SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 5) 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 26, 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.

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) [x]				
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				
	Number of 8 Shared Voting Power				
	Shares 8 Shared Voting Power				
	Deneficially Owned by 14,779,413				
	Owned by 14,779,413 + Each 9 Sole Dispositive Power				
	Reporting				
	Person –0–				
	with 10 Shared Dispositive Power				
	14,779,413†‡				
11	Aggregate Amount Beneficially Owned by Each Reporting Person				
	14,779,413 †‡				
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares				
13	Percent of Class Represented by Amount in Row (11)				
	23.2%				
14	Type of Reporting Person				
	PN				
† _{Tł}	e information set forth in Items 4, 5 and 6 is incorporated herein by reference.				
	ludes 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) [x]					
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-					
Ν	Number of 8 Shared Voting Power					
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	Dwned by 14,779,413 14					
R	Each 9 Sole Dispositive Power Reporting					
	Person _0_					
	with 10 Shared Dispositive Power					
	14,779,413					
11	Aggregate Amount Beneficially Owned by Each Reporting Person					
	**					
12	14,779,413 ^{†‡} Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares					
	Percent of Class Represented by Amount in Row (11)					
13						
14	23.2% Type of Reporting Person					
	PN					
† _{The}	e information set forth in Items 4, 5 and 6 is incorporated herein by reference.					
1110	ludes warrants currently exercisable for 4,103,110 shares of Common Stock.					
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Warburg Pincus X, L.P. SS, OR 1R.S. IDENTIFICATION NOS: OF ABOVE PERSONS 26-003670 2 Check the Appropriate Box if a Member of a Group (a) (b) (c) (c)	1 Names of Reporting Persons					
2 Check the Appropriate Box if a Member of a Group (a) [] (b) [x] 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(c) 6 Citizenship or Place of Organization Delaware 7 Sole Voting Power 8 Shared Voting Power 8 -0- 8 Shared Voting Power Baneficially 0wned by 14,779,413 [†] [‡] 0 0	W	Warburg Pincus X, L.P.				
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14 Type of Reporting Person		23.2%				
PN	4 Ty					
		PN				
The information set forth in Items 4, 5 and 6 is incorporated herein by reference.	The infor	ormation 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.	Includes	s warrants currently exercisable for 4,103,110 shares of Common Stock.				

1	Names of Re	porting Persons				
	Warburg Pincus X LLC					
	S.S. OR I.R.S 26-0403605	S. IDENTIFICATION NOS. OF ABOVE PERSONS				
2		ppropriate Box if a Member of a Group				
	(b) [x]					
3	SEC Use On	ıly				
4	Source of Fu	nds				
	N/A					
5	Check if Disc	closure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)				
6	Citizenship o	or Place of Organization				
_	Del	aware				
		7 Sole Voting Power				
Nu	mber of	-0- 8 Shared Voting Power				
	hares eficially					
Ow	ned by	14,779,413†‡				
	Each	9 Sole Dispositive Power				
Р	erson with	-0– 10 Shared Dispositive Power				
		14,779,413 ^{†‡}				
11	Aggregate A	mount Beneficially Owned by Each Reporting Person				
12		779,413 [†] . The Aggregate Amount in Row (11) Excludes Certain Shares				
13		ass Represented by Amount in Row (11)				
14	23.2% Type of Repo					
14						
+	00					
		forth in Items 4, 5 and 6 is incorporated herein by reference.				
+ Includ	les warrants cu	rrently 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) [x]				
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-				
N	Number of 8 Shared Voting Power				
р	Shares				
	Owned by 14,779,413 +				
T	Each 9 Sole Dispositive Power				
ŀ	Reporting Person _0_				
with 10 Shared Dispositive Power					
	14,779,413 [†] ‡				
11	Aggregate Amount Beneficially Owned by Each Reporting Person				
	14,779,413†‡				
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares				
13	Percent of Class Represented by Amount in Row (11)				
	23.2%				
14	Type of Reporting Person				
	00				
† _{The}	e 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.					

