



VERISIGN®

Verisign

Q4 and Full Year 2015 Earnings Conference Call

February 11, 2016

Safe Harbor Disclosure

Statements in this announcement other than historical data and information constitute 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. These statements involve risks and uncertainties that could cause our actual results to differ materially from those stated or implied by such forward-looking statements. The potential risks and uncertainties include, among others, whether the U.S. Department of Commerce will approve any exercise by us of our right to increase the price per .com domain name, under certain circumstances, the uncertainty of whether we will be able to demonstrate to the U.S. Department of Commerce that market conditions warrant removal of the pricing restrictions on .com domain names and the uncertainty of whether we will experience other negative changes to our pricing terms; the failure to renew key agreements on similar terms, or at all; new or existing governmental laws and regulations in the U.S. or other applicable foreign jurisdictions; system interruptions; security breaches; attacks on the Internet by hackers, viruses, or intentional acts of vandalism; the uncertainty of the impact of the U.S. government's transition of key Internet domain name functions (the Internet Assigned Numbers Authority ("IANA") function) and related root zone management functions, changes in Internet practices and behavior and the adoption of substitute technologies; the success or failure of the evolution of our target markets; the operational and other risks from the introduction of new gTLDs by ICANN and our provision of back-end registry services; the highly competitive business environment in which we operate; whether we can maintain strong relationships with registrars and their resellers to maintain their marketing focus on our products and services; challenging global economic conditions; economic and political risk associated with our international operations; our ability to protect and enforce our rights to our intellectual property and ensure that we do not infringe on others' intellectual property; the outcome of legal or other challenges resulting from our activities or the activities of registrars or registrants, or litigation generally; the impact of our new strategic initiatives, including our IDN gTLDs; whether we can retain and motivate our senior management and key employees; the impact of unfavorable tax rules and regulations; and our ability to continue to reinvest offshore our foreign earnings. More information about potential factors that could affect our business and financial results is included in our filings with the SEC, including in our Annual Report on Form 10-K for the year ended Dec. 31, 2014, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Verisign undertakes no obligation to update any of the forward-looking statements after the date of this announcement.

