

Primerica, Inc.  
Form SC 13D/A  
December 21, 2011

SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

**SCHEDULE 13D**

**(Amendment No. 3)**

**Under the Securities Exchange Act of 1934**

**PRIMERICA, INC.**

**(Name of Issuer)**

Common Stock, par value \$0.01 per share

**(Title of Class of Securities)**

74164M 108

**(CUSIP Number)**

SCOTT A. ARENARE, ESQ.

WARBURG PINCUS LLC

450 LEXINGTON AVENUE

NEW YORK, NY 10017

Edgar Filing: Primerica, Inc. - Form SC 13D/A

(212) 878-0600

(Name, Address and Telephone Number of Person

Authorized to Receive Notices of Communication)

Copy to:

DAVID K. LAM, ESQ.

WACHTELL, LIPTON, ROSEN & KATZ

51 WEST 52ND STREET

NEW YORK, NY 10019

(212) 403-1000

December 19, 2011

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act

but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 74164M 10 8

**1** Names of Reporting Persons

Warburg Pincus Private Equity X, L.P.

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

26-0849130

**2** Check the Appropriate Box if a Member of a Group

(a)

(b)

**3 SEC Use Only**

**4** Source of Funds

N/A

**5** Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Delaware

Number of **7** Sole Voting Power

Shares

Beneficially  -0-

**8** Shared Voting Power

Owned by

Each

Reporting Person with  
20,515,550<sup>†‡</sup>  
**9** Sole Dispositive Power  
-0-  
**10** Shared Dispositive Power

20,515,550<sup>†‡</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

20,515,550<sup>†‡</sup>

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

**13** Percent of Class Represented by Amount in Row (11)

29.7%

**14** Type of Reporting Person

PN

<sup>†</sup>The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>‡</sup>Includes warrants currently exercisable for 4,103,110 shares of common stock, par value \$0.01 per share (the "Common Stock") of Primerica, Inc. ("Primerica").

CUSIP No. 74164M 10 8

**1** Names of Reporting Persons

Warburg Pincus X Partners, L.P.

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

26-0869910

**2** Check the Appropriate Box if a Member of a Group

(a)

(b)

**3 SEC Use Only**

**4** Source of Funds

N/A

**5** Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Delaware

Number of **7** Sole Voting Power

Shares

Beneficially  -0-

**8** Shared Voting Power

Owned by

Each

Reporting Person with  
20,515,550<sup>†‡</sup>  
**9** Sole Dispositive Power  
  
-0-  
**10** Shared Dispositive Power

20,515,550<sup>†‡</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

20,515,550<sup>†‡</sup>

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

**13** Percent of Class Represented by Amount in Row (11)

29.7%

**14** Type of Reporting Person

PN

<sup>†</sup>The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>‡</sup>Includes warrants currently exercisable for 4,103,110 shares of Common Stock.

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CUSIP No. 74164M 10 8

**1** Names of Reporting Persons

Warburg Pincus X, L.P.

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

26-0403670

**2** Check the Appropriate Box if a Member of a Group

(a)

(b)

**3 SEC Use Only**

**4** Source of Funds

N/A

**5** Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Delaware

Number of **7** Sole Voting Power

Shares

Beneficially  -0-

**8** Shared Voting Power

Owned by

Each



Reporting Person with  
20,515,550<sup>†‡</sup>  
**9** Sole Dispositive Power  
-0-  
**10** Shared Dispositive Power

20,515,550<sup>†‡</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

20,515,550<sup>†‡</sup>

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

**13** Percent of Class Represented by Amount in Row (11)

29.7%

**14** Type of Reporting Person

PN

<sup>†</sup>The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>‡</sup>Includes warrants currently exercisable for 4,103,110 shares of Common Stock.

CUSIP No. 74164M 10 8

**1** Names of Reporting Persons

Warburg Pincus X LLC

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

26-0403605

**2** Check the Appropriate Box if a Member of a Group

(a)

(b)

**3 SEC Use Only**

**4** Source of Funds

N/A

**5** Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Delaware

Number of **7** Sole Voting Power

Shares

Beneficially  -0-

**8** Shared Voting Power

Owned by

Each

Reporting Person with  
20,515,550<sup>†‡</sup>  
**9** Sole Dispositive Power  
-0-  
**10** Shared Dispositive Power

20,515,550<sup>†‡</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

20,515,550<sup>†‡</sup>

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

**13** Percent of Class Represented by Amount in Row (11)

29.7%

**14** Type of Reporting Person

OO

<sup>†</sup>The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>‡</sup>Includes warrants currently exercisable for 4,103,110 shares of Common Stock.

CUSIP No. 74164M 10 8

**1** Names of Reporting Persons

Warburg Pincus Partners LLC

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

13-4069737

**2** Check the Appropriate Box if a Member of a Group

(a)

(b)

**3 SEC Use Only**

**4** Source of Funds

N/A

**5** Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

New York

Number of **7** Sole Voting Power

Shares

Beneficially  -0-

**8** Shared Voting Power

Owned by

Each

Reporting Person with  
20,515,550<sup>†‡</sup>  
**9** Sole Dispositive Power  
  
-0-  
**10** Shared Dispositive Power

20,515,550<sup>†‡</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

20,515,550<sup>†‡</sup>

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

**13** Percent of Class Represented by Amount in Row (11)

29.7%

**14** Type of Reporting Person

OO

<sup>†</sup>The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>‡</sup>Includes warrants currently exercisable for 4,103,110 shares of Common Stock.

CUSIP No. 74164M 10 8

**1** Names of Reporting Persons

Warburg Pincus & Co.

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

13-6358475

**2** Check the Appropriate Box if a Member of a Group

(a)

(b)

**3 SEC Use Only**

**4** Source of Funds

N/A

**5** Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

New York

Number of **7** Sole Voting Power

Shares

Beneficially -0-

Owned by **8** Shared Voting Power  
Each  
Reporting **9** 20,515,550<sup>†‡</sup> Sole Dispositive Power  
Person  
with  
**10** -0- Shared Dispositive Power

20,515,550<sup>†‡</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

20,515,550<sup>†‡</sup>

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

**13** Percent of Class Represented by Amount in Row (11)

29.7%

**14** Type of Reporting Person

PN

<sup>†</sup>The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>‡</sup>Includes warrants currently exercisable for 4,103,110 shares of Common Stock.

CUSIP No. 74164M 10 8

**1** Names of Reporting Persons

Warburg Pincus LLC

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

13-3536050

**2** Check the Appropriate Box if a Member of a Group

(a)

(b)

**3 SEC Use Only**

**4** Source of Funds

N/A

**5** Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

New York

Number of **7** Sole Voting Power

Shares

Beneficially  -0-

**8** Shared Voting Power

Owned by

Each



Reporting Person with  
20,515,550<sup>†‡</sup>  
**9** Sole Dispositive Power  
  
-0-  
**10** Shared Dispositive Power

20,515,550<sup>†‡</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

20,515,550<sup>†‡</sup>

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

**13** Percent of Class Represented by Amount in Row (11)

29.7%

**14** Type of Reporting Person

OO

<sup>†</sup>The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>‡</sup>Includes warrants currently exercisable for 4,103,110 shares of Common Stock.

CUSIP No. 74164M 10 8

**1** Names of Reporting Persons

Charles R. Kaye

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

**2** Check the Appropriate Box if a Member of a Group

(a)

(b)

**3 SEC Use Only**

**4** Source of Funds

N/A

**5** Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

United States of America

Number of **7** Sole Voting Power

Shares

Beneficially  -0-

**8** Shared Voting Power

Owned by

Each

20,515,550<sup>†‡</sup>

Reporting **9** Sole Dispositive Power

Person

with

-0-

**10** Shared Dispositive Power

20,515,550<sup>†‡</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

20,515,550<sup>†‡</sup>

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

**13** Percent of Class Represented by Amount in Row (11)

29.7%

**14** Type of Reporting Person

IN

<sup>†</sup>The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>‡</sup>Includes warrants currently exercisable for 4,103,110 shares of Common Stock.

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CUSIP No. 74164M 10 8

**1** Names of Reporting Persons

Joseph P. Landy

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

**2** Check the Appropriate Box if a Member of a Group

(a)

(b)

**3 SEC Use Only**

**4** Source of Funds

N/A

**5** Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

United States of America

Number of **7** Sole Voting Power

Shares

Beneficially  -0-

**8** Shared Voting Power

Owned by

Each

Reporting Person with  
20,515,550<sup>†‡</sup>  
**9** Sole Dispositive Power  
  
-0-  
**10** Shared Dispositive Power

20,515,550<sup>†‡</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

20,515,550<sup>†‡</sup>

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

**13** Percent of Class Represented by Amount in Row (11)

29.7%

**14** Type of Reporting Person

IN

<sup>†</sup>The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

<sup>‡</sup>Includes warrants currently exercisable for 4,103,110 shares of Common Stock.