1	Names of	Reporting Persons					
	Warburg Pincus & Co.						
	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS						
	13-635847						
2	Check the (a) \Box (b) [x]	Appropriate Box if a Member of a Group					
3	SEC Use	Only					
4	Source of	Funds					
	Ν	/A					
5	Check if I	bisclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)					
6	Citizenshi	p or Place of Organization					
	١	lew York					
		7 Sole Voting Power					
Nı	Number of	-0- 8 Shared Voting Power					
	Shares neficially						
	wned by	14,779,413 †‡					
D	Each eporting	9 Sole Dispositive Power					
	Person	-0-					
	with	10 Shared Dispositive Power					
		14,779,413 ^{†‡}					
		14,//2,413 *					
11	Aggregate	Amount Beneficially Owned by Each Reporting Person					
	1	4,779,413 ^{†‡}					
12		if the Aggregate Amount in Row (11) Excludes Certain Shares					
13	Percent of	Class Represented by Amount in Row (11)					
	23.	2%					
14		eporting Person					
_	Р	Ν					
† The	information s	et forth in Items 4, 5 and 6 is incorporated herein by reference.					
		currently exercisable for 4,103,110 shares of Common Stock.					

1	Names of R	Reporting Persons	
	Warburg Pi	incus LLC	
	S.S. OR I.R 13-3536050	R.S. IDENTIFICATION NOS. OF ABOVE PERSONS 0	
2	Check the A (a) \Box (b) $[x]$	Appropriate Box if a Member of a Group	
3	SEC Use C	Only	
4	Source of F		
5	N/2 Check if Di	A isclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	Ľ
6	Citizenship	or Place of Organization	
	N	ew York	
B	Number of Shares eneficially Dwned by Each Reporting Person with	7 Sole Voting Power -0- 8 Shared Voting Power $14,779,413^{\dagger \ddagger}$ 9 Sole Dispositive Power -0- 10 Shared Dispositive Power $14,779,413^{\dagger \ddagger}$ Amount Beneficially Owned by Each Reporting Person	
11		1,779,413 [†] ‡	
12	Check Box	if the Aggregate Amount in Row (11) Excludes Certain Shares	
13		Class Represented by Amount in Row (11)	
14	23.2% 14 Type of Reporting Person		
	00	0	
† The	e information se	et forth in Items 4, 5 and 6 is incorporated herein by reference.	

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

1	Names of Reporting Persons					
1						
	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) [x]					
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					
	United States of America					
	7 Sole Voting Power					
	-0-					
Ν	Number of 8 Shared Voting Power					
В	ten of i of a lar					
(Owned by 14,779,413 [†] Each 9 Sole Dispositive Power					
]	Reporting					
	Person					
	with 10 Shared Dispositive Power					
	14,779,413†‡					
11	Aggregate Amount Beneficially Owned by Each Reporting Person					
	14,779,413†‡					
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares					
$\frac{12}{13}$	Percent of Class Represented by Amount in Row (11)					
13						
14	23.2% Type of Reporting Person					
14						
<u>.</u>	IN					
	e information set forth in Items 4, 5 and 6 is incorporated herein by reference.					
∓ Inc	ludes 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 (a) □	e Approp	riate Box if a Member of a Group				
	(b) [x]						
3	SEC Use	Only					
4	Source of	Funds					
	Ν	J/A					
5	Check if I	Disclosu	re of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)				
6	Citizensh	ip or Pla	ce of Organization				
	1	United S	tates of America				
		7	Sole Voting Power				
		/	Sole voling rower				
ו	Number of						
	Shares	8	Shared Voting Power				
	eneficially Owned by		14,779,413 †‡				
	Each	9					
	Reporting Person		-0-				
	with	10					
			**				
			14,779,413†‡				
11	Aggregate	e Amour	t Beneficially Owned by Each Reporting Person				
	1	14,779,4	12				
12			Aggregate Amount in Row (11) Excludes Certain Shares				
13	Percent of Class Represented by Amount in Row (11)						
	23	3.2%					
14	Type of R		Person				
	1	IN					
† _{Th}	e information	set forth	in Items 4, 5 and 6 is incorporated herein by reference.				
‡ Inc	ludes warrant	s currentl	y exercisable for 4,103,110 shares of Common Stock.				
			,				