Agenda

Introduction

Registry Services Highlights

Financial Performance / Guidance

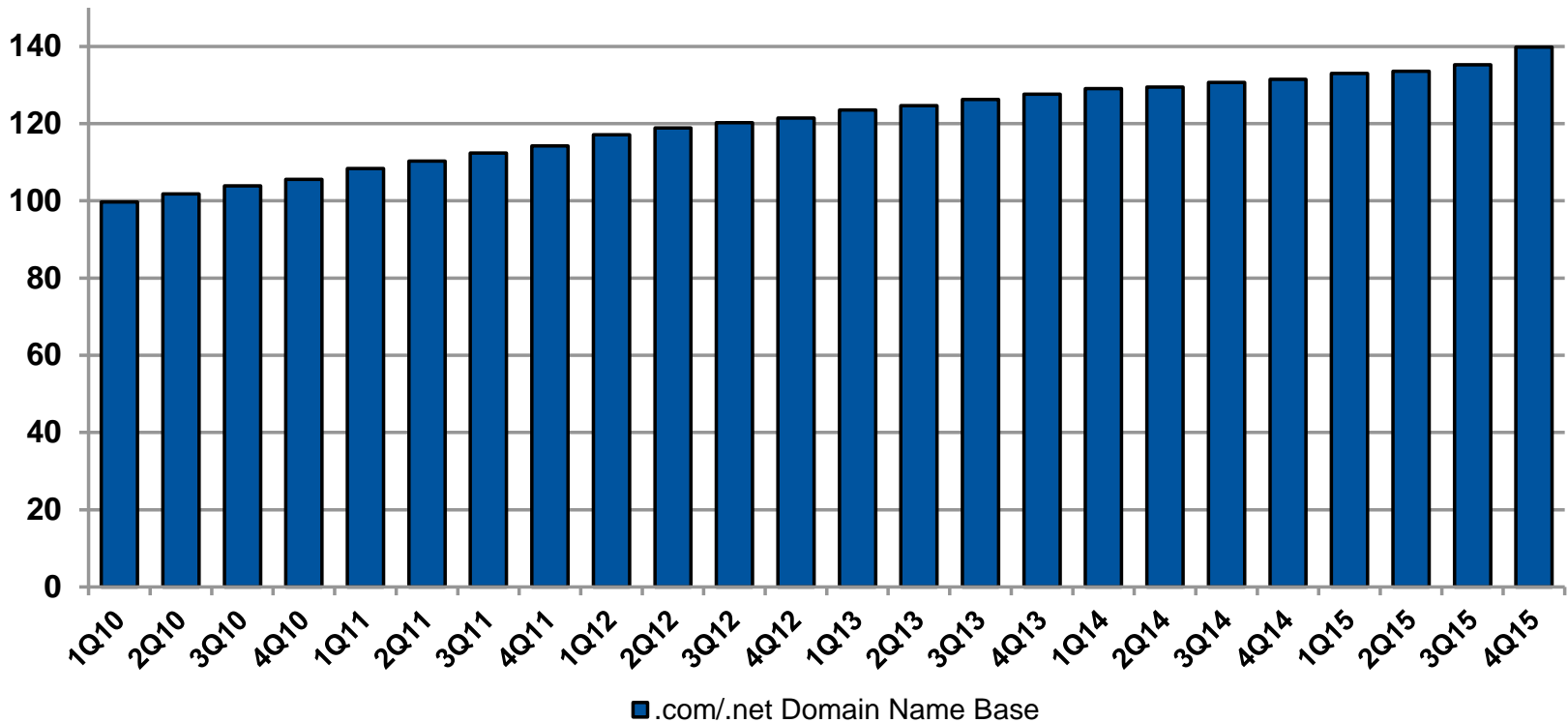
Closing / Q&A / Annex

Registry Services Highlights

Domain Name Base⁽¹⁾ at 139.8 Million Names, Up 6.3% Y/Y

124.0 Million .com Names and 15.8 Million .net Names

Millions



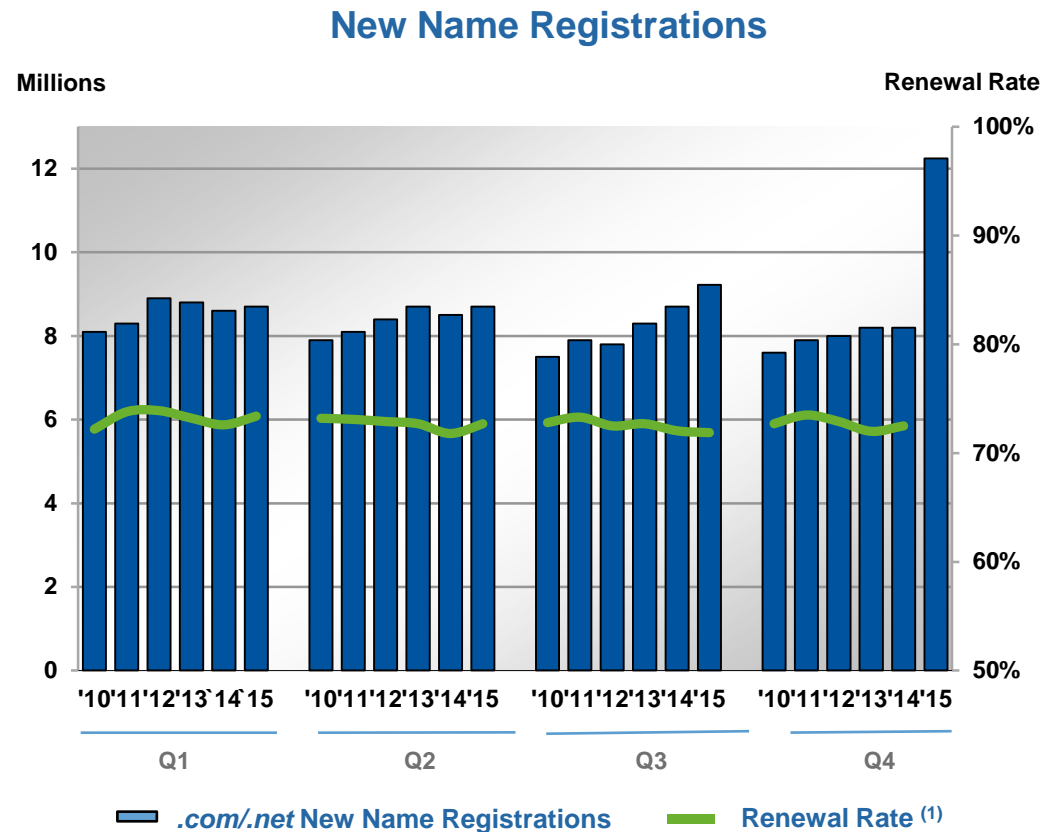
1) The domain name base as presented here for all periods reflects our new definition of the domain name base which is the active zone plus the number of domain names that are registered but not configured for use in the respective Top-Level Domain zone file plus the number of domain names that are in a client or server hold status. This data is therefore not comparable to previous earnings presentations, (prior to first quarter 2015) where we defined the domain name base differently.

