# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D (Amendment No. 11) 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

February 15, 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.  $\Box$ 

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	Report	ng Persons	
	Warburg F	incus l	Private Equity X, L.P.	
	S.S. OR I	.R.S. II	DENTIFICATION NOS. OF ABOVE PERSONS	
	26-084913	30		
2	(a)	Appro	oriate Box if a Member of a Group	
3	(b) [x] SEC Use	Only		
4	Source of	Funds		
	N			
5	Check if I	Disclosu	re of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenshi	p or Pla	ace of Organization	
	Γ	Delawai	e	
		7	Sole Voting Power	
			-0-	
1	Number of		Shared Voting Power	
	Shares			
	eneficially Owned by		6,591,731†‡	
	Each	9	Sole Dispositive Power	
	Reporting Person			
	with	10	-0- Shared Dispositive Power	
		10	Shared Dispositive Lower	
			6,591,731 <sup>†</sup> ‡	
			-70 31	
11	Aggregate	Amoui	tt Beneficially Owned by Each Reporting Person	
		591,73	.††	
12			Aggregate Amount in Row (11) Excludes Certain Shares	П
12	CHOCK BOIL		250-25 mo i mount in 1001 (11) Zivenute commi cinute	
13	Percent of	Class F	epresented by Amount in Row (11)	
	10.9	9%		
14	Type of Re		Person	
	D	<b>.</b> T		
+	P			
¹ The	e information s	et forth	in Items 4, 5 and 6 is incorporated herein by reference.	
+ Inc	ludes warrants	current	y 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	Report	ing Persons	
	Warburg	Pincus !	X Partners, L.P.	
	S.S. OR I	.R.S. II	DENTIFICATION NOS. OF ABOVE PERSONS	
	26-08699	10		
2	(a) 🗆	e Appro	priate Box if a Member of a Group	
	(b) [x]			
3	SEC Use	Only		
4	Source of	Funds		
	N	J/A		
5			ure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizensh	ip or Pl	ace of Organization	
		Delawa	re	
		7	Sole Voting Power	
,	N		O Shared Voting Power	
	Number of Shares	8	Snared voting Power	
E	Beneficially		6,591,731 <sup>†</sup> ‡	
	Owned by Each			
	Reporting	9	Sole Dispositive Power	
	Person		-0-	
	with	10	Shared Dispositive Power	
			6,591,731 †‡	
11	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person	
			<b>*</b> *	
		5,591,73		
12	Check Bo	x if the	Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent of	Class I	Represented by Amount in Row (11)	
	10	.9%		
14	Type of R	eporting	g Person	
	ī	PN		
† TI			in Items 4, 5 and 6 is incorporated herein by reference.	
+ 1n	ic illiormation	sei iorin	in riems 4, 5 and 6 is incorporated neighbor by reference.	
+ Inc	cludes warrants	s current	ly exercisable for 4,103,110 shares of Common Stock of Primerica.	
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1	Names of	Reporti	ing Persons	
	Warburg I	Pincus X	X, L.P.	
	S.S. OR I.	R.S. ID	DENTIFICATION NOS. OF ABOVE PERSONS	
	26-040367		in De in Maria Co	
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	/A		
5	Check if I	Disclosu	ure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenshi	p or Pla	ace of Organization	
	т	Salarriam		
	L	Delawar	re	
		7	Sole Voting Power	
			-0-	
	umber of	8	Shared Voting Power	
	Shares eneficially		<b>*</b> +	
O	wned by Each		6,591,731 †‡ Sole Dispositive Power	
R	eporting	9	Sole Dispositive Power	
	Person with		-0-	
	with	10	Shared Dispositive Power	
			6,591,731†‡	
			0,071,701	
11	Aggregate	Amoun	nt Beneficially Owned by Each Reporting Person	
	6	,591,73	ı†‡	
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		g Person	·
<del>†</del>		N		
The	information s	et forth	in Items 4, 5 and 6 is incorporated herein by reference.	
* Incl	udes warrants	currentl	ly exercisable for 4,103,110 shares of Common Stock of Primerica.	

1	Names of	Reporti	ng Persons	
	Warburg 1	Pincus 2	KLLC	
	S.S. OR I 26-04036		ENTIFICATION NOS. OF ABOVE PERSONS	
2	Check the (a) □	Approp	riate Box if a Member of a Group	
	(b) [x]			
3	SEC Use	Only		
4	Source of	Funds		
	N	J/A		
5			re of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenshi	ip or Pla	ce of Organization	
	I	Delawar		
		7	Sole Voting Power	
			-0-	
N	Number of Shares	8	Shared Voting Power	
В	Snares eneficially		4.4	
	Owned by		6,591,731†‡	
ī	Each Reporting	9	Sole Dispositive Power	
	Person		-0-	
	with	10	Shared Dispositive Power	
			6,591,731 <sup>†‡</sup>	
11	Aggregate	Amour	t Beneficially Owned by Each Reporting Person	
			<b>+</b> +	
		5,591,73		
12	Check Box	x if the	Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent of	Class R	epresented by Amount in Row (11)	_
	10.	.9%		
14	Type of R		Person	
	C	Ю		
† The			n Items 4, 5 and 6 is incorporated herein by reference.	
‡ Inc	ludes warrante	Current	y exercisable for 4,103,110 shares of Common Stock of Primerica.	
· IIIC	iuucs waiiailis	cuittill	y exercisable for 7,103,110 shares of Common Stock of Filmened.	

