits expenses, including stock-based compensation expenses increased by \$1.5 million as a result of an increase in bonus expenses, partially offset by a decrease in stock-based compensation expenses due to a reduction in the performance level achieved on certain performance based RSUs.

We expect general and administrative expenses as a percentage of revenues to remain consistent during the remainder of 2013 compared to the six months ended June 30, 2013.

Interest expense

Interest expense consists of contractual interest payments on the Subordinated Convertible Debentures and the Notes, amortization of debt discount on the liability component of our Subordinated Convertible Debentures, amortization of debt issuance costs and interest expenses related to our current \$200.0 million senior unsecured revolving credit facility, offset by capitalized interest.

A comparison of interest expense is presented below:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(In thousands)			
Contractual interest on the Subordinated Convertible Debentures	\$10,156	\$10,156	\$20,312	\$20,312
Contractual interest on Notes	7,227	—	7,227	—
Amortization of debt discount on the Subordinated Convertible Debentures	2,145	1,975	4,246	3,910
Credit facility and amortization of debt issuance costs	574	625	1,181	1,262

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Interest capitalized to Property and equipment, net	(293) (176) (561) (564)
Total interest expense	\$19,809	\$12,580	\$32,405	\$24,920	

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We expect interest expense to increase during the remainder of 2013 compared to the six months ended June 30, 2013 due to the additional interest payable on the Notes. See Note 8, "Debt and Interest Expense" of our Notes to Condensed Consolidated Financial Statements in Item 1 of this Form 10-Q.

Non-operating income (loss), net

The following table presents the components of Non-operating income (loss), net:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(In thousands)			
Interest and dividend income	\$620	\$605	\$1,263	\$905
Unrealized gain (loss) on contingent interest derivative on Subordinated Convertible Debentures	1,996	(3,147)	(4,437)	(3,960)
Income from transition services agreements	—	1,086	—	2,179
Realized net gain on investments	3,018	31	3,051	36
Other, net	527	(672)	507	(450)
Total non-operating income (loss), net	\$6,161	\$(2,097)	\$384	\$(1,290)

Interest and dividend income is earned principally from our surplus cash balances and marketable securities.

Unrealized gains (losses) on the contingent interest derivative on the Subordinated Convertible Debentures reflect the change in value of the derivative that result primarily from changes in our stock price. Income from transition services agreements includes fees generated from services provided to the purchasers of divested businesses for a certain period of time to facilitate the transfer of business operations. All transition services were completed in 2012. Realized net gain on investments in the three and six months ended June 30, 2013 includes a \$3.0 million gain on the sale of an investment in the equity securities of a public company. The investment had been accounted for as a cost method investment and the full value had been written off prior to the shares becoming publicly traded in 2012.

Income tax expense

The following table presents income tax expense from continuing operations and the effective tax rate:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(Dollars in thousands)			
Income tax expense from continuing operations	\$31,543	\$23,831	\$61,921	\$45,123
Effective tax rate	27	% 26	% 27	% 25

The effective tax rate for the three and six months ended June 30, 2013 and 2012 is lower than the statutory federal rate of 35% primarily due to tax benefits from foreign income taxed at lower rates, partially offset by state income taxes and non-deductible stock based compensation. During the three and six months ended June 30, 2013, we recognized discrete income tax charges of \$2.3 million in connection with a distribution from a foreign subsidiary that has ceased operations and \$1.5 million related to a reduction in foreign deferred tax assets resulting from reduction in the tax rate for one of our subsidiaries in Switzerland.

During the six months ended June 30, 2012 we recognized a discrete income tax benefit from the release of a \$3.1 million valuation allowance related to investments with differing book and tax bases.

Income from discontinued operations, net of tax

Income from discontinued operations before income taxes for the six months ended June 30, 2012 primarily represents the reversal of certain retained liabilities related to the prior operations of a divested business.

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Liquidity and Capital Resources

	June 30, 2013	December 31, 2012
	(In thousands)	
Cash and cash equivalents	\$578,301	\$130,736
Marketable securities	1,419,161	1,425,700
Total	\$1,997,462	\$1,556,436

As of June 30, 2013, our principal source of liquidity was \$578.3 million of cash and cash equivalents and \$1.4 billion of marketable securities. The cash held as of June 30, 2013 reflects the remaining proceeds from the \$750.0 million Notes issued in April 2013. The marketable securities consist primarily of debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies meeting the criteria of our investment policy, which is focused on the preservation of our capital through investment in investment grade securities. The cash equivalents consist mainly of amounts invested in money market funds and U.S. Treasury bills purchased with original maturities of less than 90 days. Our marketable securities consist primarily of U.S. Treasury bills with contractual maturities of less than one year. Approximately \$29.4 million of marketable securities held as of June 30, 2013 have contractual maturities between one year and three years. Our cash and cash equivalents are readily accessible. For additional information on our investment portfolio, see Note 2, "Cash, Cash Equivalents, and Marketable Securities," of our Notes to Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q.

As of June 30, 2013, the amount of cash and cash equivalents and marketable securities held by foreign subsidiaries was \$1.4 billion. Our intent is to indefinitely reinvest outside of the U.S. those funds held by foreign subsidiaries that have not been previously taxed in the U.S. Currently, we do not anticipate that we will need funds that were generated from foreign operations to fund our domestic operations. In the event funds from foreign operations are needed to fund operations in the U.S. or if the Company elects to repatriate these funds, we would be required to accrue and pay additional U.S. taxes.

As of June 30, 2013, we had \$1.25 billion principal amount outstanding of 3.25% subordinated convertible debentures due 2037 (See Note 8 "Debt and Interest Expense" of the accompanying condensed consolidated financial statements). The price of our common stock continued to exceed the Conversion Price Threshold Trigger during the second quarter of 2013. Accordingly, the Subordinated Convertible Debentures are convertible at the option of the holder through September 30, 2013. We do not expect a material amount of the Subordinated Convertible Debentures to be converted in the near term as the trading price of the debentures exceeds the value that is likely to be received upon conversion. However, we cannot provide any assurance that the trading price of the debentures will continue to exceed the value that would be derived upon conversion or that the holders will not elect to convert the Subordinated Convertible Debentures.

If a holder elects to convert its Subordinated Convertible Debentures, we are permitted under the Indenture to pursue an exchange in lieu of conversion or to settle the conversion value (as defined in the Indenture) in cash, stock, or a combination thereof. If we choose not to pursue or cannot complete an exchange in lieu of conversion, we currently have the intent and the ability (based on current facts and circumstances) to settle the principal amount of the Subordinated Convertible Debentures in cash. However, if the principal amount of the Subordinated Convertible Debentures that holders actually elect to convert exceeds our cash on hand and cash from operations, we will need to draw cash from existing financing or pursue additional sources of financing to settle the Subordinated Convertible Debentures in cash. We cannot provide any assurances that we will be able to obtain new sources of financing on terms acceptable to us or at all, nor can we assure that we will be able to obtain such financing in time to settle the Subordinated Convertible Debentures that holders elect to convert.

On April 16, 2013, we issued \$750.0 million aggregate principal amount of 4.625% senior unsecured notes due 2023 in a private offering. The Notes will mature in May 2023. We used a portion of the net proceeds to repay the \$100.0 million of outstanding indebtedness under our unsecured revolving credit facility. The remaining proceeds have been and will continue to be used for general corporate purposes including, but not limited to, the repurchase of shares under the 2012 Share Buyback Program. The unsecured revolving credit facility remains available with a borrowing capacity of \$200.0 million as of June 30, 2013.

We believe existing cash, cash equivalents and marketable securities, and funds generated from operations, together with our borrowing capacity under the unsecured revolving credit facility should be sufficient to meet our working capital, capital expenditure requirements, and to service our debt for at least the next 12 months. We regularly assess our cash management approach and activities in view of our current and potential future needs.

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In summary, our cash flows for the six months ended June 30, 2013 and 2012 are as follows:

	Six Months Ended June 30,	
	2013	2012
	(In thousands)	
Net cash provided by operating activities	\$297,473	\$245,249
Net cash used in investing activities	(34,036)	(1,116,330)
Net cash provided by (used in) financing activities	187,621	(125,550)
Effect of exchange rate changes on cash and cash equivalents	(3,493)	(1,097)
Net increase (decrease) in cash and cash equivalents	\$447,565	\$ (997,728)

Cash flows from operating activities

Our largest source of operating cash flows is cash collections from our customers. Our primary uses of cash from operating activities are for personnel related expenditures, and other general operating expenses, as well as payments related to taxes, interest and facilities.

Net cash provided by operating activities increased during the six months ended June 30, 2013 due to a decrease in cash paid to employees and vendors and an increase in cash received from customers. Payments to employees and vendors decreased primarily due to a reduction in cash operating expenses and the timing of payments to vendors. Cash received from customers increased primarily due to an increase in new and renewed domain name registrations during the six months ended June 30, 2013.