CUSIP No. 74164M 10 8

This Amendment No. 3 (this “Amendment”) amends and supplements the Schedule 13D (the “Initial Statement”) filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 21, 2010, as amended by Amendment No. 1 (“Amendment No. 1”), filed with the SEC on April 21, 2011, and Amendment No. 2 (“Amendment No. 2”), filed with the SEC on November 17, 2011 (as amended, the “Statement”), and is being filed on behalf of Warburg Pincus Private Equity X, L.P., a Delaware limited partnership (together with Warburg Pincus X Partners, L.P., an affiliated Delaware limited partnership, “WP X”), Warburg Pincus X, L.P., a Delaware limited partnership and the general partner of WP X (“WP X LP”), Warburg Pincus X LLC, a Delaware limited liability company and the general partner of WP X LP (“WP X LLC”), Warburg Pincus Partners LLC, a New York limited liability company and the sole member of WP X LLC (“WP Partners”), Warburg Pincus & Co., a New York general partnership and the managing member of WP Partners (“WP”), Warburg Pincus LLC, a New York limited liability company that manages WP X (“WP LLC”), 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, who may be deemed to control WP X, WP X LP, WP X LLC, WP Partners, WP and WP LLC. Each of Messrs. Kaye and Landy, WP X, WP X LP, WP X LLC, WP Partners, WP and WP LLC (each of the foregoing, a “Reporting Person,” and collectively, the “Warburg Pincus Reporting Persons”) disclaims beneficial ownership of the shares of Common Stock except to the extent of any pecuniary interest therein.

Information in respect of each Warburg Pincus Reporting Person is given solely by such Warburg Pincus Reporting Person, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by any other Warburg Pincus Reporting Person. Except as otherwise described herein, the information contained in the Statement remains in effect, and, unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Statement.

## **Item 2. Identity and Background**

The response set forth in Item 2 of the Statement is hereby amended by replacing the third paragraph of Item 2(a) with the following paragraph:

As of the date hereof, the Warburg Pincus Reporting Persons beneficially own in the aggregate approximately 29.7% of the outstanding shares of Common Stock, based on 73,797,103 outstanding shares of Common Stock (as stated in Primerica’s most recent Quarterly Report on Form 10-Q, filed with the SEC on November 8, 2011), minus the 8,920,606 shares which were the subject of the Share Repurchase Agreement (as defined in Amendment No. 2) and are therefore no longer outstanding, and including the 4,103,110 shares of Common Stock that underlie the warrants owned by the Warburg Pincus Reporting Persons.

Pursuant to the transaction described in Item 4 below, CIHC (as defined in the Initial Statement) and AMAD (as defined in the Initial Statement) are no longer beneficial owners of any shares of Common Stock, and, accordingly, the beneficial ownership of the Warburg Pincus Reporting Persons no longer includes any shares of Common Stock owned by the Citigroup Parties (as defined in the Initial Statement) that were subject to the voting covenants contained in the Securities Purchase Agreement (as described in Item 4 of the Statement).

It is the understanding of the Warburg Pincus Reporting Persons that the Citigroup Parties will make separate filings pursuant to the Exchange Act to report the change in their beneficial ownership.

**Item 4. Purpose of the Transaction**

The response set forth in Item 4 of the Statement is hereby amended by adding the following after the last paragraph of Item 4:

The Citigroup Parties have informed the Warburg Pincus Reporting Persons that on December 19, 2011, CIHC sold 8,081,542 shares of Common Stock in an underwritten offering, at an offering price to the public of \$22.29 per share. Following this sale, based on information provided to the Warburg Pincus Reporting Persons by the Citigroup Parties, CIHC and AMAD beneficially own no shares of Common Stock.

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CUSIP No. 74164M 10 8

**Item 5. Interest in Securities of the Issuer**

The response set forth in Item 5 of the Statement is hereby amended by adding the following after the last paragraph of Item 5(a):

As a result of the voting covenants included in the Securities Purchase Agreement (as described in Item 4 of the Statement), the Warburg Pincus Reporting Persons may have been deemed to have the power to vote any shares of Common Stock beneficially owned by CIHC and AMAD for the election of directors nominated by WP X. The Citigroup Parties have informed the Warburg Pincus Reporting Persons that CIHC and AMAD no longer beneficially own any shares of Common Stock.

(c) The Warburg Pincus Reporting Persons have not effected any transactions in the Common Stock during the past 60 days. The Citigroup Parties sold 8,920,606 shares of Common Stock pursuant to the Share Repurchase Agreement on November 15, 2011, which shares may have been deemed to be beneficially owned by the Warburg Pincus Reporting Persons as a result of the voting covenants included in the Securities Purchase Agreement (as described in Item 4 of the Statement), which transaction was previously reported by the Warburg Pincus Reporting Persons in Amendment No. 2.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

The response set forth in Item 6 of the Statement is hereby amended by adding the following after the last paragraph of Item 6:

Based on information provided to the Warburg Pincus Reporting Persons by the Citigroup Parties, the Citigroup Parties no longer beneficially own any shares of Common Stock subject to the voting covenants contained in the Securities Purchase Agreement (as described in Item 4 of the Statement).



**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 21, 2011

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: Member and 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\*\*

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- \* 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.
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