Registry Services Highlights

12.2 Million New Name Registrations in Q4 '15

Compared with 8.2 Million in Q4 '14

- Q3 '15 renewal rate 71.9%
 - Renewal rate determined 45 days after end of quarter
 - Q4 '15 renewal rate expected to be approximately 73.3%⁽¹⁾⁽²⁾ compared with 72.5% in Q4 '14
- Net new additions for Q4 '15 were 4.6M names
- 30.2M names expiring in Q1 '16 vs. 29.5M in Q1 '15
- Total Domain Names for Q1 '16 expected to add between 1.5M to 2.0M net names⁽²⁾



1) Renewal rates are not fully measurable until 45 days after the end of the quarter.

2) This guidance is based on historical seasonality and current market trends.

2015 Full Year Financial Highlights

- Revenue of \$1,059M, up 4.9% y/y

- Operating Income

- GAAP: \$606M⁽¹⁾
- Non-GAAP: \$652M⁽¹⁾

- Operating Margin ⁽¹⁾

- GAAP Operating Margin 57.2%⁽¹⁾
- Non-GAAP Operating Margin 61.5%⁽¹⁾

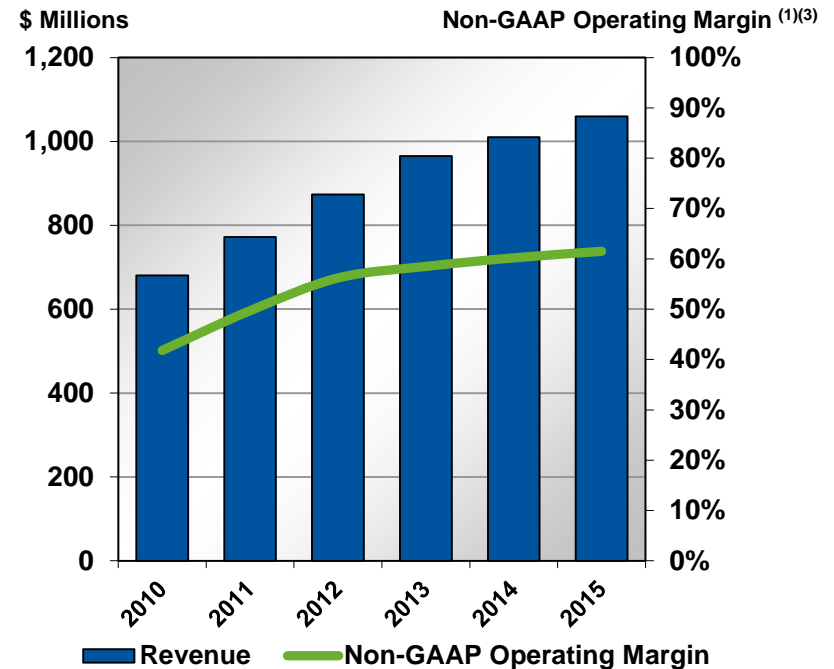
- Free Cash Flow of \$629M⁽²⁾

- CapEx of \$41M

- Strong Balance Sheet

- Cash balance of \$1.9B⁽⁴⁾ of which \$753M was domestic as of Dec. 31, 2015
- Deferred Revenue of \$961M at end Q4 2015
- Total debt of \$1.9B book value, \$2.5B notional value
 - Comprised of \$1.24B of two Senior Notes issues (net of debt issuance costs) and \$634M liability component of \$1.25B convertible debentures

Revenue & Profitability



1) Please refer to “Summary of Non-GAAP Measures” for important information.

2) Free cash flow is defined as cash flow from operations adjusted to include excess tax benefits from stock-based compensation, less capital expenditures. Please see Free Cash Flow Calculation in slide appendix for more detail.

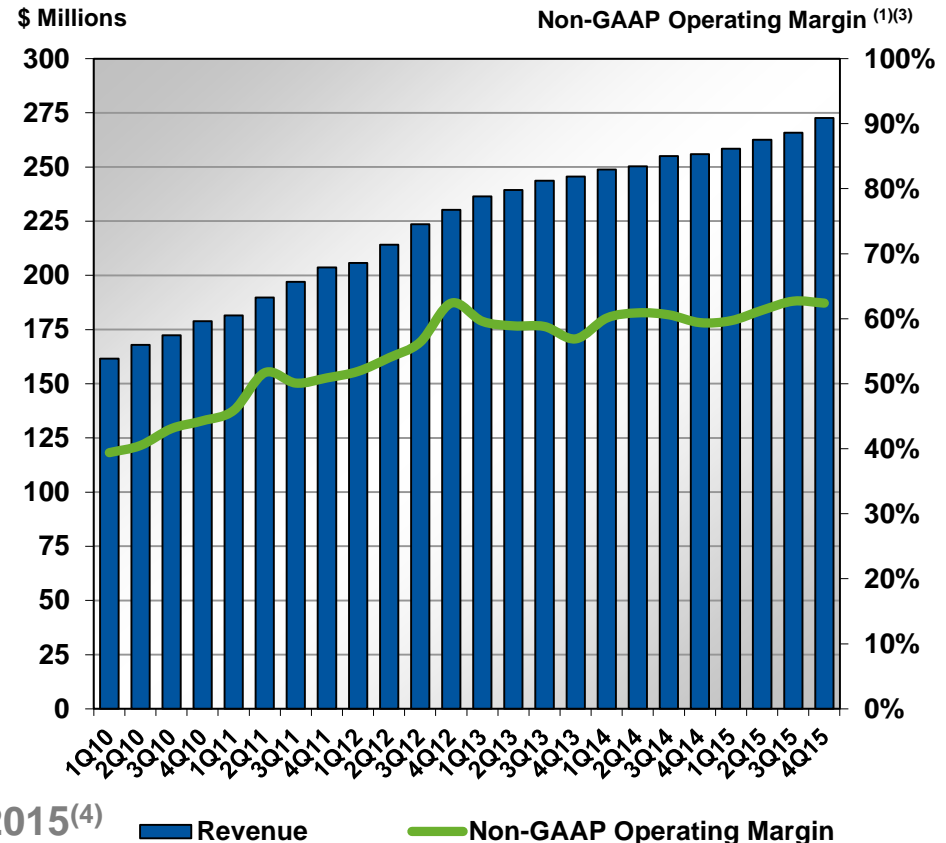
3) In 2011, Non-GAAP Operating margin included a pre-tax \$6 million accrued expense reversal, which is non-recurring in nature, which increased the non-GAAP operating margin by 0.8 percentage points for the year. The Non-GAAP operating margin for 2012 included certain non-recurring pre-tax benefits as described in the fourth quarter 2012 earnings news release which, together, increased the non-GAAP operating margin by 1.3 percentage points for the year.

