Edgar Filing: Primerica, Inc. - Form 4

Primerica, Inc. Form 4 June 05, 2013									
FORM 4	UNITED STATES				OMMISSION	OMB	29ROVAL 3235-0287		
Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OW SECURITIESForm 4 or Form 5 obligations may continue. See InstructionFiled pursuant to Section 16(a) of the Securities Exchang Section 17(a) of the Public Utility Holding Company Act of 					Number: January Expires: January Estimated average burden hours per response e Act of 1934, 1935 or Section				
1(b). (Print or Type Respo	onses)								
1. Name and Address of Reporting Person *2. Issuer Name andZILBERMAN DANIELSymbolPrimerica, Inc. [P				Issuer					
(Last)	(First) (Middle)	3. Date of Earliest			(Check	all applicable)		
(Month/Day/Year) C/O WARBURG PINCUS LLC, 450 06/03/2013 LEXINGTON AVENUE					X_ Director 10% Owner Officer (give title Other (specify below) below)				
	(Street)	4. If Amendment, I	-		6. Individual or Join	nt/Group Filin	g(Check		
Filed(Month/Day/Year) Applicable Line) _X_Form filed by One Reporting Person									
(City)	(State) (Zip)	Table I - Non	-Derivative Sec	curities Acqu	ired, Disposed of,	or Beneficial	ly Owned		
	ansaction Date 2A. Deemo th/Day/Year) Execution any (Month/Da		4. Securities A our Disposed o (Instr. 3, 4 and	f (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common		Code V	Amount	or (D) Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	See		
Common Stock, par value \$0.01	3/2013	S	2,488,621	D \$ 34.67	0 (1) (2) (3) (4)	Ι	See Footnotes 1,2,3 and 4.		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	orDeriv Secu Acqu Disp	5. Number of derivative for the experimentation of the experimentati		e	7. Title and A Underlying S (Instr. 3 and 4	Securitie
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Warrant	\$ 18	06/03/2013		S		4,103,110	04/15/2010	04/15/2010	Common Stock	4,103

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ZILBERMAN DANIEL C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	Х					
Signatures						
s/ Scott A. Arenare, Attorney-in-Fact		06/05/2013				

<u>**Signature of Reporting Person</u>

Date

Explanation of Responses:

- * 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).

Warburg Pincus Private Equity X, L.P., a Delaware limited partnership, and Warburg Pincus X Partners, L.P., a Delaware limited partnership (together, "WP X") was the holder of 2,488,621 shares of common stock, \$0.01 par value ("Common Stock"), of Primerica, Inc., a Delaware corporation (the "Issuer") and the warrants exercisable for 4,103,110 shares of common stock (the "Warrants") of the Issuer. Warburg Pincus X, L.P., a Delaware limited partnership ("WP X LP"), is the general partner of WP X; Warburg Pincus X LLC, a

- Instact: warburg Findus X, E.I., a Deraware initiate partnership ("WFX EF), is the general partner of WFX LP; Warburg Pincus Partners LLC, a New York limited liability company ("WP X LLC"), is the general partner of WP X LP; Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners; Warburg Pincus LLC, a New York limited liability company ("WP LLC"), manages WP X;
- (2) (continues footnote 1) and Messrs. Charles R. Kaye and Joseph P. Landy are each a Managing General Partner of WP and Managing Member and Co-President of WP LLC, and may be deemed to control WP X, WP X LP, WP X LLC, WP Partners, WP and WP LLC.

By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as Partner of WP(3) and a Member and Managing Director of WP LLC, Mr. Zilberman may be deemed to be the beneficial owner of the Common Stock and the Warrants of the Issuer held by WP X.

Pursuant to Rule 16a-1(a)(4) of the Exchange Act, Mr. Zilberman herein states that this filing shall not be deemed an admission that he was the beneficial owner of any of such shares of Common Stock or the Warrants covered by this Statement. Mr. Zilberman disclaims

(4) was the beneficial owner of any of such shares of common stock of the warrants covered by this statement. M. Enterman discrams beneficial ownership of such Common Stock and the Warrants of the Issuer, except to the extent of his pecuniary interest in such shares of Common Stock or such Warrants.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners