

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Primerica, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

6311
(Primary Standard Industrial
Classification Code Number)

27-1204330
(I.R.S. Employer
Identification Number)

Primerica, Inc.
3120 Breckinridge Blvd.
Duluth, Georgia 30099
(770) 381-1000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Peter W. Schneider, Esq.
Executive Vice President, General Counsel and Corporate Secretary

Primerica, Inc.
3120 Breckinridge Blvd.
Duluth, Georgia 30099
(770) 381-1000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

(770) 564-6216 (facsimile)

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-162918

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one)

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Common Stock, \$0.01 par value	3,864,000	\$15.00	\$57,960,000	\$4,133

(1) Includes shares of common stock to be offered by the selling stockholder in this offering and shares of common stock that may be purchased by the underwriters from the selling stockholder upon the exercise of the underwriters' over-allotment option.

(2) The \$57,960,000 proposed maximum aggregate offering price is in addition to the \$289,800,000 proposed maximum aggregate offering price registered pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-162918). An aggregate registration fee of \$19,113 was previously paid in connection with that Registration Statement.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) ("Rule 462(b)") under the Securities Act of 1933, as amended, and General Instruction V of Form S-1. Pursuant to Rule 462(b), the contents of our registration statement on Form S-1, as amended (File No. 333-162918), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission (the "Commission") on March 31, 2010 (the "Initial Registration Statement"), are incorporated by reference into this Registration Statement. This Registration Statement covers the registration of an additional 3,864,000 shares of our common stock in the offering related to the Initial Registration Statement.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

EXHIBIT NUMBER	DESCRIPTION
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
23.1	Consent of KPMG LLP
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)
24.1*	Power of Attorney

* Previously filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-162918) filed with the Commission on November 5, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Duluth, State of Georgia, on the 1st day of April, 2010.

Primerica, Inc.

By: /s/ PETER W. SCHNEIDER

Name: Peter W. Schneider
Title: Executive Vice President, General Counsel,
 Corporate Secretary and
 Chief Administrative Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated on the 1st day of April, 2010.

Signature	Title
*	

D. Richard Williams	Co-Chief Executive Officer and Chairman of the Board (Co-Principal Executive Officer)
*	

John A. Addison, Jr.	Co-Chief Executive Officer and Director (Co-Principal Executive Officer)

Robert F. McCullough	Director
*	

Alison S. Rand	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
 *By _____	
/s/ PETER W. SCHNEIDER	
Attorney-in-fact	

April 1, 2010

Primerica, Inc.
3120 Breckinridge Blvd.
Duluth, GA 30099

Re: Primerica, Inc. Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as special counsel to Primerica, Inc., a Delaware corporation (the "Company"), in connection with the initial public offering (the "IPO") of 21,360,000 shares (the "Firm Shares") of the Company's common stock, par value \$0.01 per share (the "Common Stock"), by Citigroup Insurance Holding Corporation ("CIHC"), a Georgia corporation and a wholly owned subsidiary of Citigroup Inc., a Delaware corporation ("Citigroup"), through underwriters (the "Underwriters") named in an underwriting agreement by and among the Company, CIHC, Citigroup and the Underwriters, dated March 31, 2010 (the "Underwriting Agreement"), and the sale of up to 3,204,000 shares of Common Stock (the "Option Shares") by CIHC to the Underwriters pursuant to an over-allotment option contained in the Underwriting Agreement. The Firm Shares and the Option Shares are collectively referred to herein as the "Total Shares." Of the 24,564,000 Total Shares, 3,864,000 shares of Common Stock (the "Shares") will be sold pursuant to the registration statement (the "462(b) Registration Statement") to which this opinion pertains. The Total Shares are expected to be issued by the Company to CIHC on the date hereof pursuant to an exchange and transfer agreement entered into by and between the Company and CIHC on March 31, 2010 (the "Exchange Agreement").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K of the General Rules and Regulations under the Securities Act of 1933 (the "Act").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the registration statement of the Company on Form S-1 (File No. 333-162918) as filed with the Securities and Exchange Commission (the "Commission") on November 5, 2009, as modified by Amendment Nos. 1 through 6 thereto filed with the Commission on December 22, 2009, February 5, 2010, March 2, 2010, March 17, 2010, March 29, 2010 and March 31, 2010, respectively (as so amended, the "Initial Registration Statement"); (ii) an executed copy of the

Underwriting Agreement; (iii) an executed copy of the Exchange Agreement; (iv) the Restated Certificate of Incorporation of the Company as filed with the Secretary of State of Delaware on March 31, 2010 (the "Certificate of Incorporation"); (v) the Amended and Restated By-laws of the Company (the "By-laws"); (vi) certain resolutions of the Board of Directors of the Company relating to the issuance and sale of the Shares to CIHC, the adoption of the Certificate of Incorporation and the By-laws, and related matters; and (vii) certain resolutions of the stockholders of the Company relating to the adoption of the Certificate of Incorporation and related matters. We also have examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinions set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

Members of our firm are admitted to the bar in the State of New York, and we do not express any opinion as to the laws of any jurisdiction other than Delaware corporate law, and we do not express any opinion as to the effect of any other laws on the opinion stated herein.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that when (i) the Shares have been registered by the transfer agent and registrar for the Common Stock, and (ii) the Shares have been paid for by CIHC and delivered to CIHC pursuant to the Exchange Agreement, the Shares will have been duly authorized and validly issued, and will be fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the 462(b) Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

Consent of Independent Registered Public Accounting Firm

Senior Management of
Primerica, Inc.:

We consent to the use of our reports dated March 2, 2010 on the combined financial statements of Primerica, Inc. as of December 31, 2009 and 2008 and for each of the years in the three years ended December 31, 2009, and all related financial statement schedules, included herein or incorporated by reference and to the reference to our firm under the heading “Experts” in the prospectus.

Our reports refer to the adoption of the provisions of Statement of Position 05-1, *Deferred Acquisition Costs in Connection with Modifications or Exchanges of Insurance Contracts* (included in FASB ASC Topic 944, *Financial Services – Insurance*), FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (included in FASB ASC Topic 740, *Income Taxes*), and Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (included in FASB ASC Topic 825, *Financial Instruments*), as of January 1, 2007. Our reports also refer to the adoption of the provisions of FASB Staff Position Accounting Standards No. 115-2 and Financial Accounting Standards No. 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments* (included in FASB ASC Topic 320, *Investments – Debt and Equity Securities*) as of January 1, 2009.

/s/ KPMG LLP

Atlanta, Georgia
March 31, 2010