

Primerica, Inc.
Form SC 13D/A
February 12, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 10)

Under the Securities Exchange Act of 1934

PRIMERICA, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

74164M 108

(CUSIP Number)

SCOTT A. ARENARE, ESQ.

MANAGING DIRECTOR AND GENERAL COUNSEL

WARBURG PINCUS LLC

450 LEXINGTON AVENUE

NEW YORK, NY 10017

(212) 878-0600

(Name, Address and Telephone Number of Person

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Copy to:

DAVID K. LAM, ESQ.
WACHTELL, LIPTON, ROSEN & KATZ
51 WEST 52ND STREET
NEW YORK, NY 10019
(212) 403-1000

February 11, 2013

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would

alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of Reporting Persons

Warburg Pincus Private Equity X, L.P.

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

26-0849130

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

N/A

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of **7** Sole Voting Power

Shares

Beneficially **8** -0-

Owned by **8** Shared Voting Power

Each

Reporting

9,091,731^{†‡}

9 Sole Dispositive Power

Person

with

-0-

10 Shared Dispositive Power

9,091,731^{†‡}

11 Aggregate Amount Beneficially Owned by Each Reporting Person

9,091,731^{†‡}

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

15.0%

14 Type of Reporting Person

PN

[†]The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

[‡]Includes warrants currently exercisable for 4,103,110 shares of common stock, par value \$0.01 per share (the "Common Stock") of Primerica, Inc. ("Primerica").

1 Names of Reporting Persons

Warburg Pincus X Partners, L.P.

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

26-0869910

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

N/A

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of **7** Sole Voting Power

Shares

Beneficially **8** -0-

Owned by **8** Shared Voting Power

Each

Reporting **9** 9,091,731^{†‡}

Person **9** Sole Dispositive Power

with

10 -0-

10 Shared Dispositive Power

9,091,731^{†‡}

11 Aggregate Amount Beneficially Owned by Each Reporting Person

9,091,731^{†‡}

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

15.0%

14 Type of Reporting Person

PN

[†]The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

[‡]Includes warrants currently exercisable for 4,103,110 shares of Common Stock of Primerica.

1 Names of Reporting Persons

Warburg Pincus X, L.P.

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

26-0403670

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

N/A

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of **7** Sole Voting Power

Shares

Beneficially **-0-**

8 Shared Voting Power

Owned by

Each

9,091,731^{†‡}

Reporting **9** Sole Dispositive Power

Person

with **-0-**

10 Shared Dispositive Power

9,091,731^{†‡}

11 Aggregate Amount Beneficially Owned by Each Reporting Person

9,091,731^{†‡}

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

15.0%

14 Type of Reporting Person

PN

[†]The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

[‡]Includes warrants currently exercisable for 4,103,110 shares of Common Stock of Primerica.

1 Names of Reporting Persons

Warburg Pincus X LLC

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

26-0403605

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

N/A

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of **7** Sole Voting Power

Shares

Beneficially **8** -0-

Owned by **8** Shared Voting Power

Owned by

Each

Reporting **9** 9,091,731^{†‡} Sole Dispositive Power

Person

with **10** -0-

10 Shared Dispositive Power

9,091,731^{†‡}

11 Aggregate Amount Beneficially Owned by Each Reporting Person

9,091,731^{†‡}

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

15.0%

14 Type of Reporting Person

OO

[†]The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

[‡]Includes warrants currently exercisable for 4,103,110 shares of Common Stock of Primerica.

1 Names of Reporting Persons

Warburg Pincus Partners LLC

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

13-4069737

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

N/A

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

New York

Number of **7** Sole Voting Power

Shares

Beneficially **8** -0-

Owned by **8** Shared Voting Power

Owned by

Each

Reporting **9** 9,091,731^{†‡} Sole Dispositive Power

Person

with **10** -0-

10 Shared Dispositive Power

9,091,731^{†‡}

11 Aggregate Amount Beneficially Owned by Each Reporting Person

9,091,731^{†‡}

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

15.0%

14 Type of Reporting Person

OO

[†]The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

[‡]Includes warrants currently exercisable for 4,103,110 shares of Common Stock of Primerica.

1 Names of Reporting Persons

Warburg Pincus & Co.