Cash flows from investing activities

The changes in cash flows from investing activities primarily relate to purchases, maturities and sales of marketable securities, and purchases of property and equipment.

Net cash used in investing activities decreased during the six months ended June 30, 2013 as we invested a large portion of our excess cash in marketable securities, consisting primarily of U.S. treasury bills, during the six months ended June 30, 2012. Additionally, purchases of property and equipment increased compared to the same period of the prior year as we continue to invest in our infrastructure.

Cash flows from financing activities

The changes in cash flows from financing activities primarily relate to share repurchases, proceeds from and repayments of borrowings, stock option exercises, our employee stock purchase plan ("ESPP"), and excess tax benefits from stock-based compensation.

The change in cash provided by (used in) financing activities during the six months ended June 30, 2013 was primarily due to proceeds from the Notes and an increase in realized excess tax benefits from exercises of stock options and vesting of RSUs, partially offset by an increase in the amount of share repurchases, repayment of outstanding indebtedness under our unsecured revolving credit facility, and a decrease in the proceeds from stock option exercises compared to the same period of the prior year.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no significant changes in our market risk exposures since December 31, 2012.

ITEM 4. CONTROLS AND PROCEDURES

Based on our management's evaluation, with the participation of our Chief Executive Officer (our principal executive officer) and our Chief Financial Officer (our principal financial officer), as of June 30, 2013, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the three months ended June 30, 2013 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Inherent Limitations of Disclosure Controls and Internal Control over Financial Reporting

Because of their inherent limitations, our disclosure controls and procedures and our internal control over financial reporting may not prevent material errors or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. The effectiveness of our disclosure controls and procedures and our internal control over financial reporting is subject to risks, including that the control may become inadequate because of changes in conditions or that the degree of compliance with our policies or procedures may deteriorate.

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PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information set forth under “Legal Proceedings” in Note 11, “Contingencies,” of our Notes to Condensed Consolidated Financial Statements in Part I, Item 1, of this Quarterly Report on Form 10-Q is incorporated herein by reference.

ITEM 1A. RISK FACTORS

In addition to other information in this Form 10-Q, the following risk factors should be carefully considered in evaluating us and our business because these factors currently have a significant impact or may have a significant impact on our business, operating results or financial condition. Actual results could differ materially from those projected in the forward-looking statements contained in this Form 10-Q as a result of the risk factors discussed below and elsewhere in this Form 10-Q and in other filings we make with the SEC.

Risks relating to our business

Our operating results may fluctuate and our future revenues and profitability are uncertain.

Our operating results have varied in the past and may fluctuate significantly in the future as a result of a variety of factors, many of which are outside our control. These factors include the following:

- deterioration of global economic and financial conditions as well as their impact on e-commerce, financial services, and the communications and Internet industries;
- volume of new domain name registrations and renewals;
- our success in direct marketing and promotional campaigns and the impact of such campaigns on new registrations and renewal rates;
 - in the case of our Registry Services business, any changes to the scope and success of marketing efforts by third-party registrars or their resellers;
- market acceptance of our services by our existing customers and by new customers;
 - customer renewal rates and turnover of customers of our services, and in the case of our Registry Services business, the customers of the distributors of our services;
- continued development of our distribution channels for our products and services, both in the U.S. and abroad;
- the impact of price changes in our products and services or our competitors’ products and services;
- the impact of the removal of the right to increase prices for .com domain names in four of six years up to seven percent, as was permitted under the 2006 .com Registry Agreement;
- the impact of decisions by distributors to offer competing or replacement products or modify or cease their marketing practices;
- the impact of ICANN’s Registry Agreement for new gTLDs, which requires the distribution of new gTLDs only through registrars who have executed the new Registry Accreditation Agreement (“RAA”).
- the availability of alternatives to our products;
- seasonal fluctuations in business activity;
- the introduction of new gTLDs, which could cause security, stability and resiliency problems that could harm our business;
- in the case of our NIA Services business, the long sales cycles for some of our services and the timing and execution of individual customer contracts;
- potential attacks, including hacktivism, by nefarious actors, which could threaten the reliability or the perceived reliability of our products and services;
- potential attacks on the service offerings of our distributors, such as DDoS attacks, which could limit the availability of their service offerings and their ability to offer our products and services;
- changes in policies regarding Internet administration imposed by governments or governmental authorities inside or outside the U.S.;
- potential disruptions in regional registration behaviors due to catastrophic natural events or armed conflict;

• changes in the level of spending for information technology-related products and services by our customers; and
• the uncertainties, costs and risks as a result of the sale of our Authentication Services business, including costs related to any retained liability related to existing and future claims.

Our operating expenses may increase. If an increase in our expenses is not accompanied by a corresponding increase in our revenues, our operating results will suffer, particularly as revenues from some of our services are recognized ratably over the term of the service, rather than immediately when the customer pays for them, unlike our sales and marketing expenditures, which are expensed in full when incurred.

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Any or all of the above factors could impact our revenues and operating results. Therefore, we believe that period-to-period comparisons of our operating results may not necessarily be meaningful. Also, operating results may fall below our expectations and the expectations of securities analysts or investors in one or more future periods. If this were to occur, the market price of our common stock would likely decline.

Our operating results may continue to be adversely affected as a result of unfavorable market, economic, social and political conditions.

An unstable global economic, social and political environment may have a negative impact on demand for our services, our business and our foreign operations, including the ongoing hostilities in the Middle East, natural disasters, the eurozone crisis and the uncertainties of the U.S. economic environment. For example, recently the ongoing economic instability in Europe has possibly limited the rate of growth of the domain name base and may continue to do so in the future. In addition, the economic, social and political environment has or may negatively impact, among other things:

- our customers' continued growth and development of their businesses and our customers' ability to continue as going concerns or maintain their businesses, which could affect demand for our products and services;
- current and future demand for our services, including decreases as a result of reduced spending on information technology and communications by our customers;
- price competition for our products and services;
- the price of our common stock;
- our liquidity;
- our ability to service our debt, to obtain financing or assume new debt obligations;
- our ability to obtain payment for outstanding debts owed to us by our customers or other parties with whom we do business; and
- our ability to execute on any share repurchase plans.

In addition, to the extent that the economic, social and political environment impacts specific industry and geographic sectors in which many of our customers are concentrated, that may further negatively impact our business. If the market, economic, social and political conditions in the U.S. and globally do not improve, or if they further deteriorate, we may experience material adverse impacts on our business, operating results, financial position and cash flows as a consequence of the above factors or otherwise.

The operation of our business depends on numerous factors.

The successful operation of our business depends on numerous factors, many of which are not entirely under our control, including, but not limited to, the following:

- the use of the Internet and other IP networks, and the extent to which domain names and the DNS are used for e-commerce and communications;
- changes in Internet user behavior, Internet platforms, mobile devices and web-browsing patterns;
- growth in demand for our services;
- the competition for any of our services;
- the perceived security of e-commerce and communications over the Internet;
 - the perceived security of our services, technology, infrastructure and practices;
- the loss of customers through industry consolidation or customer decisions to deploy in-house or competitor technology and services;
- our continued ability to maintain our current, and enter into additional, strategic relationships;
- our ability to successfully market our services to new and existing distributors and customers;
- our ability to develop new products, services or other offerings;
- our success in attracting, integrating, training, retaining and motivating qualified personnel;
- our response to competitive developments;
- the successful introduction, and acceptance by our current or new customers, of new products and services, including our NIA Services;

potential disruptions in regional registration behaviors due to catastrophic natural events and armed conflict;
seasonal fluctuations in business activity;
our ability to implement remedial actions in response to any attacks by nefarious actors; and
the successful introduction of enhancements to our services to address new technologies and standards, alternatives to our products and services and changing market conditions.

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Substantially all of our revenue is derived from our Registry Services business. Limitations on our ability to raise prices on .com registrations and any failure to renew key agreements could, materially and adversely affect our business, results of operations, financial condition and cash flows.

Our Registry Services business, which derives most of its revenues from registration fees for domain names, generates substantially all of our revenue. If there is a disruption in the Registry Services business, including any disruption from changes in the domain name industry, changes in or challenges to our agreements with ICANN, including any changes resulting from legal challenges to these agreements, changes in our customers' or Internet users' preferences, a downturn in the economy or changes in technology related to the use of domain names, there may be a material adverse effect on our business, results of operations, financial condition and cash flows. In addition, a failure of the DOC to approve the renewal of the .com Registry Agreement prior to the expiration of its current term on November 30, 2018 could have a material adverse effect on our business.

Under the terms of the Cooperative Agreement, the Company has the right to petition for potential relief from the .com Registry Agreement's pricing restrictions. However, there is uncertainty whether the DOC will approve any exercise by the Company of its right to increase the price per .com domain name under certain circumstances and whether the Company will be able to successfully demonstrate to the DOC that market conditions warrant removal of the pricing restrictions on .com domain names, each of which could materially and adversely affect our business and results of operations. There is also uncertainty of future revenue and profitability and potential fluctuations in quarterly operating results due to the potential increase in expenses and costs coupled with such factors as restrictions on increasing prices under the .com Registry Agreement and the Cooperative Agreement or any other changes to pricing terms in these agreements upon renewal.

Issues arising from our agreements with ICANN, the DOC and the GSA could harm our Registry Services business. We are parties to agreements (i) with the DOC with respect to certain aspects of the DNS, (ii) with ICANN and the DOC as the exclusive registry of domain names within the .com gTLD and (iii) with ICANN with respect to being the exclusive registry for the .net and .name gTLDs.

We face risks arising from our agreements with ICANN and the DOC, including the following:

ICANN could adopt or promote policies, including Consensus Policies, procedures or programs that are unfavorable to us as the registry operator of the .com, .net and .name gTLDs, that are inconsistent with our current or future plans, or that affect our competitive position;

ICANN has adopted registry agreements for new gTLDs that include the right for ICANN to amend the agreement without our consent, which could impose unfavorable contract obligations on us that could impact our plans and competitive positions with respect to new gTLDs. ICANN might seek to impose this same unilateral right to amend other registry agreements with us under certain conditions. ICANN has also included new mandatory obligations on registry operators that may increase the risks and potential liabilities associated with providing new gTLDs; under certain circumstances, ICANN could terminate one or more of our agreements to be the registry for the .com, .net or .name gTLDs and the DOC could refuse to grant its approval to the renewal of the .com Registry Agreement on similar terms, or at all, and if any of the foregoing events occur, in the case of the .com and .net Registry Agreements, it would have a material adverse impact on our business;

if we seek a price increase with respect to the .com domain name during the term of the .com Registry Agreement or at the time of the renewal of the .com Registry Agreement, the DOC could refuse to approve price increases with respect to .com domain names;

the DOC's or ICANN's interpretation of provisions of our agreements with either of them could differ from ours; under certain circumstances, the GSA could terminate our agreement to be the registry for the .gov gTLD, which could have a material adverse impact on how the Registry Services business is perceived; and

contracts within our Registry Services business face, and could continue to face challenges, including possible legal challenges resulting from our activities or the activities of ICANN, registrars, registrants and others, and any adverse outcome from such challenges could have a material adverse effect on our business.

In addition, under the .com, .net and .name Registry Agreements, as well as the Cooperative Agreement with the DOC, we are prohibited from holding a greater than 15% ownership interest in any ICANN accredited registrar. This prohibition on cross-ownership currently applies to most ICANN gTLDs, and ICANN is currently considering

requests to remove the restriction from some of the gTLD registries. This prohibition does not apply to ccTLDs and ICANN has adopted a proposal to allow, with certain exceptions, the operators of new gTLDs to also own, be owned 100% by, or otherwise be affiliated with, a registrar.

The impact of these changes to the distribution channel is uncertain but could have a material adverse effect on our business if operators of new gTLDs or existing gTLDs are able to obtain competitive advantages through such vertical integration. If Verisign were to seek removal of the cross-ownership restriction contained in its agreements with ICANN with

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respect to new or existing gTLDs, it is uncertain whether ICANN and/or the DOC approval would be obtained.

Challenges to Internet administration or changes to our pricing terms could harm our Registry Services business. Risks we face from challenges by third parties, including governmental authorities in the U.S. and other countries, to our role in the ongoing operation of the Internet include:

legal, regulatory or other challenges could be brought, including challenges to the agreements governing our relationship with the DOC or ICANN, or to the legal authority underlying the roles and actions of the DOC, ICANN or us;

the U.S. Congress could take action that is unfavorable to us;

ICANN could fail to maintain its role, potentially resulting in instability in DNS administration;

ICANN is mandated by the Affirmation of Commitments by the DOC and ICANN to uphold a “bottom-up” or “multi-stakeholder” Internet governance approach. We believe recent actions by ICANN may signal a willingness to abandon this model on certain issues that impact our business and the Internet community. If ICANN fails to uphold the multi-stakeholder model, it could harm our business and our relationship with ICANN; and some governments and governmental authorities outside the U.S. have in the past disagreed, and may in the future disagree, with the actions, policies or programs of ICANN, the U.S. Government and us relating to the DNS. The Affirmation of Commitments established several multi-party review panels and contemplates a greater involvement by foreign governments and governmental authorities in the oversight and review of ICANN. These periodic review panels may take positions that are unfavorable to Verisign.

As a result of these and other risks, it may be difficult for us to introduce new services in our Registry Services business and we could also be subject to additional restrictions on how this business is conducted, which may not also apply to our competitors.

Our international operations subject our business to additional economic risks that could have an adverse impact on our revenues and business.

As of June 30, 2013, we had 131, or 12% of our employees outside the U.S. Doing business in international markets has required and will continue to require significant management attention and resources. We may also need to tailor some of our services for a particular market and to enter into international distribution and operating relationships. We have limited experience in localizing our services and in developing international distribution or operating relationships. We may not succeed in expanding our services into new international markets or expand our presence in existing markets. Failure to do so could harm our business. Moreover, local laws and customs in many countries differ significantly from those in the U.S. In many foreign countries, particularly in those with developing economies, it is common for others to engage in business practices that are prohibited by our internal policies and procedures or U.S. law or regulations applicable to us. There can be no assurance that all of our employees, contractors and agents will not take actions in violation of such policies, procedures, laws and/or regulations. Violations of laws, regulations or internal policies and procedures by our employees, contractors or agents could result in financial reporting problems, fines, penalties, or prohibition on the importation or exportation of our products and services and could have a material adverse effect on our business. In addition, we face risks inherent in doing business on an international basis, including, among others:

competition with foreign companies or other domestic companies entering the foreign markets in which we operate, as well as foreign governments actively promoting ccTLDs which we do not operate;

differing and uncertain regulatory requirements;

legal uncertainty regarding liability, enforcing our contracts and compliance with foreign laws;

tariffs and other trade barriers and restrictions;

difficulties in staffing and managing foreign operations;

longer sales and payment cycles;

problems in collecting accounts receivable;

currency fluctuations, as a small portion of our international revenues are not always denominated in U.S. dollars and some of our costs are denominated in foreign currencies;

high costs associated with repatriating profits to the U.S., which could impact us due to the large percentage of our cash currently held by us outside the U.S. (see “Management’s discussion and analysis of financial condition and results of operations - Liquidity and capital resources”);

potential problems associated with adapting our services to technical conditions existing in different countries;

difficulty of verifying customer information;

political instability;

failure of foreign laws to protect our U.S. proprietary rights adequately;

more stringent privacy policies in some foreign countries;

additional vulnerability from terrorist groups targeting U.S. interests abroad;

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seasonal reductions in business activity;
potentially conflicting or adverse tax consequences; and
reliance on third parties in foreign markets in which we only recently started doing business.
We are exposed to risks faced by financial institutions.

The hedging transactions we have entered into expose us to credit risk in the event of default by one of our counterparties. Despite the risk control measures we have in place, a default by one of our counterparties, or liquidity problems in the financial services industry in general, could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our marketable securities portfolio could experience a decline in market value, which could materially and adversely affect our financial results.

As of June 30, 2013, we had \$2.0 billion in cash, cash equivalents, marketable securities and restricted cash, of which \$1.4 billion was invested in marketable securities. The marketable securities consist primarily of debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies meeting the criteria of our investment policy, which is focused on the preservation of our capital through the investment in investment grade securities. We currently do not use derivative financial instruments to adjust our investment portfolio risk or income profile.

These investments, as well as any cash deposited in bank accounts, are subject to general credit, liquidity, market and interest rate risks, which may be exacerbated by unusual events, such as the eurozone crisis, which have affected various sectors of the financial markets and led to global credit and liquidity issues. Over the past several years, the volatility and disruption in the global credit market reached unprecedented levels. If the global credit market deteriorates further, our investment portfolio may be impacted and we could determine that some of our investments have experienced an other-than-temporary decline in fair value, requiring an impairment charge which could adversely impact our financial results, results of operations and cash flows.

Governmental regulation and the application of new and existing laws may slow business growth, increase our costs of doing business, create potential liability and have an adverse effect on our business.

Application of new and existing laws and regulations to the Internet and communications industry can be unclear. The costs of complying or failing to comply with these laws and regulations could limit our ability to operate in our current markets, expose us to compliance costs and substantial liability and result in costly and time-consuming litigation.