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1	Names of l	f Reporting Persons	
	Warburg P	Pincus Partners LLC	
	C C OD II	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS	
	13-406973	737	
2	Check the (a) □	e Appropriate Box if a Member of a Group	
	(b) [x]		
3	SEC Use (	e Only	
4	Source of l	f Funds	
	N/	N/A	
5	Check if D	Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenship	nip or Place of Organization	
	N	New York	
		7 Sole Voting Power	
		-0-	
N	Number of Shares	8 Shared Voting Power	
	eneficially	6,591,731 <sup>†</sup> ‡	
(	Owned by Each	9 Sole Dispositive Power	
]	Reporting Person		
	with	-0-  10 Shared Dispositive Power	
		6,591,731 †‡	
11	Aggregate .	e Amount Beneficially Owned by Each Reporting Person	
		6,591,731†‡	
12	Check Box	ox if the Aggregate Amount in Row (11) Excludes Certain Shares	
	D 4 C4		
13	Percent of C	f Class Represented by Amount in Row (11)	
		0.9% Reporting Person	
14	Type of Ke	Reporting Person	
		00	
† The	e information se	set forth in Items 4, 5 and 6 is incorporated herein by reference.	
‡ Inc	ludes warrants	ts currently exercisable for 4,103,110 shares of Common Stock of Primerica.	

1	Names of	Reporti	ng Persons			
	Warburg F	Pincus &	z Co.			
	S.S. OR I.	R.S. ID	ENTIFICATION NOS. OF A	BOVE PERSONS		
	13-635847					
2	Check the (a) □	Approp	riate Box if a Member of a Gr	oup		
	(b) [x]					
3	SEC Use	Only				
4	Source of	Funds				
	N	/ <b>A</b>				
5			re of Legal Proceedings is Rec	uired Pursuant to Items 2(d) or 2(e)		
6	Citizenshi	p or Pla	ce of Organization			
	N	lew Yo	·lv			
		vew 10	K			
		_				
		7	Sole Voting Power			
			-0-			
Nι	ımber of	8	Shared Voting Power			
	Shares					
	neficially wned by		6,591,731 †‡			
	Each eporting	9	Sole Dispositive Power			
	Person		-0-			
	with	10	Shared Dispositive Power			
		10	Sharea Bispositive Fower			
			6,591,731†‡			
			· · ·			_
11	Aggregate	Amoun	t Beneficially Owned by Each	Reporting Person		
	6	591,73	†‡			
12	Check Box	if the A	Aggregate Amount in Row (11	) Excludes Certain Shares		
13	Percent of	Class R	epresented by Amount in Row	(11)		
	10.9	00/				
14	Type of Re		Person			
	P	N				
† The			n Items 4, 5 and 6 is incorporate	I herein by reference.		_
† Inalia	dec werrente	curren+1	v evereigable for 4 102 110 shows	s of Common Stock of Primerica.		
metu	ucs waitants	currently	y CACICISAUIC 101 4,103,110 SHAFE	s of Common Stock of Filliefica.		

1	Names of	of Reporting Persons	
	Warburg 1	g Pincus LLC	
	13-35360		
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	
		N/A	
5	Check if I	f Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenshi	thip or Place of Organization	
	1	New York	
		7 Sole Voting Power	
		-0-	
1	Number of Shares	8 Shared Voting Power	
	Beneficially Owned by	6,591,731 <sup>†</sup> ‡	
	Each	9 Sole Dispositive Power	
	Reporting Person	-0-	
	with	10 Shared Dispositive Power	
		6,591,731†‡	
11		te Amount Beneficially Owned by Each Reporting Person	
		6,591,731†‡	
12	Check Box	ox if the Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent of	of Class Represented by Amount in Row (11)	
		0.9%	_
14	Type of R	Reporting Person	
<u></u>		00	_
! The	e information s	n set forth in Items 4, 5 and 6 is incorporated herein by reference.	
‡ Inc	cludes warrants	ats 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) [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	
	7 Sole Voting Power	
	-0-	
N	Number of Shared Voting Power Shares	
	Beneficially ++	
(	Owned by 6,591,731 †  Each 9 Sole Dispositive Power	
I	Reporting Person	
	with —0—  10 Shared Dispositive Power	
	10 Shared Dispositive Power	
	6,591,731 <sup>†‡</sup>	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	6,591,731 †‡	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent of Class Represented by Amount in Row (11)	
	10.9%	
14	Type of Reporting Person	
	IN	
	he information set forth in Items 4, 5 and 6 is incorporated herein by reference.	
‡ Inc	acludes warrants currently exercisable for 4,103,110 shares of Common Stock of Primerica.	