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

13-6358475

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

N/A

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

New York

Number of **7** Sole Voting Power

Shares

Beneficially **8** -0-

Owned by **8** Shared Voting Power

Owned by

Each

Reporting **9** 9,091,731^{†‡} Sole Dispositive Power

Person

with **10** -0-

10 Shared Dispositive Power

9,091,731^{†‡}

11 Aggregate Amount Beneficially Owned by Each Reporting Person

9,091,731^{†‡}

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

15.0%

14 Type of Reporting Person

PN

[†]The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

[‡]Includes warrants currently exercisable for 4,103,110 shares of Common Stock of Primerica.

1 Names of Reporting Persons

Warburg Pincus LLC

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

13-3536050

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

N/A

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

New York

Number of **7** Sole Voting Power

Shares

Beneficially **8** -0-

Owned by **8** Shared Voting Power

Each

Reporting

9,091,731^{†‡}

9 Sole Dispositive Power

Person

with

-0-

10 Shared Dispositive Power

9,091,731^{†‡}

11 Aggregate Amount Beneficially Owned by Each Reporting Person

9,091,731^{†‡}

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

15.0%

14 Type of Reporting Person

OO

[†]The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

[‡]Includes warrants currently exercisable for 4,103,110 shares of Common Stock of Primerica.

1 Names of Reporting Persons

Charles R. Kaye

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

N/A

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

United States of America

Number of **7** Sole Voting Power
Shares

Beneficially **8** Shared Voting Power
Owned by

Each **9** Sole Dispositive Power
Reporting **9** Sole Dispositive Power

Person

with **10** Shared Dispositive Power

9,091,731^{†‡}

11 Aggregate Amount Beneficially Owned by Each Reporting Person

9,091,731^{†‡}

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

15.0%

14 Type of Reporting Person

IN

[†]The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

[‡]Includes warrants currently exercisable for 4,103,110 shares of Common Stock of Primerica.

1 Names of Reporting Persons

Joseph P. Landy

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

N/A

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

United States of America

Number of **7** Sole Voting Power

Shares

Beneficially **8** -0-

Owned by **8** Shared Voting Power

Owned by

Each

Reporting **9** 9,091,731^{†‡} Sole Dispositive Power

Person

with **10** -0-

10 Shared Dispositive Power

9,091,731^{†‡}

11 Aggregate Amount Beneficially Owned by Each Reporting Person

9,091,731^{†‡}

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

15.0%

14 Type of Reporting Person

IN

[†]The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

[‡]Includes warrants currently exercisable for 4,103,110 shares of Common Stock of Primerica.

This Amendment No. 10 (this “Amendment”) amends and supplements the Schedule 13D (the “Initial Statement”) filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 21, 2010, as amended by Amendment No. 1, filed with the SEC on April 21, 2011, Amendment No. 2, filed with the SEC on November 17, 2011, Amendment No. 3, filed with the SEC on December 21, 2011, Amendment No. 4, filed with the SEC on April 18, 2012, Amendment No. 5, filed with the SEC on April 27, 2012, Amendment No. 6, filed with the SEC on October 4, 2012 and Amendment No. 7, filed with the SEC on October 11, 2012, Amendment No. 8, filed with the SEC on November 21, 2012, and Amendment No. 9, filed with the SEC on November 28, 2012 (as amended, the “Statement”), and is being filed on behalf of Warburg Pincus Private Equity X, L.P., a Delaware limited partnership (together with Warburg Pincus X Partners, L.P., an affiliated Delaware limited partnership, “WP X”), Warburg Pincus X, L.P., a Delaware limited partnership and the general partner of WP X (“WP X LP”), Warburg Pincus X LLC, a Delaware limited liability company and the general partner of WP X LP (“WP X LLC”), Warburg Pincus Partners LLC, a New York limited liability company and the sole member of WP X LLC (“WP Partners”), Warburg Pincus & Co., a New York general partnership and the managing member of WP Partners (“WP”), Warburg Pincus LLC, a New York limited liability company that manages WP X (“WP LLC”), and Messrs. Charles R. Kaye and Joseph P. Landy, each a Managing General Partner of WP and Managing Member and Co-President of WP LLC, who may be deemed to control WP X, WP X LP, WP X LLC, WP Partners, WP and WP LLC. Each of Messrs. Kaye and Landy, WP X, WP X LP, WP X LLC, WP Partners, WP and WP LLC (each of the foregoing, a “Reporting Person,” and collectively, the “Warburg Pincus Reporting Persons”) disclaims beneficial ownership of the shares of Common Stock of the Issuer except to the extent of any pecuniary interest therein.

