Primerica, Inc. Form 4 June 05, 2013

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ZILBERMAN DANIEL			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Primerica, Inc. [PRI]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director 10% Owner			
C/O WARBURG PINCUS LLC, 450 LEXINGTON AVENUE			06/03/2013	Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK, NY 10017			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I. Non Don's A'm Committee A				

(City)	(State)	Tal	ble I - Non	-Derivative Se	curiti	es Acquir	ed, Disposed of,	or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.	4. Securities	•	red (A)	5. Amount of	6.	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			Securities Beneficially	Ownership Form:	Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following Reported	or Indirect (I)	(Instr. 4)
					(A) or		Transaction(s)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common									See
Stock, par	06/03/2013		S	2,488,621	D	\$	0 (1) (2) (3) (4)	I	Footnotes
value \$0.01						34.07			1,2,3 and 4.
Ψυ.υι									1.

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	۷.	3. Hallsaction Date	JA. Deemeu	7.	J. 11	uniber of	0. Date Exerci	saute and	7. Title and .	Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDeri	vative	Expiration Dat	ie	Underlying S	Securitie
Security	or Exercise		any	Code	Secu	ırities	(Month/Day/Y	ear)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acq	uired (A) or				
	Derivative				Disp	osed of (D)				
	Security				(Inst	r. 3, 4, and 5)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Warrant	\$ 18	06/03/2013		S		4 103 110	04/15/2010	04/15/2010	Common	4 10

Stock

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	X						

3 Transaction Date 3A Deemed

Signatures

s/ Scott A. Arenare, Attorney-in-Fact 06/05/2013

**Signature of Reporting Person 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

- (1) 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 Delaware limited liability company ("WP X LLC"), is the general partner of WP X LP; Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), is the sole member of WP X LLC; 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 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.

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