Foreign, federal or state laws could have an adverse impact on our business, financial condition, results of operations and cash flows, and our ability to conduct business in certain foreign countries. For example, laws designed to restrict who can register and who can distribute domain names, the online distribution of certain materials deemed harmful to children, online gambling (especially as we consider providing NIA Services and Registry Services to this sector), counterfeit goods, and cybersquatting; laws designed to require registrants to provide additional documentation or information in connection with domain name registrations; and laws designed to promote cyber security may impose significant additional costs on our business or subject us to additional liabilities. We have contracts pursuant to which we provide services to the U.S. government and even though these contracts are immaterial, they impose compliance costs, including compliance with the Federal Acquisition Regulation, which could be significant to the Company.

Due to the nature of the Internet, it is possible that state or foreign governments might attempt to regulate Internet transmissions or prosecute us for violations of their laws. We might unintentionally violate such laws, such laws may be modified and new laws may be enacted in the future. Any such developments could increase the costs of regulatory compliance for us, affect our reputation, force us to change our business practices or otherwise materially harm our business. In addition, any such new laws could impede growth of or result in a decline in domain name registrations, as well as impact the demand for our services.

We rely on third parties who maintain and control root zone servers and route Internet communications.

We currently administer and operate only two of the 13 root zone servers. The others are administered and operated by independent operators on a non-regulated basis. Root zone servers are name servers that contain authoritative data for the very top of the DNS hierarchy. These servers have the software and data needed to locate name servers that contain authoritative data for the TLDs. These root zone servers are critical to the functioning of the Internet.

Consequently, our Registry Services business could be harmed if any of the independent operators fails to include or provide accessibility to the data that it maintains in the root zone servers that it controls, if the delegation of new TLDs into the root zone causes problems, or if any of the independent operators or any of the third parties routing Internet communications presents inconsistent data for the TLDs or DNS generally.

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Changes in Internet user behavior, either as a result of evolving technologies or user practices, may impact the demand for domain names.

Currently, Internet users often navigate to a website either by directly typing its domain name into a web browser or through the use of a search engine. If (i) web browser or Internet search technologies were to change significantly; (ii) Internet search engines were to change the value of their algorithms on the use of a domain for finding a website; (iii) Internet users' preferences or practices were to shift away from direct navigation; (iv) Internet users were to significantly increase the use of web and mobile device applications to locate and access content; or (v) Internet users were to increasingly use third level domains or alternate identifiers, such as social networking and microblogging sites, in each case the demand for domain names could decrease.

Changes in the level of spending on online advertising and/or the way that online networks compensate owners of websites could impact the demand for domain names.

Some domain name registrars and registrants seek to generate revenue through advertising on their websites; changes in the way these registrars and registrants are compensated (including changes in methodologies and metrics) by advertisers and advertisement placement networks, such as Google and Yahoo!Bing, have, and may continue to, adversely affect the market for those domain names favored by such registrars and registrants which has resulted in, and may continue to result in, a decrease in demand and/or the renewal rate for those domain names. For example, according to published reports, Google has in the past changed (and may change in the future) its search algorithm and pay-per-click advertising policies to provide less compensation for certain types of websites. This has made such websites less profitable which has resulted in, and may continue to result in, fewer domain registrations and renewals. In addition, as a result of the general economic environment, spending on online advertising and marketing may not increase or may be reduced, which in turn, may result in a further decline in the demand for those domain names.

Changes in state taxation laws and regulations may discourage the registration or renewal of domain names for e-commerce.

Many Internet merchants are not currently required to pay sales or other similar taxes in respect of shipments of goods into most states. However, state taxation laws and regulations may change in the future and one or more states may seek to impose sales tax collection obligations on out-of-state companies that engage in online commerce. For example, the State of Minnesota passed a law that requires certain online retailers with a physical presence or affiliates in Minnesota to collect sales taxes starting July 1, 2013. Congress is also currently considering a federal measure that would allow states to require most retailers, even those without a physical presence in a state, to collect state and local sales taxes. The enactment of any such law in any state may impair the growth of e-commerce and discourage the registration or renewal of domain names for e-commerce.

Reduced marketing efforts or other operational changes among third party registrars or their resellers as a result of consolidation or changes in ownership, management, or strategy could harm our Registry Services business.

Third-party registrars and their resellers utilize substantial marketing efforts to increase the demand and/or renewal rates for domain names. Consolidation in the registrar or reseller industry or changes in ownership, management, or strategy among individual registrars or resellers could result in significant changes to their business, operating model and cost structure. Such changes could include reduced marketing efforts or other operational changes that could adversely impact the demand and/or the renewal rates for domain names. Our Registry Services business, which generates substantially all of our revenue, derives most of its revenues from registrations and renewals of domain names, and decreased demand for and/or renewals of domain names could cause a material adverse effect on our business, results of operations, financial condition and cash flows.

Undetected or unknown defects in our services could harm our business and future operating results.

Services as complex as those we offer or develop could contain undetected defects or errors. Despite testing, defects or errors may occur in our existing or new services, which could result in compromised customer data, loss of or delay in revenues, loss of market share, failure to achieve market acceptance, diversion of development resources, injury to our reputation, tort or warranty claims, increased insurance costs or increased service and warranty costs, any of which could harm our business. The performance of our services could have unforeseen or unknown adverse effects on the networks over which they are delivered as well as, more broadly, on Internet users and consumers, and third-party applications and services that utilize our services, which could result in legal claims against us, harming our business.

Furthermore, we often provide implementation, customization, consulting and other technical services in connection with the implementation and ongoing maintenance of our services, which typically involves working with sophisticated software, computing and communications systems. Our failure or inability to meet customer expectations in a timely manner could also result in loss of or delay in revenues, loss of market share, failure to achieve market acceptance, injury to our reputation and increased costs.

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If we encounter system interruptions or failures, we could be exposed to liability and our reputation and business could suffer.

We depend on the uninterrupted operation of our various systems, secure data centers and other computer and communication networks. Our systems and operations are vulnerable to damage or interruption from:

- power loss, transmission cable cuts and other telecommunications failures;
- damage or interruption caused by fire, earthquake, and other natural disasters;
- attacks, including hacktivism, by hackers or nefarious actors;
- computer viruses or software defects;
- physical or electronic break-ins, sabotage, intentional acts of vandalism, terrorist attacks and other events beyond our control;
- State suppression of Internet operations; and
- any failure to implement effective and timely remedial actions in response to any damage or interruption.

Most of the computing infrastructure for our Shared Registration System is located at, and most of our customer information is stored in, our facilities in New Castle, Delaware; Dulles, Virginia; and Fribourg, Switzerland. To the extent we are unable to partially or completely switch over to our primary alternate or tertiary sites, any damage or failure that causes interruptions in any of these facilities or our other computer and communications systems could materially harm our business. Although we carry insurance for property damage, we do not carry insurance or financial reserves for interruptions or potential losses arising from terrorism.

In addition, our Registry Services business and certain of our other services depend on the efficient operation of the Internet connections from customers to our secure data centers and from our customers to the Shared Registration System. These connections depend upon the efficient operation of Internet service providers and Internet backbone service providers, all of which have had periodic operational problems or experienced outages in the past beyond our scope of control.

A failure in the operation of our TLD name servers, the domain name root zone servers, or other events could result in the deletion of one or more domain names from the Internet for a period of time or a misdirection of a domain name to a different server. A failure in the operation of our Shared Registration System could result in the inability of one or more other registrars to register and maintain domain names for a period of time. In the event that a registrar has not implemented back-up services recommended by us in conformance with industry best practices, the failure could result in permanent loss of transactions at the registrar during that period. A failure in the operation or update of the master database that we maintain could also result in the deletion of one or more TLDs from the Internet and the discontinuation of second-level domain names in those TLDs for a period of time or a misdirection of a domain name to a different server. Any of these problems or outages could decrease customer satisfaction, harming our business or resulting in adverse publicity that could adversely affect the market's perception of the security of e-commerce and communications over the Internet as well as of the security or reliability of our services.

In addition, a failure in our NIA Services could have a negative impact on our reputation and our business could suffer.

If we experience security breaches, we could be exposed to liability and our reputation and business could suffer.