Information in respect of each Warburg Pincus Reporting Person is given solely by such Warburg Pincus Reporting Person, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by any other Warburg Pincus Reporting Person. Except as otherwise described herein, the information contained in the Statement remains in effect, and, unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Statement.

Item 4. Purpose of the Transaction

The response set forth in Item 4 of the Statement is hereby amended by adding the following after the last paragraph of Item 4:

On February 11, 2013, WP X entered into an Underwriting Agreement, dated February 11, 2013, among Citigroup Global Markets Inc., (the “Underwriter”), WP X and Primerica (the “February 2013 Underwriting Agreement”), providing for the sale through the Underwriter of 2,500,000 shares of Common Stock of the Issuer held by WP X. The February 2013 Underwriting Agreement provides for the sale by WP X, subject to the terms and conditions set forth therein, of 2,500,000 shares of Common Stock of the Issuer at a price of \$32.66 per share (consisting of 2,422,500 shares sold by Warburg Pincus Private Equity X, L.P. and 77,500 shares sold by Warburg Pincus X Partners, L.P.). The Underwriter intends to offer the 2,500,000 shares of Common Stock of the Issuer to third party investors at prices to be set by the

Underwriter. The transactions contemplated by the February 2013 Underwriting Agreement were made pursuant to the Warburg Pincus Reporting Person's rights under the Registration Rights Agreement (as defined in the Initial Statement).

The transactions contemplated by the February 2013 Underwriting Agreement are expected to be consummated on February 15, 2013.

Item 5. Interest in Securities of the Issuer

The response set forth in Item 5 of the Statement is hereby amended and supplemented as follows:

(c) Other than as described in this Amendment, the Warburg Pincus Reporting Persons have not effected any transactions in the Common Stock of the Issuer during the past 60 days. The additional language added to Item 4 by this Amendment is incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The response set forth in Item 6 of the Statement is hereby amended by adding the following after the last paragraph of Item 6:

February 2013 Underwriting Agreement

The information set forth in Item 4 with respect to the February 2013 Underwriting Agreement is incorporated herein by reference.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2013

WARBURG PINCUS PRIVATE EQUITY X, L.P.

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
Name: Scott A. Arenare
Title: Attorney-in-fact*

WARBURG PINCUS X PARTNERS, L.P.

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
Name: Scott A. Arenare
Title: Attorney-in-fact*

WARBURG PINCUS X, L.P.

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
Name: Scott A. Arenare
Title: Attorney-in-fact*

WARBURG PINCUS X LLC

By: Warburg Pincus Partners LLC, its sole member

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By: Warburg Pincus & Co., its managing member

By: /s/ Scott A. Arenare_____

Name: Scott A. Arenare

Title: Attorney-in-fact*

WARBURG PINCUS PARTNERS LLC

By: Warburg Pincus & Co., its managing member

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Attorney-in-fact*

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Attorney-in-fact*

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Managing Director

CHARLES R. KAYE

By: /s/ Scott A. Arenare

Scott A. Arenare, Attorney-in-fact**

JOSEPH P. LANDY

By: /s/ Scott A. Arenare

Scott A. Arenare, Attorney-in-fact***

* Power of Attorney of Warburg Pincus & Co., Charles R. Kaye and Joseph P. Landy, dated as of December 12, 2012, was previously filed with the United States Securities and Exchange Commission (the "SEC") on January 15, 2013, as an exhibit to Amendment No. 8 to the Schedule 13D/A of Talon Therapeutics, Inc.

** Power of Attorney given by Mr. Kaye was previously filed with the SEC on October 4, 2012, as an exhibit to Amendment No. 6 to the Schedule 13D.

*** Power of Attorney given by Mr. Landy was previously filed with the SEC on October 4, 2012, as an exhibit to Amendment No. 6 to the Schedule 13D.