SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D (Amendment No. 7) 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 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

October 10, 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 $\S\S 240.13d-1(e)$, 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.

however, see the Notes).	j	that section of the Ac	 1	

1	Names of	Reporti	ng Persons	
	Warburg P	incus I	Private Equity X, L.P.	
	S.S. OR I. 26-084913		DENTIFICATION NOS. OF ABOVE PERSONS	
2	Check the		oriate Box if a Member of a Group	
	(a) □ (b) [x]			
3	SEC Use (Only		
4	Source of	Funds		
	N			
5	Check if D	isclosu	re of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenship	or Pla	ice of Organization	
	D	elawar	e	
		7	Sole Voting Power	
	1 0		_0_	
N	umber of Shares	8	Shared Voting Power	
	eneficially		40 co. 70. ††	
C	wned by		12,691,731†‡	
R	Each Reporting	9	Sole Dispositive Power	
	Person		-0-	
	with	10	Shared Dispositive Power	
			12,691,731 †‡	
			12,0/1,731	
11	Aggregate	Amour	at Beneficially Owned by Each Reporting Person	
11				
		2,691,7		
12	Check Box	if the	Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent of	Class R	represented by Amount in Row (11)	
	20.7			
14	Type of Re	porting	Person	
	Pì	N		
† The	information se	et forth	in Items 4, 5 and 6 is incorporated herein by reference.	
‡ Incl	udes warrants	currentl	y exercisable for 4,103,110 shares of common stock, par value \$0.01 per share (the "Common Stock") of Primerica, Inc. ("Primerica").	
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1	Names of	Reporti	ng Persons			
	Warburg I	Pincus 3	Partners, L.P.			
	S.S. OR I.	R.S. ID	ENTIFICATION NOS. OF ABO	VE PERSONS		
	26-086991					
2	(a) 🗆	Approp	riate Box if a Member of a Group	,		
3	(b) [x] SEC Use	Only				
4	Source of	Funds				
	N	Ī/A				
5			re of Legal Proceedings is Requir	red Pursuant to Items 2(d) or 2(e)	
6	Citizenshi	p or Pla	ce of Organization			
	т	Delawar				
	1	Jeiawai	; 			
		7	Sole Voting Power			
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N	lumber of	8	Shared Voting Power			
D.	Shares eneficially					
(Owned by		12,691,731 †‡			
I	Each Reporting	9	Sole Dispositive Power			
	Person		-0-			
	with	10	Shared Dispositive Power			
			12,691,731†‡			
11	Aggregate	Amoun	Beneficially Owned by Each Re	porting Person		
11	88 -8			r - 6		
	1:	2,691,7	1†‡			
12	Check Box	if the	aggregate Amount in Row (11) E	xcludes Certain Shares		
13	Percent of	Class R	epresented by Amount in Row (1	1)		
13			epresented of ransount in restrict	-)		
1.4	Type of Re	7%	Darcon			
14	Type of Ke	eporting	i cison			
		N				
† The	information s	set forth	n Items 4, 5 and 6 is incorporated he	erein by reference.		
‡ Incl	ludes warrants	currentl	exercisable for 4,103,110 shares of	f Common Stock of Primerica.		

1	Names of	Reporti	ing Persons	
	Warburg l	Pincus 3	X, L.P.	
	S.S. OR I.	R.S. ID	DENTIFICATION NOS. OF ABOVE PERSONS	
	26-04036		in Discourse of the Control of the C	
2	(a) 🗆	Approp	priate Box if a Member of a Group	
_	(b) [x] SEC Use	Only		
3	SEC USE	Omy		
4	Source of	Funds		
	N	I/A		
5	Check if I	Disclosu	are of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenshi	ip or Pla	ace of Organization	
	т) alaxvo		
	1	Delawar	re .	
		7	Sole Voting Power	
			-0-	
N	lumber of	8	Shared Voting Power	
В	Shares eneficially		4.4	
(Owned by Each		12,691,731 ^{†‡} Sole Dispositive Power	
F	Reporting	9	Sole Dispositive Power	
	Person with		-0-	
	With	10	Shared Dispositive Power	
			12,691,731 † ‡	
			12,071,731	
11	Aggregate	Amoun	nt Beneficially Owned by Each Reporting Person	
	1:	2,691,7	31 [†] †	
12			Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent of	Class R	Represented by Amount in Row (11)	
13				
14	Type of Re	.7% eporting	g Person	
†		N		
† The	information s	set forth	in Items 4, 5 and 6 is incorporated herein by reference.	
* Incl	ludes warrants	currentl	ly exercisable for 4,103,110 shares of Common Stock of Primerica.	