4) Includes marketable securities.

Q4 2015 Financial Performance

- Revenue of \$272.6M, up 6.5% y/y
- GAAP operating margin of 58.1%
- GAAP diluted EPS of \$0.76
- Non-GAAP operating margin of 62.4%⁽¹⁾
- Non-GAAP diluted EPS of \$0.79⁽¹⁾
- Operating Cash Flow of \$189M
- Free Cash Flow of \$176M⁽²⁾
- 1,018 Full-Time Employees at Dec. 31, 2015⁽⁴⁾

Revenue & Profitability



- 1) Please refer to "Summary of Non-GAAP Measures" for important information.
- 2) Free cash flow is defined as cash flow from operations adjusted to include excess tax benefits from stock based compensation, less capital expenditures. See Free Cash Flow Calculation in slide appendix for more detail.
- 3) Non-GAAP Operating Margin for the second quarter of 2011 included a pre-tax \$6 million accrued expense reversal, which is non-recurring in nature, which increased operating margin by 3.1 percentage points. The Non-GAAP operating margin for the fourth quarter of 2012 included certain non-recurring pre-tax benefits as described in the fourth quarter 2012 earnings news release which, together, increased the non-GAAP operating margin by 4.9 percentage points.
- 4) As of Dec 31, 2015, net of 1 intern.

Financial Guidance⁽¹⁾

- **2016 Revenue**
 - \$1.110 to \$1.135 billion, or approximately 5% to 7% growth
- **Full year 2016 Non-GAAP Operating Margin⁽²⁾**
 - 62.5% to 64%
- **2016 Non-GAAP Interest Expense and Non-GAAP Non-Operating Income, net⁽³⁾**
 - \$114 to \$120 million expense
- **2016 Capital Expenditures**
 - \$40 to \$50 million expense

- 1) Our guidance is based on expectations about the outlook of our business in addition to our financial projections for interest income and expense. Guidance for all non-GAAP figures is based on the definition of non-GAAP metrics noted below.
- 2) The most directly comparable GAAP measure to non-GAAP operating margin is GAAP operating income. Non-GAAP operating margin is defined as GAAP operating income adjusted for stock-based compensation which is then divided by revenues.
- 3) The most directly comparable GAAP measure to Non-GAAP Interest Expense is GAAP Interest Expense. Non-GAAP Interest Expense includes amounts accrued, if any, during the period for contingent interest payable resulting from upside or downside triggers related to the Convertible Debentures which is not included in GAAP Interest Expense, and excludes non-cash interest expense, which is included in GAAP Interest Expense. The most directly comparable GAAP measure to Non-GAAP Non-Operating Income, net is GAAP Non-Operating Income, net. Non-GAAP Non-Operating Income, net excludes unrealized gain/loss on contingent interest derivative on Convertible Debentures which is included in GAAP Non-Operating Income, net.

Q&A Annex

Convertible Debentures Dilution Calculation

- Basic inputs (as of Dec. 31, 2015)
 - \$1.25 billion notional
 - 29.0968 shares per \$1,000 is the current conversion ratio
 - 36.37 million shares issuable (based on conversion ratio)
 - \$34.368 current conversion price
- Treasury stock method dilution calculation⁽¹⁾

$$\frac{(\text{Average Share Price} \times \text{Shares Issuable}) - \text{Notional}}{\text{Average Share Price}} = \text{Share Dilution}$$

- Q4 calculation (\$83.38 average share price during Q4 2015)

$$\frac{(\$83.38 \times 36.37\text{M shares}) - \$1.25\text{B}}{\$83.38} = \mathbf{21.4\text{M shares}}$$

1) Verisign uses the Treasury stock method to account for the dilutive effect of the convertible debentures.

