

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) <input checked="" type="checkbox"/> Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/10/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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	10/10/2012		S		2,087,682	D	\$28.74	8,588,621 <sup>(1)(2)(3)(4)</sup>	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		Date Exercisable	Expiration Date					

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, 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 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 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 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 & CO.

(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 *		
<a href="#">KAYE CHARLES R</a>		
(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 *		
<a href="#">Landy Joseph P.</a>		
(Last)	(First)	(Middle)
C/O WARBURG PINCUS LLC		
450 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

**Explanation of Responses:**

- 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 8,588,621 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;
- (continues footnote 1) 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 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.
- 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.
- 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.

**Remarks:**

Solely for the purposes of Section 16 of the Exchange Act, each of WP X, WP X LP, WP X LLC, WP Partners and WP may be deemed a director-by-deputization.

[Warburg Pincus X, L.P., its  
General Partner, Warburg Pincus  
X, LLC, its General Partner,  
Warburg Pincus Partners LLC, its  
Sole Member, Warburg Pincus &  
Co., its Managing Member, /s/  
Scott A. Arenare, Partner](#) 10/11/2012

[Scott A. Arenare](#) 10/11/2012

[Scott A. Arenare](#) 10/11/2012

[Scott A. Arenare](#) 10/11/2012

[Scott A. Arenare](#) 10/11/2012

[Scott A. Arenare](#) 10/11/2012

[Scott A. Arenare](#) 10/11/2012

[Scott A. Arenare](#) 10/11/2012

[Scott A. Arenare](#) 10/11/2012

**\*\* 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.**

Designated Filer: Warburg Pincus Private Equity X, L.P.  
Issuer & Ticker Symbol: Primerica, Inc. (PRI)  
Date of Event Requiring Statement: October 10, 2012

Exhibit 99.1

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

Designated Filer: Warburg Pincus Private Equity X, L.P.  
Issuer & Ticker Symbol: Primerica, Inc. (PRI)  
Date of Event Requiring Statement: October 10, 2012  
Exhibit 99.2

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 October 4, 2012, as an exhibit to the Schedule 13D filed by Warburg Pincus Private Equity X, L.P. with respect to Primerica, Inc.

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Power of Attorney given by Mr. Landy was previously filed with the SEC on October 4, 2012, as an exhibit to the Schedule 13D filed by Warburg Pincus Private Equity X, L.P. with respect to Primerica, Inc.