We retain certain customer and employee information in our secure data centers and various registration systems. It is critical to our business strategy that our facilities and infrastructure remain secure and are perceived by the marketplace to be secure. The Company, as an operator of critical infrastructure, is frequently targeted and experiences a high rate of attacks. These include the most sophisticated form of attacks, such as advanced persistent threat ("APT") attacks and zero-hour threats, which means that the threat is not compiled or has been previously unobserved within our observation and threat indicators space until the moment it is launched, making these attacks virtually impossible to anticipate and difficult to defend against. The Shared Registration System, the domain name root zone servers and TLD name zone servers that we operate are critical hardware and software to our Registry Services operations. We expend significant time and money on the security of our facilities and infrastructure. Despite our security measures, we have been subject to a security breach, as first disclosed in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, and our infrastructure may in the future be vulnerable to physical break-ins, computer viruses, attacks by hackers or nefarious actors or similar disruptive problems, including

hactivism. It is possible that we may have to expend additional financial and other resources to address such problems. Any physical or electronic break-in or other security breach or compromise of the information stored at our secure data centers and domain name registration systems may jeopardize the security of information stored on our premises or in the computer systems and networks of our customers. In such an event, we could face significant liability, customers could be reluctant to use our services and we could be at risk for loss of various security and standards-based compliance certifications needed for certain of our businesses, all or any of which could adversely affect our reputation and harm our business. Such an occurrence could also result in adverse publicity and therefore adversely affect the market's perception of the security of e-commerce and communications over the Internet as well as of the security or reliability of our services.

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We are frequently subject to large-scale DDoS attacks.

Our networks have been and likely will continue to be subject to DDoS attacks of increasing size and sophistication. We have adopted mitigation techniques, procedures and strategies to defend against such attacks but there can be no assurance that we will be able to defend against every attack especially as the attacks increase in size and sophistication. Any successful attack, or partially successful attack, could disrupt our networks, increase response time, and generally hamper our ability to provide reliable service to our Registry Services customers and the broader Internet community. Further, we sell DDoS protection services to NIA Services customers. Although our contracts with these customers provide that we may prioritize all or part of these services at no liability to us in order to preserve our operational stability, the provision of such services might expose us to very large-scale DDoS attacks against those customers, in addition to any directed specifically against us and our networks.

We rely on our intellectual property, and any failure by us to protect, or any misappropriation of, our intellectual property could harm our business.

Our success depends in part on our internally developed technologies and intellectual property. Despite our precautions, it may be possible for a third party to copy or otherwise obtain and use our trade secrets or other forms of our intellectual property without authorization. Furthermore, the laws of foreign countries may not protect our proprietary rights in those countries to the same extent U.S. law protects these rights in the U.S. In addition, it is possible that others may independently develop substantially equivalent intellectual property. If we do not effectively protect our intellectual property, our business could suffer. Additionally, we have filed patent applications with respect to certain of our technology in the U.S. Patent and Trademark Office and patent offices outside the U.S. Patents may not be awarded with respect to these applications and even if such patents are awarded, third parties may seek to oppose or otherwise challenge our applications, and such patents' scope may differ significantly from what was requested in the patent applications and may not provide us with sufficient protection of our intellectual property. In the future, we may have to resort to litigation to enforce our intellectual property rights, to protect our trade secrets or to determine the validity and scope of the proprietary rights of others. This type of litigation is inherently unpredictable and, regardless of its outcome, could result in substantial costs and diversion of management attention and technical resources. Some of the software and protocols used in our business are based on standards set by standards setting organizations such as the Internet Engineering Task Force. To the extent any of our patents are considered "standards essential patents," we may be required to license such patents to our competitors on reasonable and non-discriminatory terms.

We also license third-party technology that is used in our products and services to perform key functions. These third-party technology licenses may not continue to be available to us on commercially reasonable terms or at all. The loss of or our inability to obtain or maintain any of these technology licenses could hinder or increase the cost of our launching new products and services, entering into new markets and/or otherwise harm our business. Some of the software and protocols used in our Registry Services business are in the public domain or may otherwise become publicly available, which means that such software and protocols are equally available to our competitors.

We rely on the strength of our Verisign brand to help differentiate ourselves in the marketing of our products. Dilution of the strength of our brand could harm our business. We are at risk that we will be unable to register, build equity in, or enforce the new logo for Verisign.

We could become subject to claims of infringement of intellectual property of others, which could be costly to defend and could harm our business.

We cannot be certain that we do not and will not infringe the intellectual property rights of others. Claims relating to infringement of intellectual property of others or other similar claims have been made against us in the past and could be made against us in the future. It is possible that we could become subject to additional claims for infringement of the intellectual property of third parties. The international use of our logo could present additional potential risks for third party claims of infringement. Any claims, with or without merit, could be time consuming, result in costly litigation and diversion of technical and management personnel attention, cause delays in our business activities generally, or require us to develop a non-infringing logo or technology or enter into royalty or licensing agreements. Royalty or licensing agreements, if required, may not be available on acceptable terms or at all. If a successful claim

of infringement were made against us, we could be required to pay damages or have portions of our business enjoined. If we could not identify and adopt an alternative non-infringing logo, develop non-infringing technology or license the infringed or similar technology on a timely and cost-effective basis, our business could be harmed.

A third party could claim that the technology we license from other parties infringes a patent or other proprietary right. Litigation between the licensor and a third party or between us and a third party could lead to royalty obligations for which we are not indemnified or for which indemnification is insufficient, or we may not be able to obtain any additional license on commercially reasonable terms or at all.

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In addition, legal standards relating to the validity, enforceability, and scope of protection of intellectual property rights in Internet-related businesses are uncertain and still evolving. Because of the growth of the Internet and Internet-related businesses, patent applications are continuously being filed in connection with Internet-related technology. There are a significant number of U.S. and foreign patents and patent applications in our areas of interest, and we believe that there has been, and is likely to continue to be, significant litigation in the industry regarding patent and other intellectual property rights.

We could become involved in claims, lawsuits or investigations that may result in adverse outcomes.

In addition to possible intellectual property litigation and infringement claims, we are, and may in the future, become involved in other claims, lawsuits and investigations. Such proceedings may initially be viewed as immaterial but could prove to be material. Litigation is inherently unpredictable, and excessive verdicts do occur. Adverse outcomes in lawsuits and investigations could result in significant monetary damages, including indemnification payments, or injunctive relief that could adversely affect our ability to conduct our business and may have a material adverse effect on our financial condition, results of operations and cash flows. Given the inherent uncertainties in litigation, even when we are able to reasonably estimate the amount of possible loss or range of loss and therefore record an aggregate litigation accrual for probable and reasonably estimable loss contingencies, the accrual may change in the future due to new developments or changes in approach. In addition, such investigations, claims and lawsuits could involve significant expense and diversion of management's attention and resources from other matters. See Note 11, "Contingencies" Legal Proceedings, of our Notes to Condensed Consolidated Financial Statements in Part I, Item 1, of this Quarterly Report on Form 10-Q for further information.

We must establish and maintain strategic, channel and other relationships.

One of our significant business strategies has been to enter into strategic or other similar collaborative relationships in order to reach a larger customer base than we could reach through our direct sales and marketing efforts, including in international markets. We may need to enter into additional relationships to execute our business plan. We may not be able to enter into additional, or maintain our existing, strategic relationships on commercially reasonable terms. If we fail to enter into additional relationships, we would have to devote substantially more resources to the distribution, sale and marketing of our services than we would otherwise.

Our success in obtaining results from these relationships will depend both on the ultimate success of the other parties to these relationships and on the ability of these parties to market our services successfully.

Furthermore, any changes by our distributors to their existing marketing strategies could have a material adverse effect on our business. Similarly, if one or more of our distributors were to encounter financial difficulties, or if there were a significant reduction in marketing expenditures by our distributors (including registrars or their resellers), as a result of industry consolidation or otherwise, it could have a material adverse effect on our business, including a decrease in domain name registrations and renewals. Failure of one or more of our strategic, channel or other relationships to result in the development and maintenance of a market for our services could harm our business. If we are unable to maintain our existing relationships or to enter into additional relationships, this could harm our business. With the introduction of new gTLDs, many of our registrars, based upon their registrant needs, may choose to focus their short- or long-term marketing efforts on these new offerings, and if we are unable to maintain their focus on our products and services or move through them to engage the same registrants, this could harm our business.

We continue to explore new strategic initiatives, the pursuit of any of which may pose significant risks and could have a material adverse effect on our business, financial condition and results of operations.

We are exploring a variety of possible strategic initiatives which may include, among other things, the pursuit of new revenue streams, services or products, changes to our offerings or initiatives to leverage our patent portfolio.

Any such strategic initiative may involve a number of risks, including: the diversion of our management's attention from our existing business to develop the initiative, related operations and any requisite personnel; possible material adverse effects on our results of operations during and after the development process; and our possible inability to achieve the intended objectives of the initiative. Further, if we leverage our patent portfolio, we could face increased

litigation risks. Such initiatives may result in a reduction of cash or increased costs. We may not be able to successfully or profitably develop, integrate, operate, maintain and manage any such initiative and the related operations or employees in a timely manner or at all. Furthermore, under our agreements with ICANN, we are subject to certain restrictions in the operation of .com, .net and .name, including required ICANN approval of new registry services for such TLDs. If any new initiative requires ICANN review, we cannot predict whether this process will prevent us from implementing the initiative in a timely manner or at all.