This Amendment No.5 (this "Amendment") amends and supplements the Schedule 13D (the "Initial Statement") filed with the United States 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 and Amendment No. 4 ("Amendment No. 4"), filed with the SEC on April 18, 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 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 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, as a result of the consummation of the transactions contemplated by the April 2012 Share Repurchase Agreement (as defined in Amendment No. 4), the Warburg Pincus Reporting Persons beneficially own 14,779,413 shares of Common Stock in the aggregate, approximately 23.2% of the outstanding shares of Common Stock, based on 65,301,317 outstanding shares of Common Stock (based on information provided by Primerica) minus the 5,736,137 shares which were repurchased pursuant to the April 2012 Share Repurchase Agreement and are therefore no longer outstanding, 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 26, 2012, pursuant to the April 2012 Share Repurchase Agreement, the Warburg Pincus Reporting Persons sold 5,736,137 shares of Common Stock to Primerica (consisting of 5,558,317 shares sold by Warburg Pincus Private Equity X, L.P. and 177,820 shares sold by Warburg Pincus X Partners, L.P.) at a price of \$26.15 per share of Common Stock, for an aggregate cash purchase price of \$149,999,982.55.

Item 5. Interest in Securities of the Issuer

The response set forth in Item 5 of the Statement is hereby amended by adding the following after the last paragraph of Item 5(a):

Following the closing of the transactions contemplated by the April 2012 Share Repurchase Agreement, WP X is the beneficial owner of 10,676,303 shares of Common Stock (including 10,345,337 shares of Common Stock beneficially owned by Warburg Pincus Private Equity X, L.P., and 330,966 shares of Common Stock beneficially owned by Warburg Pincus X Partners, L.P.) and Warrants exercisable for a total of 4,103,110 shares of Common stock or non-voting common stock of Primerica (including Warrants exercisable for a total of 3,975,914 shares of Common Stock or non-voting common stock held by Warburg Pincus Private Equity X, L.P. and Warrants exercisable for a total of 127,196 shares of Common Stock or non-voting Common Stock held by Warburg Pincus X Partners, L.P.), collectively representing approximately 23.2% of the outstanding shares of Common Stock (based on the 65,301,317 shares of Common Stock outstanding (based on information provided by Primerica) minus the 5,736,137 shares which were repurchased pursuant to the April 2012 Share Repurchase Agreement and are therefore no longer outstanding, and including as outstanding the 4,103,110 shares underlying the warrants issued to WP X on April 15, 2010). Due to their respective relationships with WP X and each other, each of the Warburg Pincus Reporting Persons may be deemed to beneficially own, in the aggregate, 10,676,303 shares of Common Stock and Warrants exercisable for a total of 4,103,110 shares of Common Stock or non-voting common stock of Primerica. Each of WP X LP, WP X LLC, WP Partners, WP, WP LLC, Messrs. Kaye and Landy disclaims beneficial ownership of the shares of Common Stock and the Warrants in which WP X has beneficial ownership, except to the extent of any indirect pecuniary interest therein. Except as described in this Item 5(a), no person listed in Item 2 of this Statement is a beneficial owner of the Common Stock or the Warrants in which WP X has beneficial ownership.

(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 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:

On April 26, 2012, the transactions contemplated by the April 2012 Share Repurchase Agreement were consummated.

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 27, 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: <u>/s/ Scott A. Arenare</u> 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: <u>/s/ Scott A. Arenare</u> 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: <u>/s/ Scott A. Arenare</u> 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: <u>/s/ Scott A. Arenare</u> Name: Scott A. Arenare Title: Partner

WARBURG PINCUS PARTNERS LLC By: Warburg Pincus & Co., its managing member

By: <u>/s/ Scott A. Arenare</u> Name: Scott A. Arenare Title: Partner

WARBURG PINCUS & CO.

By: <u>/s/ Scott A. Arenare</u> Name: Scott A. Arenare Title: Partner

WARBURG PINCUS LLC

By: <u>/s/ Scott A. Arenare</u> Name: Scott A. Arenare Title: Managing Director

CHARLES R. KAYE

By: <u>/s/ Scott A. Arenare</u> Scott A. Arenare, Attorney-in-fact*

JOSEPH P. LANDY

By: <u>/s/ Scott A. Arenare</u> Scott A. Arenare, Attorney-in-fact**

- * 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.