1	Names o	f Report	ing Persons	
	Warburg	Pincus 2	X LLC	
			DENTIFICATION NOS. OF ABOVE PERSONS	
	26-04036 Check th		priate Box if a Member of a Group	
2	(a) 🗆	c rippro	printe Box is a section of a Group	
3	(b) [x] SEC Use	Only		
4	Source of	f Funds		
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5		N/A Disclost	are of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
_			ace of Organization	
6	Citizensi	прогга	ice of Organization	
		Delawa	re	
		7	Sole Voting Power	
			-0-	
]	Number of Shares	8	Shared Voting Power	_
	Beneficially		12,691,731†‡	
	Owned by Each	9	Sole Dispositive Power	
	Reporting Person			
	with	10	-0- Shared Dispositive Power	_
		10	Shared Dispositive I ower	
			12,691,731†‡	
11	Aggregate	e Amour	nt Beneficially Owned by Each Reporting Person	
		12,691,7	n†‡	
12			Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent o	f Class F	Represented by Amount in Row (11)	_
13			epresented of Fineaux in terr (1.1)	
14	Type of R	0.7% Reporting	y Person	
		00		
† Th			in Items 4, 5 and 6 is incorporated herein by reference.	
			ly exercisable for 4,103,110 shares of Common Stock of Primerica.	
2.10	, , , , , , , , , , , , , , , , , , ,		• · · · · · · · · · · · · · · · · · · ·	
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1	Names of	Reporti	ing Persons	
	Warburg	Pincus P	Partners LLC	
	S.S. OR I	R.S. ID	ENTIFICATION NOS. OF ABOVE PERSONS	
2	13-40697		priate Box if a Member of a Group	
2	(a) 🗆	Арргор	strate box it a welloct of a Group	
3	(b) [x] SEC Use	Only		
4	Source of	Funds		
4				
5		I/A Disclosu	are of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenshi	ip or Pla	ace of Organization	
	1	New Yo	rk	
		7	Sole Voting Power	
			-0-	
N	Number of Shares	8	Shared Voting Power	
	eneficially		12,691,731†‡	
	Owned by Each	9	Sole Dispositive Power	
J	Reporting Person		-0-	
	with	10	Shared Dispositive Power	
			12,691,731 †‡	
			12,691,/31 **	
			an cill of the circ	
11	Aggregate	Amoun	at Beneficially Owned by Each Reporting Person	
		2,691,73		
12	Check Box	x if the A	Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent of	Class R	depresented by Amount in Row (11)	
	20.	.7%		
14	Type of R	eporting	Person	
	C	Ю		
† The	e information s	set forth	in Items 4, 5 and 6 is incorporated herein by reference.	
‡ Inc	ludes warrants	currentl	y exercisable for 4,103,110 shares of Common Stock of Primerica.	

1	Names of	Reporti	ng Persons				
	Warburg I	Pincus &	t Co.				
	S.S. OR I.	R.S. ID	ENTIFICATION NOS. OF AB	OVE PERSONS			
	13-63584	75					
2	Check the (a) □	Approp	oriate Box if a Member of a Gro	oup			
	(b) [x] SEC Use	Only					
3	SEC USE	Omy					
4	Source of	Funds					
	N	/A					
5	Check if I	Disclosu	re of Legal Proceedings is Requ	uired Pursuant to Items 2(d) or 2((e)		
6	Citizenshi	p or Pla	ce of Organization				
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	1	NEW 10	I K				_
		_	C.I.W.C. D				
		7	Sole Voting Power				
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N	lumber of Shares	8	Shared Voting Power				
В	eneficially		12,691,731 †‡				
C	Owned by Each	9	Sole Dispositive Power				
F	Reporting						
	Person with		-0-				
		10	Shared Dispositive Power				
			12,691,731†‡				
			7 7				
11	Aggragata	A moun	t Beneficially Owned by Each	Danartina Darson			
11	Aggregate	Amoun	t Beneficially Owned by Each	xeporting reison			
	1:	2,691,73	31†‡				
12			Aggregate Amount in Row (11)	Excludes Certain Shares			
13	Percent of	Class R	epresented by Amount in Row	(11)			
	20.	70/					
14	Type of Re		Person				
	р	N					
† The			in Items 4, 5 and 6 is incorporated	herein by reference			
			y exercisable for 4,103,110 shares				
11101	ades warrants	Currenti	, exercisable for 4,103,110 shales	or common stock of Finnesica.			