Subordinated Convertible Debentures

- Convertible debenture tax deductions (2010 through Dec 31, 2015) ⁽¹⁾

Subordinated Convertible Debentures Tax Deduction				
Year	Tax Deductible Interest by Year (\$mm)	Coupon Interest Accrued (\$mm)	Excess Deduction (\$mm)	
2010	122.6	40.6	82	
2011	129.7	40.6	89.1	
2012	137.4	40.6	96.8	
2013	145.8	40.6	105.2	
2014	154.9	40.6	114.3	
2015	164.8	40.6	124.2	

- Potential upside contingent interest payments ⁽²⁾

Potential Upside Contingent Interest Payments 50 bp on Market Value of \$1.25 billion Subordinated Convertible Debentures							
Subordinated Convertible Debenture Average Trading Price (as a % of par) (4)	Less than 150%	175%	200%	225%	250%	275%	300%
Semi-Annual Contingent Interest Amount (\$mm) on \$1.25 billion notional	\$ -	\$ 5.5	\$ 6.3	\$ 7.0	\$ 7.8	\$ 8.6	\$ 9.4

- Amounts do not include the contingent interest payments related to the extraordinary dividends that the Company made in 2010 and 2011, which were also tax deductible in the amount of cash interest paid.
- The upside trigger is tested semi-annually. Beginning with the semi-annual interest period commencing August 15, 2014, upside contingent interest payments started to accrue as the upside trigger was met.
- Average trading price of the debentures is determined by averaging the secondary market bid quotations for the debentures for the 10 trading days immediately preceding the first day of each semi-annual interest period. The upside trigger is met when the average trading price is equal to or greater than \$1,500 per \$1,000 principal amount of the debentures.

Non-GAAP Financial Measures and Adjusted EBITDA

Verisign provides quarterly and annual financial statements that are prepared in accordance with generally accepted accounting principles (GAAP). Along with this information, management typically discloses and discusses certain non-GAAP financial information in quarterly earnings releases, on investor conference calls and during investor conferences and related events. This non-GAAP financial information does not include the following types of financial measures that are included in GAAP: stock-based compensation, unrealized gain/loss on the contingent interest derivative on the subordinated convertible debentures, and non-cash interest expense. Non-GAAP net income is decreased by amounts accrued, if any, during the period for contingent interest payable resulting from upside or downside triggers related to the subordinated convertible debentures and is adjusted for an income tax rate of 26 percent for 2015, 28 percent for 2014 and 30 percent for 2010, all of which differ from the GAAP income tax rate.

On a quarterly basis, Verisign also provides Adjusted EBITDA. Adjusted EBITDA is a non-GAAP financial measure and is calculated in accordance with the terms of the indentures governing Verisign's 4.625% senior notes due 2023 and 5.25% senior notes due 2025. Adjusted EBITDA refers to net income before interest, taxes, depreciation and amortization, stock-based compensation, unrealized loss (gain) on the contingent interest derivative on the subordinated convertible debentures and unrealized loss (gain) on hedging agreements.

Management believes that this non-GAAP financial data supplements the GAAP financial data by providing investors with additional information that allows them to have a clearer picture of Verisign's operations. The presentation of this additional information is not meant to be considered in isolation nor as a substitute for results prepared in accordance with GAAP. Management believes that the non-GAAP information enhances investors' overall understanding of Verisign's financial performance and the comparability of Verisign's operating results from period to period.

The tables appended to this release include a reconciliation of the non-GAAP financial information to the comparable financial information reported in accordance with GAAP for the given periods.

Financial forecasts and guidance are forward looking statements and actual results may vary for a number of reasons including those mentioned in our most recent 10-K, 10-Q and 8-K filings with the SEC.

