

Primerica, Inc.
Form 4
June 05, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Warburg Pincus Private Equity X,
L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC, 450
LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Primerica, Inc. [PRI]

3. Date of Earliest Transaction
(Month/Day/Year)
06/03/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01	06/03/2013		S		2,488,621	D	\$ 34.67
					0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrant	\$ 18	06/03/2013		S	4,103,110	04/15/2010	04/15/2010	Common Stock	4,103,110

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warburg Pincus Private Equity X, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus X Partners, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		See Remarks
Warburg Pincus X, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			
Warburg Pincus X LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			
Warburg Pincus Partners LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			
WARBURG PINCUS & CO. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			
WARBURG PINCUS LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			
KAYE CHARLES R C/O WARBURG PINCUS LLC	X			

450 LEXINGTON AVENUE
NEW YORK, NY 10017

Landy Joseph P.
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

Signatures

By: Warburg Pincus X, L.P., its General Partner, By: Warburg Pincus X LLC, its General Partner, By: Warburg Pincus Partners LLC, its Sole Member, By: Warburg Pincus & Co., its Managing Member, By: /s/ Scott A. Arenare, Attorney-in-fact	06/05/2013
__Signature of Reporting Person	Date
Scott A. Arenare, as Attorney-in-fact	06/03/2013
__Signature of Reporting Person	Date
Scott A. Arenare, as Attorney-in-fact	06/03/2013
__Signature of Reporting Person	Date
Scott A. Arenare, Attorney-in-fact	06/03/2013
__Signature of Reporting Person	Date
Scott A. Arenare, Attorney-in-fact	06/03/2013
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Scott A. Arenare, Attorney-in-fact	06/03/2013
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Scott A. Arenare, Attorney-in-fact	06/03/2013
__Signature of Reporting Person	Date
Scott A. Arenare, Attorney-in-fact	06/03/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Remarks:

Solely for the purposes of Section 16 of the Exchange Act, each of WP X, WP X LP, WP X LLC, WP Partners and WP may b

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Exhibit List:

Exhibit 99.1: Joint Filers' Names and Addresses

Exhibit 99.2: Joint Filers' Signatures

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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