

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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>03/02/2023</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	03/02/2023		M		8,598 ⁽¹⁾	A	\$188.0603	23,072	D	
Common Stock	03/02/2023		F		2,446 ⁽²⁾	D	\$188.0603	20,626	D	
Common Stock	03/02/2023		F		1,997 ⁽³⁾	D	\$188.0603	18,629	D	
Common Stock	03/02/2023		S		4,155 ⁽⁴⁾	D	\$188.0603	14,474	D	
Common Stock	03/02/2023		M		7,736 ⁽¹⁾	A	\$188.429	22,210	D	
Common Stock	03/02/2023		F		1,719 ⁽²⁾	D	\$188.429	20,491	D	
Common Stock	03/02/2023		F		2,713 ⁽³⁾	D	\$188.429	17,778	D	
Common Stock	03/02/2023		S		3,304 ⁽⁴⁾	D	\$188.429	14,474	D	
Common Stock	03/02/2023		G	V	350	D	\$0	14,124	D	
Common Stock	03/02/2023		G	V	500	D	\$0	13,624	D	
Common Stock	03/02/2023		S		5,444	D	\$184.645	8,180	D	
Common Stock	03/06/2023		S		4,511	D	\$183.1359	3,669	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
Employee Stock Option - 2015	\$53.5	03/02/2023		M			8,598	(5)	02/23/2025	Common Stock	8,598	\$0	0	D	
Employee Stock Option - 2016	\$41.88	03/02/2023		M			7,736	(5)	02/24/2026	Common Stock	7,736	\$0	0	D	

Explanation of Responses:

1. Represents the exercise of non-qualified stock options granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan.
2. Represents shares withheld to cover the exercise price of the stock options.
3. Represents shares withheld to cover taxes due upon exercise of the stock options.
4. Represents shares sold following the exercise of the stock options.
5. Represents the disposition of the stock options exercised as described in footnote 1. The stock options vested annually on March 1 in three equal installments.

/s/ Stacey K. Geer, attorney in fact 03/06/2023

** 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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