Reconciliation of Non-GAAP Financial Measures

(In thousands, except per share data)
(Unaudited)

	Three Months Ended December 31, 2015		Three Months Ended September 30, 2015		Three Months Ended December 31, 2014	
	Operating Income	Net Income	Operating Income	Net Income	Operating Income	Net Income
GAAP as reported	\$ 158,282	\$ 101,530	\$ 154,462	\$ 92,457	\$ 142,221	\$ 65,472
Adjustments:						
Stock-based compensation	11,724	11,724	12,222	12,222	9,696	9,696
Unrealized loss (gain) on contingent interest derivative on the subordinated convertible debentures		5,072		4,747		1,704
Non-cash interest expense		3,091		2,994		2,641
Contingent interest payable on subordinated convertible debentures		(3,272)		(3,020)		(2,613)
Tax adjustment		(13,070)		(6,625)		18,071
Non-GAAP	<u>\$ 170,006</u>	<u>\$ 105,075</u>	<u>\$ 166,684</u>	<u>\$ 102,775</u>	<u>\$ 151,917</u>	<u>\$ 94,971</u>
Revenues	\$ 272,625		\$ 265,780		\$ 255,917	
Non-GAAP operating margin	<u>62.4%</u>		<u>62.7%</u>		<u>59.4%</u>	
Diluted shares		133,385		131,721		135,899
Per diluted share, non-GAAP		<u>\$ 0.79</u>		<u>\$ 0.78</u>		<u>\$ 0.70</u>

SUPPLEMENTAL FINANCIAL INFORMATION

The following table presents the classification of stock-based compensation:

	Three Months Ended December 31, 2015	Three Months Ended September 30, 2015	Three Months Ended December 31, 2014
	Cost of revenues	\$ 1,807	\$ 1,722
Sales and marketing	1,963	1,683	2,121
Research and development	1,598	1,478	1,829
General and administrative	6,356	7,339	4,094
Total stock-based compensation expense	<u>\$ 11,724</u>	<u>\$ 12,222</u>	<u>\$ 9,696</u>

Reconciliation of Non-GAAP Financial Measures

(In thousands, except per share data)
(Unaudited)

	Year Ended December 31, 2015		Year Ended December 31, 2014		Year Ended December 31, 2010	
	Operating Income	Net Income	Operating Income	Net Income	Operating Income	Net Income
GAAP as reported	\$ 605,946	\$ 375,236	\$ 564,427	\$ 355,260	\$ 232,283	\$ 830,967
Discontinued operations		—		—		(760,935)
Adjustments:						
Stock-based compensation.....	46,075	46,075	43,977	43,977	34,017	34,017
Amortization of other intangible assets	—	—	—	—	1,293	1,293
Restructuring charges.....	—	—	—	—	16,861	16,861
Unrealized loss (gain) on contingent interest derivative on the subordinated convertible debentures		14,130		(2,249)		500
Non-cash interest expense		11,746		10,223		7,929
Contingent interest payable on subordinated convertible debentures		(11,749)		(3,919)		109,113
Tax adjustment.....		(30,028)		(20,725)		(54,198)
Non-GAAP	<u>\$ 652,021</u>	<u>\$ 405,410</u>	<u>\$ 608,404</u>	<u>\$ 382,567</u>	<u>\$ 284,454</u>	<u>\$ 185,547</u>
Revenues	\$ 1,059,366		\$ 1,010,117		\$ 680,578	
Non-GAAP operating margin	<u>61.5%</u>		<u>60.2%</u>		<u>41.8%</u>	
Diluted shares		133,031		140,895		178,965
Per diluted share, non-GAAP		<u>\$ 3.05</u>		<u>\$ 2.72</u>		<u>\$ 1.04</u>

SUPPLEMENTAL FINANCIAL INFORMATION

The following table presents the classification of stock-based compensation:

	Three Months Ended December 31,		Year Ended December 31,	
	2015	2014	2015	2014
Cost of revenues	\$ 1,807	\$ 1,652	\$ 7,009	\$ 6,400
Sales and marketing	1,963	2,121	6,763	8,023
Research and development.....	1,598	1,829	6,488	7,018
General and administrative.....	6,356	4,094	25,815	22,536
Total stock-based compensation expense.....	<u>\$ 11,724</u>	<u>\$ 9,696</u>	<u>\$ 46,075</u>	<u>\$ 43,977</u>

Adjusted EBITDA Reconciliation

VERISIGN, INC.
RECONCILIATION OF NON-GAAP ADJUSTED EBITDA
(In thousands)
(Unaudited)

The following table reconciles GAAP net income to non-GAAP Adjusted EBITDA for the periods shown below (in thousands):

	Three Months Ended	
	December 31,	
	2015	2014
Net Income	\$ 101,530	\$ 65,472
Interest expense.....	28,567	21,586
Income tax expense	23,849	55,004
Depreciation and amortization	14,937	15,767
Stock-based compensation.....	11,724	9,696
Unrealized loss on contingent interest derivative on the subordinated convertible debentures.....	5,072	1,704
Unrealized loss (gain) on hedging agreements	84	(267)
Non-GAAP Adjusted EBITDA	\$ 185,763	\$ 168,962

	Year Ended	
	December 31, 2015	
Net Income	\$	375,236
Interest expense		107,631
Income tax expense		112,414
Depreciation and amortization.....		61,491
Stock-based compensation		46,075
Unrealized loss on contingent interest derivative on the subordinated convertible debentures.....		14,130
Unrealized loss on hedging agreements		95
Non-GAAP Adjusted EBITDA	\$	717,072

Free Cash Flow Calculation

Reconciliation of Operating Cash Flow to Free Cash Flow ⁽¹⁾⁽²⁾

Free Cash Flow (\$M)	FY12	Q113	Q213	Q313	Q413	FY13	Q114	Q214	Q314	Q414	FY14	Q115	Q215	Q315	Q415	FY15
Cash Flow from Operating Activities	537.6	150.6	146.8	134.5	147.4	579.4	141.6	121.1	167.7	170.5	600.9	132.7	175.0	155.3	188.5	651.5
Excess Tax Benefits from Stock-Based Awards	<u>18.4</u>	<u>11.8</u>	<u>5.8</u>	<u>12.5</u>	<u>(10.8)</u>	<u>19.3</u>	<u>0.0</u>	<u>15.3</u>	<u>(6.7)</u>	<u>(2.5)</u>	<u>6.1</u>	<u>6.0</u>	<u>5.4</u>	<u>8.1</u>	<u>(1.0)</u>	<u>18.5</u>
Total	556.0	162.4	152.6	147.0	136.7	598.7	141.6	136.4	161.0	168.0	607.0	138.7	180.4	163.4	187.6	670.0
Acquisition of Property and Equipment, Net	<u>(53.0)</u>	<u>(17.1)</u>	<u>(20.4)</u>	<u>(12.7)</u>	<u>(15.4)</u>	<u>(65.6)</u>	<u>(11.3)</u>	<u>(7.5)</u>	<u>(11.3)</u>	<u>(9.2)</u>	<u>(39.3)</u>	<u>(13.0)</u>	<u>(8.8)</u>	<u>(6.8)</u>	<u>(12.0)</u>	<u>(40.7)</u>
Total Free Cash Flow	503.0	145.3	132.2	134.3	121.3	533.1	130.3	128.9	149.7	158.8	567.7	125.6	171.5	156.6	175.6	629.3

- 1) Free Cash Flow is a non-GAAP financial measure defined as cash flow from operating activities (adjusted to include excess tax benefits from stock-based compensation), less net capital expenditures. The excess tax benefits from stock-based compensation, as reported on the statements of cash flows in cash flows from financing activities, represent the reduction in income taxes otherwise payable during the period, attributable to the actual gross tax benefits in excess of the expected tax benefits for options exercised/awards released in current and prior periods.
- 2) The sum of the amounts in the columns and rows may not match the total amounts shown due to rounding.

powered by



VERISIGN™