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The success of our NIA Services depends in part on the acceptance of our services.

We are investing in our NIA Services, and the future growth of these services depends, in part, on the commercial success, acceptance, and reliability of our NIA Services. We continually evaluate and evolve the terms and conditions upon which these services are sold. These services may not experience success or acceptance as a result of changes to the terms and conditions. Also, these services will suffer if our target customers do not adopt or use these services. We are not certain that our target customers will choose our NIA Services or continue to use these services even after adoption.

We rely on third parties to provide products which are incorporated in our NIA Services.

The NIA Services incorporate and rely on third party hardware and software products, many of which have unique capabilities. If Verisign is unable to procure these third party products, the NIA Services may malfunction, not perform as well as they should perform, not perform as well as they have been performing or not perform as planned, and our business could suffer.

Many of our target markets are evolving, and if these markets fail to develop or if our products and services are not widely accepted in these markets, our business could be harmed.

Our Registry Services and NIA Services businesses are developing services in emerging markets, including services that involve naming and directory services other than registry and related infrastructure services. These emerging markets are rapidly evolving, may never gain wide acceptance and may not grow. Even if these markets grow, our services may not be widely accepted. Accordingly, the demand for our services in these markets is very uncertain. The factors that may affect market acceptance of our services in these markets include the following:

- market acceptance of products and services based upon technologies other than those we use;
- public perception of the security of our technologies and of IP and other networks;
- the introduction and consumer acceptance of new generations of mobile devices;
- the ability of the Internet infrastructure to accommodate increased levels of usage; and
- government regulations affecting Internet access and availability, e-commerce and telecommunications over the Internet.

If the market for e-commerce and communications over IP and other networks does not grow or these services are not widely accepted in the market, our business could be materially harmed.

We depend on key employees to manage our business effectively, and we may face difficulty attracting and retaining qualified leaders.

We depend on the performance of our senior management team and other key employees, and we have experienced changes in our management team during the last few years. If we are unable to attract, integrate, retain and motivate these individuals and additional highly skilled technical and sales and marketing employees, and implement succession plans for these personnel, our business may suffer.

We have anti-takeover protections that may discourage, delay or prevent a change in control that could benefit our stockholders.

Our amended and restated Certificate of Incorporation and Bylaws contain provisions that could make it more difficult for a third party to acquire us without the consent of our Board of Directors (“Board”). These provisions include:

- our stockholders may take action only at a duly called meeting and not by written consent;
- special meetings of our stockholders may be called only by the chief executive officer, the president or our Board, and cannot be called by our stockholders;
- our Board must be given advance notice regarding stockholder-sponsored proposals for consideration at annual meetings and for stockholder nominations for the election of directors;
- vacancies on our Board can be filled until the next annual meeting of stockholders by majority vote of the members of the Corporate Governance and Nominating Committee, or a majority of directors then in office if no such committee exists, or a sole remaining director; and
- our Board has the ability to designate the terms of and issue new series of preferred stock without stockholder approval.

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In addition, Section 203 of the General Corporation Law of Delaware prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder, generally a person which together with its affiliates owns or within the last three years has owned 15% or more of our voting stock, for a period of three years after the date of the transaction in which the person became an interested stockholder, unless in the same transaction the interested stockholder acquired 85% ownership of our voting stock (excluding certain shares) or the business combination is approved in a prescribed manner. Section 203 therefore may impact the ability of an acquirer to complete an acquisition of us after a successful tender offer and accordingly could discourage, delay or prevent an acquirer from making an unsolicited offer without the approval of our Board.

Changes in, or interpretations of, tax rules and regulations may adversely affect our effective tax rates.

We are subject to income taxes in both the U.S. and numerous foreign jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. We are subject to audit by various tax authorities. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different than that which is reflected in historical income tax provisions and accruals. Should additional taxes be assessed as a result of an audit or litigation, an adverse effect on our income tax provision and net income in the period or periods for which that determination is made could result.

A significant portion of our foreign earnings for the current fiscal year was earned by our Swiss subsidiaries. Our effective tax rate could fluctuate significantly on a quarterly basis and could be adversely affected to the extent earnings are lower than anticipated in countries where we have lower statutory rates and higher than anticipated in countries where we have higher statutory rates.

Various legislative proposals that would reform U.S. corporate tax laws have been proposed by the Obama administration as well as members of Congress, including proposals that would significantly impact how U.S. multinational corporations are taxed on foreign earnings. We are unable to predict whether these or other proposals will be implemented. Although we cannot predict whether or in what form any proposed legislation may pass, if enacted, such legislation could have a material adverse impact on our tax expense or cash flow.

Our inability to indefinitely reinvest our foreign earnings could materially adversely affect our results of operations, financial condition and cash flows.

Deferred income taxes are not provided on most of the undistributed earnings of our foreign subsidiaries because these earnings are intended to be indefinitely reinvested and we do not plan to initiate any action that would precipitate the payment of income taxes thereon. We consider the following matters, among others, in evaluating our plans for indefinite reinvestment: the forecasts, budgets and financial requirements of the parent and subsidiaries for both the long and short term; the tax consequences of a decision to reinvest; and any U.S. and foreign government programs designed to influence remittances. If factors change and as a result we are unable to indefinitely reinvest the foreign earnings, the income tax expense and payments may differ significantly from the current period and could materially adversely affect our results of operations, financial condition and cash flows.

We may be exposed to potential risks if we do not have an effective system of disclosure controls or internal controls over financial reporting.

As a public company, we are subject to the rules and regulations of the SEC, including those that require us to report on and receive an attestation from our independent registered public accounting firm regarding our internal control over financial reporting. Despite our efforts, if we were to fail to maintain an effective system of disclosure controls or internal control over financial reporting, we may not be able to accurately or timely report on our financial results or adequately identify and reduce fraud. As a result, our financial position could be harmed and current and potential future security holders could lose confidence in us and/or our reported financial results, which may cause a negative effect on our stock price, and we could be exposed to litigation or regulatory proceedings, which may be costly or divert management attention.

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We are subject to the risks of owning real property.

We own the land and building in Reston, Virginia, which constitutes our headquarters facility. Ownership of this property, as well as our data centers in Dulles, Virginia and New Castle, Delaware, may subject us to risks, including:

- adverse changes in the value of the properties, due to interest rate changes, changes in the commercial property markets, or other factors;

- ongoing maintenance expenses and costs of improvements;

- the possible need for structural improvements in order to comply with zoning, seismic, disability law, or other requirements;

- the possibility of environmental contamination and the costs associated with fixing any environmental problems; and

- possible disputes with neighboring owners, service providers or others.

Risks relating to the competitive environment in which we operate

The business environment is highly competitive and, if we do not compete effectively, we may suffer price reductions, reduced gross margins and loss of market share.

General: New technologies and the expansion of existing technologies may increase competitive pressure. We cannot assure that competing technologies developed by others or the emergence of new industry standards will not adversely affect our competitive position or render our services or technologies noncompetitive or obsolete. In addition, our markets are characterized by announcements of collaborative relationships involving our competitors. The existence or announcement of any such relationships could adversely affect our ability to attract and retain customers. As a result of the foregoing and other factors, we may not be able to compete effectively with current or future competitors, and competitive pressures that we face could materially harm our business.

Competition in Registry Services: We face competition in the domain name registry space from other gTLD and ccTLD registries that are competing for the business of entities and individuals that are seeking to establish a Web presence, including registries offering services related to the .info, .org, .mobi, .biz, .pro, .aero, .museum, .coop and .xxx gTLDs and registries offering services related to ccTLDs. ICANN currently has registry agreements with 16 registries for the operation of 18 gTLDs. In addition, there are over 250 Latin script ccTLD registries and 38 IDN ccTLD registries. Furthermore, under our agreements with ICANN, we are subject to certain restrictions in the operation of .com, .net and .name on pricing, bundling, methods of distribution, the introduction of new registry services and use of registrars that do not apply to ccTLDs and therefore may create a competitive disadvantage. If other registries launch marketing campaigns for new or existing TLDs, including forms of marketing campaigns that we are prohibited from running under the terms of our agreements with ICANN, which result in registrars or their resellers giving other TLDs greater prominence on their websites, advertising or marketing materials, we could be at a competitive disadvantage and our business could suffer.

We also face competition from service providers that offer outsourced domain name registration, resolution and other DNS services to organizations that require a reliable and scalable infrastructure. Among the competitors are Neustar, Inc., Afiliat Limited, ARI Registry Services and Nominet UK, Inc. In addition, to the extent end-users navigate using search engines or social media, as opposed to direct navigation, we may face competition from search engine operators such as Google, Microsoft, and Yahoo!, operators of social networks such as Facebook, and operators of microblogging tools such as Twitter. Furthermore, to the extent end-users increase the use of web and phone applications to locate and access content, we may face competition from providers of such web and mobile applications.

