

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13D**  
**(Amendment No. 4)**  
**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.  
WARBURG PINCUS LLC  
450 LEXINGTON AVENUE  
NEW YORK, NY 10017  
(212) 878-0600

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices of Communication)

Copy to:

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

April 17, 2012  
(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.

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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).

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**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

	<b>7</b> Sole Voting Power	-0-
Number of Shares Beneficially Owned by Each Reporting Person with	<b>8</b> Shared Voting Power	20,515,550 <sup>††</sup>
	<b>9</b> Sole Dispositive Power	-0-
	<b>10</b> Shared Dispositive Power	20,515,550 <sup>††</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person  
 20,515,550<sup>††</sup>

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

**13** Percent of Class Represented by Amount in Row (11)  
 29.6%

**14** Type of Reporting Person  
 PN

<sup>†</sup> The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>††</sup> 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

**7** Sole Voting Power

-0-

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
with

**8** Shared Voting Power

20,515,550<sup>†‡</sup>

**9** Sole Dispositive Power

-0-

**10** Shared Dispositive Power

20,515,550<sup>†‡</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

20,515,550<sup>†‡</sup>

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

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

29.6%

**14** Type of Reporting Person

PN

<sup>†</sup> The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>‡</sup> Includes warrants currently exercisable for 4,103,110 shares of Common Stock.

**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

**7** Sole Voting Power

-0-

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
with

**8** Shared Voting Power

20,515,550<sup>†‡</sup>

**9** Sole Dispositive Power

-0-

**10** Shared Dispositive Power

20,515,550<sup>†‡</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

20,515,550<sup>†‡</sup>

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

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

29.6%

**14** Type of Reporting Person

PN

<sup>†</sup> The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>‡</sup> Includes warrants currently exercisable for 4,103,110 shares of Common Stock.

**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

	<b>7</b> Sole Voting Power	-0-
Number of Shares Beneficially Owned by Each Reporting Person with	<b>8</b> Shared Voting Power	20,515,550 <sup>††</sup>
	<b>9</b> Sole Dispositive Power	-0-
	<b>10</b> Shared Dispositive Power	20,515,550 <sup>††</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person  
 20,515,550<sup>††</sup>

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

**13** Percent of Class Represented by Amount in Row (11)  
 29.6%

**14** Type of Reporting Person  
 OO

<sup>†</sup> The information set forth in Items 4, 5 and 6 is incorporated herein by reference.  
<sup>††</sup> Includes warrants currently exercisable for 4,103,110 shares of Common Stock.

**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

	<b>7</b> Sole Voting Power	-0-
Number of Shares Beneficially Owned by Each Reporting Person with	<b>8</b> Shared Voting Power	20,515,550 <sup>†‡</sup>
	<b>9</b> Sole Dispositive Power	-0-
	<b>10</b> Shared Dispositive Power	20,515,550 <sup>†‡</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person  
 20,515,550<sup>†‡</sup>

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

**13** Percent of Class Represented by Amount in Row (11)  
 29.6%

**14** Type of Reporting Person  
 OO

<sup>†</sup> The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>‡</sup> Includes warrants currently exercisable for 4,103,110 shares of Common Stock.

**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

**7** Sole Voting Power

-0-

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
with

**8** Shared Voting Power

20,515,550<sup>†‡</sup>

**9** Sole Dispositive Power

-0-

**10** Shared Dispositive Power

20,515,550<sup>†‡</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

20,515,550<sup>†‡</sup>

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

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

29.6%

**14** Type of Reporting Person

PN

<sup>†</sup> The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>‡</sup> Includes warrants currently exercisable for 4,103,110 shares of Common Stock.



**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

**7** Sole Voting Power

-0-

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
with

**8** Shared Voting Power

20,515,550<sup>†‡</sup>

**9** Sole Dispositive Power

-0-

**10** Shared Dispositive Power

20,515,550<sup>†‡</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

20,515,550<sup>†‡</sup>

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

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

29.6%

**14** Type of Reporting Person

OO

<sup>†</sup> The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>‡</sup> Includes warrants currently exercisable for 4,103,110 shares of Common Stock.

**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

**7** Sole Voting Power

-0-

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person  
 with

**8** Shared Voting Power

20,515,550<sup>††</sup>

**9** Sole Dispositive Power

-0-

**10** Shared Dispositive Power

20,515,550<sup>††</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

20,515,550<sup>††</sup>

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

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

29.6%

**14** Type of Reporting Person

IN

<sup>†</sup> The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>††</sup> Includes warrants currently exercisable for 4,103,110 shares of Common Stock.

**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

**7** Sole Voting Power

-0-

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person  
 with

**8** Shared Voting Power

20,515,550<sup>†‡</sup>

**9** Sole Dispositive Power

-0-

**10** Shared Dispositive Power

20,515,550<sup>†‡</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

20,515,550<sup>†‡</sup>

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

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

29.6%

**14** Type of Reporting Person

IN

<sup>†</sup> The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>‡</sup> Includes warrants currently exercisable for 4,103,110 shares of Common Stock.

This Amendment No. 4 (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 and Amendment No. 3, filed with the SEC on December 21, 2011 (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 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 2. Identity and Background**

The response set forth in Item 2 of the Statement is hereby amended by replacing the third paragraph of Item 2(a) with the following paragraph:

As of the date hereof, the Warburg Pincus Reporting Persons beneficially own in the aggregate approximately 29.6% of the outstanding shares of Common Stock, based on 65,297,820 outstanding shares of Common Stock (based on information provided by Primerica) and including as outstanding 4,103,110 shares of Common Stock that underlie the warrants owned by the Warburg Pincus Reporting Persons.

## **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 April 17, 2012, WP X entered into an agreement (the “April 2012 Share Repurchase Agreement”) with Primerica pursuant to which WP X has agreed to sell 5,736,137 shares of Common Stock to Primerica at a price of \$26.15 per share of Common Stock, for an aggregate cash purchase price of \$149,999,982.55. The transaction is scheduled to be completed on April 24, 2012, provided that under certain circumstances Primerica may elect to delay the closing to a date not later than April 30, 2012. The description of the terms of the April 2012 Share Repurchase Agreement set forth in Item 6 is incorporated herein by reference.

## **Item 5. Interest in Securities of the Issuer**

(c) Other than as described in this Amendment, the Warburg Pincus Reporting Persons have not effected any transactions in the Common Stock during the past 60 days. The additional paragraph 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**

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CUSIP No. 74164M 10 8

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

***April 2012 Share Repurchase Agreement***

On April 17, 2012, WP X and Primerica entered into the April 2012 Share Repurchase Agreement, pursuant to which WP X has agreed to sell 5,736,137 shares of Common Stock to Primerica at a price of \$26.15 per Common Share, for an aggregate cash purchase price of \$149,999,982.55. The transaction is scheduled to be completed on April 24, 2012, provided that under certain circumstances Primerica may elect to delay the closing to a date not later than April 30, 2012.

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**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: April 18, 2012

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

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

JOSEPH P. LANDY

By: /s/ Scott A. Arenare

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

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- \* Power of Attorney given by Mr. Kaye was previously filed with the United States Securities and Exchange Commission (the “SEC”) on March 2, 2006, as an exhibit to the Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.
  - \*\* Power of Attorney given by Mr. Landy was previously filed with the SEC on March 2, 2006, as an exhibit to the Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.
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