1	Names of	f Reporting Persons	
	Warburg I	Pincus LLC	
	S.S. OR I. 13-353605	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS 050	
2	Check the (a) □ (b) [x]	e Appropriate Box if a Member of a Group	
3	SEC Use	Only	
4	Source of	f Funds	
		N/A	
5	Check if I	Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenshi	ip or Place of Organization	
	N	New York	
		7 Sole Voting Power	
		-0-	
N	Number of	8 Shared Voting Power	
В	Shares eneficially	* *	
(Owned by Each	12,691,731 †‡ 9 Sole Dispositive Power	
I	Reporting Person		
	with	-0- 10 Shared Dispositive Power	
		10 Snared Dispositive Power	
		12,691,731 †‡	
11	Aggregate	e Amount Beneficially Owned by Each Reporting Person	
		1.4	
12		12,691,731 † † ex if the Aggregate Amount in Row (11) Excludes Certain Shares	
12			
13	Percent of	f Class Represented by Amount in Row (11)	
		1.7%	
14	Type of Re	Reporting Person	
		00	
† The	e information s	set forth in Items 4, 5 and 6 is incorporated herein by reference.	
‡ Inc	ludes warrants	s currently exercisable for 4,103,110 shares of Common Stock of Primerica.	

1	Names o	of Reporting Persons	
	Charles I	R. Kaye	
	S.S. OR	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS	
2	Check the (a) □ (b) [x]	he Appropriate Box if a Member of a Group	
3	SEC Use	se Only	
4	Source of	of Funds	
•			
	Check if	N/A f Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
_			
6	Citizensh	thip or Place of Organization	
		United States of America	
		7 Sole Voting Power	
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	Number of	8 Shared Voting Power	
	Shares Beneficially	12,691,731†‡	
	Owned by Each	9 Sole Dispositive Power	
	Reporting Person		
	with	-0- 10 Shared Dispositive Power	
		12,691,731 †‡	
11	Aggregate	te Amount Beneficially Owned by Each Reporting Person	
		12,691,731†‡	
12		ox if the Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent o	of Class Represented by Amount in Row (11)	
13			
14		20.7% Reporting Person	
	1	IN	
† _{Th}		n set forth in Items 4, 5 and 6 is incorporated herein by reference.	
- 11		nts currently exercisable for 4,103,110 shares of Common Stock of Primerica.	
· 111	ciuucs waiiafil	no currency exercisable for 7,100,110 shares of Common Stock of Fillicited.	
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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) □	
3	(b) [x] SEC Use Only	
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4	Source of Funds	
	N/A Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
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	
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	Number of Shares 8 Shared Voting Power	
	Beneficially Owned by 12,691,731 †‡	
	Owned by Each 9 Sole Dispositive Power	
	Reporting	
	Person -0- with -1	
	10 Shared Dispositive Power	
	12,691,731†‡	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
11	Aggregate Amount beneficially Owned by Each Reporting Ferson	
	12,691,731 †‡	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent of Class Represented by Amount in Row (11)	
	20.7%	
14	Type of Reporting Person	
	IN	
† Th	The information set forth in Items 4, 5 and 6 is incorporated herein by reference.	
	ncludes warrants currently exercisable for 4,103,110 shares of Common Stock of Primerica.	

CUSIP No. 74164M 10 8

This Amendment No.7 (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, and Amendment No. 6, filed with the SEC on October 4, 2012 ("Amendment No. 6") (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, as a result of the consummation of the transaction contemplated by the October 2012 Share Repurchase Agreement (as defined in Amendment No. 6), the Warburg Pincus Reporting Persons beneficially own 12,691,731 shares of Common Stock in the aggregate, approximately 20.7% of the outstanding shares of Common Stock, based on 59,405,612 outstanding shares of Common Stock (based on information provided by Primerica) minus the 2,087,682 shares which were repurchased pursuant to the October 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 October 10, 2012, pursuant to the October 2012 Share Repurchase Agreement, the Warburg Pincus Reporting Persons sold 2,087,682 shares of Common Stock to Primerica (consisting of 2,022,964 shares sold by Warburg Pincus Private Equity X, L.P. and 64,718 shares sold by Warburg Pincus X Partners, L.P.) at a price of \$28.74 per share of Common Stock, for an aggregate cash purchase price of \$59,999,980.68.

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):

CUSIP No. 74164M 10 8

Following the closing of the transactions contemplated by the October 2012 Share Repurchase Agreement, WP X is the beneficial owner of 8,588,621 shares of Common Stock (including 8,322,373 shares of Common Stock beneficially owned by Warburg Pincus Private Equity X, L.P., and 266,248 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 of non-voting Common Stock held by Warburg Pincus X Partners, L.P.), collectively representing approximately 20.7% of the outstanding shares of Common Stock (based on the 59,405,612 shares of Common Stock outstanding (based on information provided by Primerica) minus the 2,087,682 shares which were repurchased pursuant to the October 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, 8,588,621 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 October 10, 2012, the transaction contemplated by the October 2012 Share Repurchase Agreement was 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: October 11, 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: <u>/s/ Scott A. Arenare</u>
Scott A. Arenare, Attorney-in-fact*

JOSEPH P. LANDY

By: /s/ Scott A. Arenare

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 October 4, 2012, as an exhibit to Amendment No. 6 to this 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
	this Schedule 13D.