Competition in NIA Services: Several of our current and potential competitors have longer operating histories and/or significantly greater financial, technical, marketing and other resources than we do and therefore may be able to respond more quickly than we can to new or changing opportunities, technologies, standards and customer requirements. Many of these competitors also have broader and more established distribution channels that may be used to deliver competing products or services directly to customers through bundling or other means. If such competitors were to bundle competing products or services for their customers, we may experience difficulty establishing or increasing demand for our products and services or distributing our products successfully.

We face competition in the network intelligence and availability services industry from companies or services such as iSight Partners, IBM X-Force, Secunia ApS, Dell SecureWorks, McAfee, Inc., Prolexic Technologies, Inc., AT&T Inc., Verizon Communications, Inc., Dyn, Inc., Neustar, Inc., OpenDNS, BlueCat Networks, Inc., Infoblox Inc., Nominum, Inc., Afilias Limited and Akamai Technologies, Inc.

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We may face additional competition, operational and other risks from the introduction of new gTLDs by ICANN, which could have a material adverse effect on our business, results of operations, financial condition and cash flows. Additional competition to our business may arise from the introduction of new TLDs by ICANN. ICANN announced the introduction of new gTLDs, which include IDN gTLDs. On October 30, 2009, ICANN approved a fast track process for the awarding of new IDN ccTLDs and such new IDN ccTLDs have started to be introduced into the DNS root zone. On June 13, 2012, ICANN announced it received 1930 applications to operate over 1400 unique new gTLDs, with new registration opportunities potentially available beginning in late 2013. We do not yet know the impact, if any, that these new gTLDs may have on our business, including if or how the introduction of these new gTLDs will affect registrations for .com and .net and therefore have a material adverse effect on our business, results of operations, financial condition and cash flows. In addition, as set forth in the Verisign Labs Technical Report #1130007 version 2.2: New gTLD Security and Stability Considerations released on March 28, 2013, we believe there are issues regarding the deployment of the new gTLDs that should be addressed before any new gTLDs are delegated, and despite our efforts we do not know whether these issues will be addressed by ICANN sufficiently, if at all. Applicants for new gTLDs include companies which may have greater financial, marketing and other resources than we do, including companies that are existing competitors, domain name registrars and new entrants into the domain name industry. Furthermore, ICANN will allow the operators of new gTLDs to also own, be owned 100% by or otherwise affiliated with a registrar, whereas we are currently prohibited by our agreements with ICANN and the DOC from owning more than 15% of a registrar. As a result, operators of new gTLDs may be able to obtain competitive advantages through such vertical integration that Verisign is currently prohibited from realizing. ICANN has also approved a process pursuant to which an operator of an existing gTLD could apply to become a registrar with respect to a new gTLD. At least one gTLD operator has successfully used this process; however, it is uncertain whether we would seek, or whether ICANN and/or the DOC would approve, the necessary changes to our existing agreements to allow us to vertically integrate with respect to new gTLDs, in which case, we may be at a competitive disadvantage. We have applied for 14 gTLDs, including 12 IDN gTLDs. There is no certainty that we will ultimately obtain these gTLDs, and even if we are successful in obtaining one or more of these new gTLDs, there is no guarantee that such new gTLDs will be any more successful than the new gTLDs obtained by our competitors. Similarly, while we originally entered into agreements to provide back-end registry services to other applicants for approximately 220 new gTLDs, and currently, applicants for approximately 200 new gTLDs continue to contract with the Company to provide back-end registry services, there is no guarantee that such applicants with which we have entered into agreements will be successful in obtaining one or more of these new gTLDs, that such new gTLDs will be successful, or that we will ultimately provide back-end registry services for such amount of new gTLDs. Furthermore, ICANN's Registry Agreement for new gTLDs requires the distribution of new gTLDs only through registrars who have executed the new RAA. If registrars do not execute the new RAA, our channel could be constricted, negatively impacting the sale of our services for new gTLDs.

In addition, ICANN has stated that it will need to limit the maximum number of new gTLDs that may be delegated in a year to 1,000 which could delay the activation of some approved new gTLDs. Even though IDN gTLDs have been given priority, other factors related to the application process, including objections filed against an application, could delay or disrupt an application and the timing of revenue generation, if any, from these gTLDs. The timing of revenue may also be dependent on how diligently our customers proceed to delegation and launch following the completion of the application process and our customers' respective launch plans for the new gTLDs.

In addition, our agreements to provide back-end registry services directly to other applicants and indirectly through reseller relationships expose us to operational and other risks. For example, the increase in the number of gTLDs for which we provide registry services on a standalone basis or as a back-end service provider could further increase costs or increase the frequency or scope of targeted attacks from nefarious actors. Finally, IDN TLDs face additional universal acceptability and usability challenges in that current desktop and mobile device software does not ubiquitously recognize IDN TLDs and may be slow to adopt standards even if demand for such products is strong. Our inability to react to changes in our industry and successfully introduce new products and services could harm our business.

The Internet and communications network services industries are characterized by rapid technological change and frequent new product and service announcements which require us continually to improve the performance, features and reliability of our services, particularly in response to competitive offerings or alternatives to our products and services. In order to remain competitive and retain our market share, we must continually improve our access technology and software, support the latest transmission technologies, and adapt our products and services to changing market conditions and our customers' and

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Internet users' preferences and practices, or launch entirely new products and services in anticipation of, or in response to, market trends. We cannot assure that we will be able to adapt to these challenges or anticipate or respond successfully or in a cost effective way to adequately meet them. Our failure to do so would adversely affect our ability to compete and retain customers or market share.

Risks related to the sale of our Authentication Services business and the completion of our divestitures

We face risks related to the terms of the sale of the Authentication Services business.

Under the agreement reached with Symantec for the sale of our Authentication Services business (the "Symantec Agreement"), we agreed to several terms that may pose risks to us, including the potential for confusion by the public with respect to Symantec's right to use certain of our trademarks, brands and domain names, as well as the risk that current or potential investors in or customers of the Company may incorrectly attribute to the Company problems with Symantec products or services that currently use the VERISIGN brand pursuant to a license granted by the Company to Symantec. Any such confusion may have a negative impact on our reputation, our brand and the market for our products and services. In addition, we may determine that certain assets transferred to Symantec could have been useful in our Naming Services businesses or in other future endeavors, requiring us to forego future opportunities or design or purchase alternatives which could be costly and less effective than the transferred assets. Further, we may not be able to achieve the full financial benefits we expect from the sale of our Authentication Services business.

Under the terms of the Symantec Agreement, we have licensed rights to certain of our domain name registrations to Symantec. We are at risk that our customers will go to a URL for a licensed domain name and be unable to locate our Registry or NIA Services. In addition, we will continue to maintain the registration rights for the domain names licensed to Symantec for which Symantec has sole control over the displayed content, and we may be subject to claims of infringement if Symantec posts content that is alleged to infringe the rights of a third party.

We continue to be responsible for certain liabilities following the divestiture of certain businesses.

Under the agreements reached with the buyers of certain divested businesses, including the Authentication Services business, we remain liable for certain liabilities related to the divested businesses. There is a possibility that we will incur unanticipated costs and expenses associated with management of liabilities relating to the businesses we have divested, including requests for indemnification by the buyers of the divested businesses. These liabilities could potentially relate to (i) breaches of contractual representations and warranties we gave to the buyers of the divested businesses, or (ii) certain liabilities relating to the divested businesses that we retained under the agreements reached with the buyers of the divested businesses. Such liabilities could include certain litigation matters, including actions brought by third parties. Where responsibility for such liabilities is to be contractually allocated to the buyer or shared with the buyer or another party, it is possible that the buyer or the other party may be in default for payments for which they are responsible, obligating us to pay amounts in excess of our agreed-upon share of those obligations. Following the divestiture of the Authentication Services business, our ability to compete with that business is restricted.

Under the Symantec Agreement, we are restricted from directly competing with the Authentication Services business for a defined period of time pursuant to a negotiated non-compete arrangement.

Risks related to our securities

We have a considerable number of common shares subject to future issuance.

As of June 30, 2013, we had one billion authorized common shares, of which 144.1 million shares were outstanding. In addition, of our authorized common shares, 16.9 million common shares were reserved for issuance pursuant to outstanding equity and employee stock purchase plans ("Equity Plans"), and 36.4 million shares were reserved for issuance upon conversion of the Subordinated Convertible Debentures. As a result, we keep substantial amounts of our common stock available for issuance upon exercise or settlement of equity awards outstanding under our Equity Plans and/or the conversion of Subordinated Convertible Debentures into our common stock. Issuance of all or a large portion of such shares would be dilutive to existing security holders, could adversely affect the prevailing market price of our common stock and could impair our ability to raise additional capital through the sale of equity securities.

