

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

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

1. Name and Address of Reporting Person * <u>Warburg Pincus Private Equity X, L.P.</u> (Last) (First) (Middle) <u>C/O WARBURG PINCUS LLC</u> <u>450 LEXINGTON AVENUE</u> (Street) <u>NEW YORK NY 10017</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/26/2012</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	04/26/2012		S		5,736,137	D	\$26.15	10,676,303 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	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					
Warrants	\$18 ⁽⁵⁾							04/15/2010	04/15/2017	Common Stock	4,103,110	4,103,110 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	D	

1. Name and Address of Reporting Person *

Warburg Pincus Private Equity X, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC

450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person *

Warburg Pincus X Partners, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC

450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Warburg Pincus X LLC](#)

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Warburg Pincus X, L.P.](#)

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Warburg Pincus Partners LLC](#)

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[WARBURG PINCUS & CO.](#)

(Last) (First) (Middle)

450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[WARBURG PINCUS LLC](#)

(Last) (First) (Middle)

450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[KAYE CHARLES R](#)

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person *

Landy Joseph P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

Explanation of Responses:

1. Warburg Pincus Private Equity X, L.P., a Delaware limited partnership, and Warburg Pincus X Partners, L.P., an affiliated Delaware limited partnership (together, "WP X") is the holder of 10,676,303 shares of Common Stock and the Warrant exercisable for 4,103,110 shares of Common Stock. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Warburg Pincus X L.P., a Delaware limited partnership ("WP X LP"), and the general partner of WP X, Warburg Pincus X LLC, a Delaware limited liability company ("WP X LLC") and the general partner of WP X LP; Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners") and the sole member of WP X LLC; Warburg Pincus & Co., a New York general partnership ("WP") and the managing member of WP Partners; Warburg Pincus LLC, a New York limited liability company ("WP LLC") that manages WP X; and Messrs. Charles R. Kaye and Joseph P. Landy, each a Managing General Partner of WP

2. (continuation of footnote 1) and Managing Member and Co-President of WP LLC may be deemed to be the beneficial owner of the shares of Common Stock held by WP X and the Warrant exercisable for shares of Common Stock held by WP X. Each of WP X, WP X LP, WP X LLC, WP Partners, WP, WP LLC, and Messrs. Charles R. Kaye and Joseph P. Landy are a "Reporting Person" and collectively, the "Warburg Pincus Reporting Persons." Messrs. Kaye and Landy may be deemed to control the other Warburg Pincus Reporting Persons. WP X has the right to nominate two directors to the board of directors of Primerica, Inc. and, as WP X has deputized Messrs. Michael E. Martin and Daniel Zilberman to serve as directors in function, WP X is a director by deputization.

3. Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting Persons, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Reporting Person.

4. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the Warburg Pincus Reporting Persons, other than WP X, herein states that this filing shall not be deemed an admission that he or it is the beneficial owner of any of the shares of Common Stock or the Warrant covered by this Statement. Each of the Warburg Pincus Reporting Persons disclaims beneficial ownership of the Common Stock and the Warrant, except to the extent of its or his pecuniary interest in such shares of Common Stock or such Warrant.

5. The exercise price for the Warrant is \$18.00 per share, subject to adjustments for certain issuances of common stock, stock splits, stock subdivisions, stock reclassifications, stock combinations, other distributions, certain repurchases, business combinations and similar actions. Under certain circumstances relating to ownership limits for regulatory reasons and in Primerica, Inc.'s charter, Primerica, Inc. may satisfy the requirements of the Warrant upon exercise by delivery of its Non-Voting Common Stock instead of Common Stock.

Remarks:

Exhibit List: Exhibit 99.1 Joint Filers' Names and Addresses Exhibit 99.2 Joint Filers' Signatures

/s/ Scott A. Arenare

04/27/2012

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

JOINT FILERS' NAMES AND ADDRESSES

1. Name and Address of Reporting Person:
Warburg Pincus Private Equity X, L.P.
c/o Warburg Pincus LLC, 450 Lexington Avenue
New York, NY 10017
2. Name and Address of Reporting Person:
Warburg Pincus X Partners, L.P.
c/o Warburg Pincus LLC, 450 Lexington Avenue
New York, NY 10017
3. Name and Address of Reporting Person:
Warburg Pincus X, L.P.
c/o Warburg Pincus LLC, 450 Lexington Avenue
New York, NY 10017
4. Name and Address of Reporting Person:
Warburg Pincus X LLC
c/o Warburg Pincus LLC, 450 Lexington Avenue
New York, NY 10017
5. Name and Address of Reporting Person:
Warburg Pincus Partners LLC
c/o Warburg Pincus LLC, 450 Lexington Avenue
New York, NY 10017
6. Name and Address of Reporting Person:
Warburg Pincus & Co.
450 Lexington Avenue
New York, NY 10017
7. Name and Address of Reporting Person:
Warburg Pincus LLC
450 Lexington Avenue
New York, NY 10017
8. Name and Address of Reporting Person:
Charles R. Kaye
c/o Warburg Pincus LLC, 450 Lexington Avenue
New York, NY 10017
9. Name and Address of Reporting Person:
Joseph P. Landy
c/o Warburg Pincus LLC, 450 Lexington Avenue
New York, NY 10017

JOINT FILERS' SIGNATURES

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: /s/ Scott A. Arenare
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 March 2, 2006, as an exhibit to the Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.

** Power of Attorney given by Mr. Landy was previously filed with the SEC on March 2, 2006, as an exhibit to the Schedule 13D filed by Building Products, LLC

with respect to Builders FirstSource, Inc.