

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Pitts Gregory C.</u>  (Last) (First) (Middle) <u>1 PRIMERICA PARKWAY</u>  (Street) <u>DULUTH GA 30099</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Primerica, Inc. [ PRI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>Executive VP and COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2023		M		1,373 <sup>(1)</sup>	A	\$191.94	11,336	D	
Common Stock	03/01/2023		F		587 <sup>(2)</sup>	D	\$191.94	10,749	D	
Common Stock	03/01/2023		M		1,165 <sup>(1)</sup>	A	\$191.94	11,914	D	
Common Stock	03/01/2023		F		499 <sup>(2)</sup>	D	\$191.94	11,415	D	
Common Stock	03/01/2023		M		1,534 <sup>(1)</sup>	A	\$191.94	12,949	D	
Common Stock	03/01/2023		F		656 <sup>(2)</sup>	D	\$191.94	12,293	D	
Common Stock	03/01/2023		A		3,289 <sup>(3)</sup>	A	\$191.94	15,582	D	
Common Stock	03/01/2023		D		1,108 <sup>(4)</sup>	D	\$191.94	14,474	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	(5)	03/01/2023		M			1,373	(6)	(6)	Common Stock	1,373	\$0	10,173	D	
Restricted Stock Unit	(5)	03/01/2023		M			1,165	(6)	(6)	Common Stock	1,165	\$0	9,008	D	
Restricted Stock Unit	(5)	03/01/2023		M			1,534	(6)	(6)	Common Stock	1,534	\$0	7,474	D	

**Explanation of Responses:**

- Represents RSUs vested on March 1, 2023.
- Represents shares withheld to cover taxes due upon the vesting of RSUs.
- Represents the payout of shares as a result of the vesting of Performance Stock Units (PSUs). The PSUs had a three year performance period and are settled in shares of PRI common stock.
- Represents shares withheld to cover taxes due upon the vesting of PSUs.
- Each RSU represents a contingent right to receive one share of PRI common stock.
- The RSUs vest annually in three equal installments beginning on March 1st of the year following the grant.

/s/ Stacey K. Geer, attorney in fact 03/03/2023

\*\* Signature of Reporting Person Date

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 4 (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.

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