1	Names of	Report	ing Persons	
	Joseph P.	Landy		
	S.S. OR I	.R.S. ID	DENTIFICATION NOS. OF ABOVE PERSONS	
2	Check the (a) □ (b) [x]	e Appro	priate Box if a Member of a Group	
3	SEC Use	Only		
4	Source of	Funds		
		N/A		
5			ure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizensh	ip or Pla	ace of Organization	
		United 9	States of America	
		Office s	States 01 Afficilica	
		7	Sole Voting Power	
	Number of		-0- Shared Voting Power	
	Shares	Ū	Shared volling rower	
]	Beneficially Owned by		6,591,731†‡	
	Each	9	Sole Dispositive Power	
	Reporting Person			
	with	10	-0- Shared Dispositive Power	
		10	Shared Dispositive Fower	
			6,591,731 †‡	
11	Aggregate	e Amoui	nt Beneficially Owned by Each Reporting Person	
			<b>*</b> *	
12	Check Bo	5,591,73 x if the	Aggregate Amount in Row (11) Excludes Certain Shares	
13			Represented by Amount in Row (11)	
14	Type of R	.9% enorting	σ Person	
17			5.1 (100).	
+		N		
' Tl	he information	set forth	in Items 4, 5 and 6 is incorporated herein by reference.	
+ In	cludes warrants	s current	ly exercisable for 4,103,110 shares of Common Stock of Primerica.	

#### CUSIP No. 74164M 10 8

This Amendment No. 11 (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, Amendment No. 9, filed with the SEC on November 28, 2012, and Amendment No. 10, filed with the SEC on February 12, 2013 ("Amendment No. 10") (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 and the general partner of WP X ("WP X LP"), Warburg Pincus X LLC, a Delaware 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 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 Amanaging Pencus 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 February 2013 Underwriting Agreement (as defined in Amendment No. 10), which is incorporated herein by reference, the Warburg Pincus Reporting Persons beneficially own 6,591,731 shares of Common Stock in the aggregate, which represents approximately 10.9% of the outstanding shares of Common Stock, based on 56,468,934 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:

The transactions contemplated by the February 2013 Underwriting Agreement, which is incorporated herein by reference, were 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 by adding the following after the last paragraph of Item 5(a) and amending Item 5(c):

Following the closing of the transactions contemplated by the February 2013 Underwriting Agreement, which is incorporated herein by reference, WP X is the beneficial owner of 2,488,621 shares of Common Stock (including 2,411,473 shares of Common Stock beneficially owned by Warburg Pincus Private Equity X, L.P., and 77,148 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 10.9% of the outstanding shares of Common Stock (based on 56,468,934 shares of Common Stock outstanding (based on information provided by Primerica), 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, 2,488,621 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 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:

On February 15, 2013, the transactions contemplated by the February 2013 Underwriting Agreement, which is incorporated herein by reference, were consummated.

#### Item 7. Material to be Filed as Exhibits

Exhibit 99.1 Underwriting Agreement, dated February 11, 2013, by and among Primerica, Inc., Warburg Pincus Private Equity X, L.P. and Warburg Pincus X Partners, L.P. and Citigroup Global Markets Inc., as Underwriter (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K filed by Primerica, Inc.with the Securities and Exchange Commission on February 15, 2012).

#### **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 15, 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: Scott A. Arenare, 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: Scott A. Arenare, 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: Scott A. Arenare, Attorney-in-fact\*

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

## WARBURG PINCUS PARTNERS LLC

By: Warburg Pincus & Co., its managing member

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

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

# WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

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

Name: Scott	t A. Arenare t A. Arenare ging Director	
CHARLES	R. KAYE	
By: /s/ Scott	t A. Arenare	
Scott A. Are	enare, Attorney-in-fact*	
JOSEPH P.	LANDY	
By: /s/ Scott	t A. Arenare	
Scott A. Are	enare, Attorney-in-fact*	

*	The Power of Attorney given by each of Warburg Pincus & Co., Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities & Exchange Commission on January 15, 2013 as an exhibit to a statement on Schedule 13D/A filed by Warburg Pincus Private Equity X, L.P. with respect to Talon Therapeutics, Inc. and is hereby incorporated by reference.