Our financial condition and results of operations could be adversely affected if we do not effectively manage our liabilities.

As a result of the sale of the Subordinated Convertible Debentures and our 4.625% senior notes due 2023 (the “Notes”), we have a substantial amount of long-term debt outstanding. In addition to the Subordinated Convertible Debentures and the

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Notes, we have an unsecured credit facility with a borrowing capacity of \$200.0 million and the ability to request from time to time that the lenders thereunder agree on a discretionary basis to increase the aggregate commitments amount by up to \$150.0 million. As of June 30, 2013, we had no borrowings under the unsecured credit facility. We repaid the principal amount outstanding under the unsecured credit facility with the proceeds from the Notes offering.

It is possible that we may need to incur additional indebtedness in the future in the ordinary course of business. The terms of our unsecured credit facility and the indenture governing the Notes allow us to incur additional debt subject to certain limitations and will not prevent us from incurring obligations that do not constitute indebtedness under those agreements. If new debt is added to current debt levels, the risks and limitations related to our level of indebtedness could intensify. Specifically, a high level of indebtedness could have adverse effects on our flexibility to take advantage of corporate opportunities, including the following:

- making it more difficult for us to satisfy our debt obligations;
- limiting our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements, or requiring us to make non-strategic divestitures, particularly when the availability of financing in the capital markets is limited;
- requiring a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions and other general corporate purposes;
- having to repatriate cash held by foreign subsidiaries which would require us to accrue and pay additional U.S. taxes;
- increasing our vulnerability to general adverse economic and industry conditions;
- exposing us to the risk of increased interest rates as certain of our borrowings are at variable rates of interest;
- limiting our flexibility in planning for and reacting to changes in our businesses and the markets in which we compete;
- placing us at a possible competitive disadvantage compared to other, less leveraged competitors and competitors that may have better access to capital resources; and
- increasing our cost of borrowing.

The terms of our unsecured credit facility and the indenture governing the Notes restrict our current and future operations, particularly our ability to respond to changes or to take certain actions and create the risk of default on such indebtedness.

The credit agreement that governs our unsecured credit facility and the indenture governing the Notes contain a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to engage in acts that may be in our long-term best interest, including, subject to certain exceptions, restrictions on our ability to:

- permit our subsidiaries to incur or guarantee indebtedness;
- pay dividends or other distributions or repurchase or redeem our capital stock;
- prepay, redeem or repurchase certain debt;
- issue certain preferred stock or similar equity securities;
- make loans and investments;
- sell assets;
- incur liens;
- enter into transactions with affiliates;
- alter the businesses we conduct;
- enter into agreements restricting our subsidiaries' ability to pay dividends;
- consolidate, merge or sell all or substantially all of our assets; and
- engage in certain sale/leaseback transactions.

In addition, the restrictive covenants in our unsecured credit facility require us to maintain specified financial ratios and satisfy other financial condition tests. Our ability to meet those financial ratios and tests can be affected by events beyond our control, and we may be unable to meet them.

A breach of the covenants or restrictions under our unsecured credit facility or the indenture governing the Notes could result in an event of default under the applicable indebtedness. Such a default may allow the creditors to accelerate the related debt and may result in the acceleration of any other debt to which a cross-acceleration or cross-default provision applies. In addition, an event of default under our unsecured credit facility would permit the lenders under our unsecured credit facility to terminate all commitments to extend further credit under that agreement. In the event our lenders or noteholders accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness. As a result of these restrictions, we may be:

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limited in how we conduct our business;

unable to raise additional debt or equity financing to operate during general economic or business downturns; or

unable to compete effectively or to take advantage of new business opportunities.

These restrictions may affect our ability to grow in accordance with our strategy. In addition, our financial results, our substantial indebtedness and our credit ratings could adversely affect the availability and terms of our financing.

We may not be able to generate sufficient cash to service all of our indebtedness, and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or refinance our debt obligations depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control. Moreover, in the event funds from foreign operations are needed to repay our debt obligations and U.S. tax has not already been provided, we would be required to accrue and pay additional U.S. taxes in order to repatriate these funds. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness. If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance our indebtedness. We may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations.

Our unsecured credit facility restricts our ability to dispose of assets and use the proceeds from those dispositions and may also restrict our ability to raise debt or equity capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due.

In addition, we conduct a substantial portion of our operations through our subsidiaries, certain of which are not guarantors of our indebtedness. We expect to service our debt obligations primarily with cash flow generated from our guarantor subsidiary. Therefore, repayment of our indebtedness is substantially dependent on the generation of cash flow by our guarantor subsidiary and its ability to make such cash available to us, by dividend, debt repayment or otherwise. Our non-guarantor subsidiaries do not have any obligation to pay amounts due on our indebtedness or to make funds available for that purpose. Our guarantor subsidiary may not be able to, or may not be permitted to, on commercially reasonable terms, or at all, make distributions to enable us to make payments in respect of our indebtedness. Our guarantor subsidiary is a distinct legal entity, and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries on commercially reasonable terms, or at all. While our unsecured credit facility limits the ability of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are subject to qualifications and exceptions. In the event that we do not receive distributions from our guarantor subsidiary, we may be required to repatriate cash from our foreign subsidiaries, which would be subject to U.S. federal income tax, or may otherwise be unable to make required principal and interest payments on our indebtedness.

Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, would materially and adversely affect our financial position and results of operations and our ability to satisfy our debt obligations. If we cannot make scheduled payments on our debt, we will be in default and holders of the notes could declare all outstanding principal and interest to be due and payable, the lenders under our unsecured credit facility could terminate their commitments to loan money, certain holders of our Subordinated Convertible Debentures could declare all outstanding principal and interest to be due and payable and we could be forced into bankruptcy or liquidation.

We may not have the ability to repurchase the Subordinated Convertible Debentures in cash upon the occurrence of a fundamental change, or to pay cash upon the conversion of Subordinated Convertible Debentures; occurrence of certain events related to our Subordinated Convertible Debentures might have significant adverse accounting, disclosure, tax, and liquidity implications.

As a result of the sale of the Subordinated Convertible Debentures, we have a substantial amount of debt outstanding. Holders of our outstanding Subordinated Convertible Debentures will have the right to require us to repurchase the Subordinated Convertible Debentures upon the occurrence of a fundamental change as defined in the indenture governing the Subordinated Convertible Debentures dated as of August 20, 2007 between the Company and U.S. Bank National Association, as Trustee (the "Indenture"). Although, in certain situations, the Indenture requires us to pay this repurchase price in cash, we may not have sufficient funds to repurchase the Subordinated Convertible Debentures in cash or have the ability to arrange necessary financing on acceptable terms or at all.

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The Subordinated Convertible Debentures continue to be convertible due to our stock price exceeding the conversion price threshold trigger, and, if holders elect to convert their Subordinated Convertible Debentures, we are permitted under the Indenture to pursue an exchange in lieu of conversion or to settle the Settlement Amount (as defined in the Indenture) in cash, stock, or a combination thereof. If we choose not to pursue or cannot complete an exchange in lieu of a conversion, we currently have the intent and the ability (based on current facts and circumstances) to settle the principal amount of the Subordinated Convertible Debentures in cash. However, if the principal amount of the Subordinated Convertible Debentures due to holders as a result of rights to convert or require repurchase exceeds our cash on hand and cash from operations, we will need to draw cash from existing financing or pursue additional sources of financing to settle the Subordinated Convertible Debentures in cash. We cannot provide any assurances that we will be able to obtain new sources of financing on terms acceptable to us or at all, nor can we assure that we will be able to obtain such financing in time to settle the Subordinated Convertible Debentures that holders elect to convert or require the Company to repurchase.

If we do not have adequate cash available, either from cash on hand, funds generated from operations or existing financing arrangements, or cannot obtain additional financing arrangements, we will not be able to settle the principal amount of the Subordinated Convertible Debentures in cash and, in the case of settlement of conversion elections, will be required to settle the principal amount of the Subordinated Convertible Debentures in stock. If we settle any portion of the principal amount of the Subordinated Convertible Debentures in stock, it will result in immediate dilution to the interests of existing security holders and the dilution could be material to such security holders.

If our intent to settle the principal amount in cash changes, or if we conclude that we no longer have the ability, in the future, we will be required to change our accounting policy for earnings per share from the treasury stock method to the if-converted method. Earnings per share will most likely be lower under the if-converted method as compared to the treasury stock method.

If the amount paid (in cash or stock) to settle the Subordinated Convertible Debentures (i.e., the Settlement Amount) is less than the adjusted issue price, under the Internal Revenue Code and the regulations thereunder, the difference is included in taxable income as recapture of previous interest deductions. The adjusted issue price grows