(Street)

(City)

NEW YORK

NY

(State)

10017

(Zip)

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL			
OMB Number:	3235-0104		
Estimated average burden			
hours per response:	0.5		

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

					on 16(a) of the Securities Exchange Act of the Investment Company Act of 1940				
Workurg Pingus Private Equity V I D		2. Date of Event F Statement (Month 04/15/2010		3. Issuer Name and Ticker or Trading Symbol					
(Last) C/O WARBUR 450 LEXINGTO		(Middle)	- 04/13/2010		Relationship of Reporting Person(s (Check all applicable) X Director X Officer (give title below)	,	(Mor	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person	
(Street) NEW YORK	NY	10017					>		
(City)	(State)	(Zip)							
			Table I - No	Т	ative Securities Beneficially				
1. Title of Security (Instr. 4)				Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (Indirect (I) (Ins			eneficial Ownership (Instr.	
Common Stock, par value \$.01 per share ('Common Stock')				16,412,440	D(1)(2)(3)(4)(5)(6)			
					ive Securities Beneficially Ov rants, options, convertible s				
		ate Derivative Security (Instr. 4)		Conversi or Exerci		e (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
			Expiratio Date	n Title	Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)		
Warrant			04/15/2010	04/15/201	7 Common Stock	4,103,110	18(7)	D	
1. Name and Address Warburg Pin		erson* Equity X, L.P.							
(Last) C/O WARBUR 450 LEXINGTO		(Middle)							
(Street) NEW YORK	NY	10017							
(City)	(State)	(Zip)							
1. Name and Addre		erson* PARTNERS, L.P	_						
(Last) 450 LEXINGTO	(First)	(Middle)							

	ıs X, L.P.	
(Last) C/O WARBURG	(First)	(Middle)
450 LEXINGTON		
Street) NEW YORK	NY	10017
(City)	(State)	(Zip)
1. Name and Address Warburg Pincu	of Reporting Person*	
(Last) C/O WARBURG	(First) PINCUS LLC	(Middle)
450 LEXINGTON	N AVENUE	
(Street) NEW YORK	NY	10017
(City)	(State)	(Zip)
	of Reporting Person* as Partners LLC	
(Last) 450 LEXINGTON	(First) NAVENUE	(Middle)
(Street) NEW YORK	NY	10017
(City)	(State)	(Zip)
1. Name and Address WARBURG P	of Reporting Person* INCUS & CO	
(Last) 450 LEXINGTON NEW YORK	(First) NAVENUE	(Middle)
(Street)	NY	100173147
(City)	(State)	(Zip)
1. Name and Address WARBURG P	of Reporting Person* INCUS LLC	
(Last) 450 LEXINGTON	(First) NAVENUE	(Middle)
(Street) NEW YORK	NY	10017
(City)	(State)	(Zip)

1. Name and Address	of Reporting Person *			
KAYE CHAR	LES R			
(Last)	(First)	(Middle)		
C/O WARBURG	PINCUS LLC			
450 LEXINGTON	N AVE			
(Street)				
NEW YORK	NY	10017		
(City)	(State)	(Zip)		
1. Name and Address	of Reporting Person *			
LANDY JOSE	EPH			
(Last)	(First)	(Middle)	_	
C/O WARBURG PINCUS LLC				
450 LEXINGTON	N AVE			
(Street)				
NEW YORK	NY	10017		
(City)	(State)	(Zip)		

Explanation of Responses:

- 1. Warburg Pincus Private Equity X, L.P., a Delaware limited partnership, and Warburg Pincus X Partners, L.P. (together, "WP X") is the holder of 16,412,440 shares of Common Stock and the Warrant exercisesable for 4,103,110 shares of Common Stock. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Warburg Pincus X L.P., a Delaware limited partnership ("WP X LP"), and the general partner of WP X, Warburg Pincus X LLC, a New York limited liability company ("WP Partners") and the sole member of WP X LLC; Warburg Pincus & Co., a New York general partnership ("WP") and the managing member of WP Partners; Warburg Pincus LLC, a New York limited liability company ("WP LLC") that manages WP X; (continued on footnote 2)
- 2. (continued from footnote 1) 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 may be deemed to be the beneficial owner of the shares of Common Stock held by WP X and the Warrant exercisable for shares of Common Stock held by WP X. Each of WP X LLC, WP Partners, WP, WP LLC, and Messrs. Charles R. Kaye and Joseph P. Landy are a "Reporting Person" and collectively, the "Warburg Pincus Reporting Persons." WP X has the right to nominate two directors to the board of directors of Primerica, Inc. and, as WP X has deputized Messrs. Michael E. Martin and Daniel Zilberman to serve as directors in function, WP X is a director by deputization. (continued on footnote 3)
- 3. (continued from footnote 2) The Warburg Pincus Reporting Persons, Citigroup Insurance Holding Corporation ("CIHC"), Associated Madison Companies, Inc. ("AMAD") and Citigroup Inc. (together with CIHC and AMAD, the "Citigroup Parties") may be deemed to be a "group" pursuant to Rule 16a-1(a)(1)(x) of the Exchange Act as a result of certain provisions of the Securities Purchase Agreement WP X entered into on February 8, 2010 with CIHC and Primerica. The Warburg Pincus Reporting Persons do not expressly affirm membership in a group with the Citigroup Parties. The Warburg Pincus Reporting Persons disclaim beneficial ownership of the Common Stock held by the Citigroup Parties. (continued on footnote 4)
- 4. (continued from footnote 3) Neither the filing of this Statement nor any of its contents shall be deemed to constitute an admission that the Warburg Pincus Reporting Persons or any of their respective affiliates are the beneficial owners of any shares of Common Stock beneficially owned by the Citigroup Parties for purposes of Section 16(a) of the Exchange Act, the rules promulgated thereunder or for any other purpose.
- 5. Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting Persons, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Reporting Person.
- 6. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the Warburg Pincus Reporting Persons, other than WP X, herein states that this filing shall not be deemed an admission that he or it is the beneficial owner of any of the shares of Common Stock or the Warrant covered by this Statement. Each of WP X LP, WP X LLC, WP Partners, WP, WP LLC, and Messrs. Kaye and Landy disclaims beneficial ownership of the Common Stock and the Warrant, except to the extent of its or his pecuniary interest in such shares of Common Stock or such Warrant.
- 7. The exercise price for the Warrant is \$18.00 per share, subject to adjustments for certain issuances of common stock, stock splits, stock subdivisions, stock reclassifications, stock combinations, other distributions, certain repurchases, business combinations and similar actions. Under certain circumstances relating to ownership limits for regulatory reasons and in Primerica, Inc.'s charter, Primerica, Inc. may satisfy the requirements of the Warrant upon exercise by delivery of its Non-Voting Common Stock instead of Common Stock.

/s/ Scott A. Arenare	04/21/2010
/s/ Scott A. Arenare	04/21/2010
/s/ Scott A. Arenare, Attorney-in- Fact	04/21/2010
/s/ Scott A. Arenare, Attorney-in- Fact	04/21/2010
** Signature of Poporting Porcen	Data

** Signature of Reporting Person

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

- * If the form is filed by more than one reporting person, see Instruction 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

EXHIBIT 99.1 SIGNATURES OF REPORTING PERSONS

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this Form 3 is true, complete and correct.

April 21, 2010

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: Partner

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: Partner

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: Partner

WARBURG PINCUS X LLC

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: Partner

WARBURG PINCUS PARTNERS, LLC

By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Partner

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Partner

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Managing Director

CHARLES R. KAYE

By: /s/ Scott A. Arenare

Name: Charles R. Kaye

By: Scott A. Arenare, Attorney-in-Fact*

JOSEPH P. LANDY

By: /s/ Scott A. Arenare

Name: Joseph P. Landy

By: Scott A. Arenare, Attorney-in-Fact**

- * The Power of Attorney given by Mr. Kaye was previously filed with the SEC on March 2, 2006 as an exhibit to a Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.
- ** The Power of Attorney given by Mr. Landy was previously filed with the SEC on March 2, 2006 as an exhibit to a Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.