

Primerica, Inc.  
Form SC 13D/A  
November 21, 2012

SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

**SCHEDULE 13D**

**(Amendment No. 8)**

**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.

MANAGING DIRECTOR AND GENERAL COUNSEL

WARBURG PINCUS LLC

450 LEXINGTON AVENUE

NEW YORK, NY 10017

(212) 878-0600

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

November 19, 2012

(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

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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  
12,691,731<sup>†‡</sup>  
**9** Sole Dispositive Power  
  
-0-  
**10** Shared Dispositive Power

12,691,731<sup>†‡</sup>

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

12,691,731<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)

20.6%  
**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

12,691,731<sup>†‡</sup>

Reporting **9** Sole Dispositive Power

Person

with

-0-

**10** Shared Dispositive Power

12,691,731<sup>†‡</sup>

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

12,691,731<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)

20.6%

**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 of Primerica.

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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

12,691,731<sup>†‡</sup>

Reporting **9** Sole Dispositive Power

Person

with

-0-

**10** Shared Dispositive Power

12,691,731<sup>†‡</sup>

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

12,691,731<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)

20.6%

**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 of Primerica.

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

12,691,731<sup>†‡</sup>

Reporting **9** Sole Dispositive Power

Person

with

-0-

**10** Shared Dispositive Power

12,691,731<sup>†‡</sup>

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

12,691,731<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)

20.6%

**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 of Primerica.

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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

12,691,731<sup>†‡</sup>

Reporting **9** Sole Dispositive Power

Person

with

-0-

**10** Shared Dispositive Power

12,691,731<sup>†‡</sup>

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

12,691,731<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)

20.6%

**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 of Primerica.

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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-

**8** Shared Voting Power

Owned by

Each

12,691,731<sup>†‡</sup>

Reporting **9** Sole Dispositive Power

Person

with

-0-

**10** Shared Dispositive Power

12,691,731<sup>†‡</sup>

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

12,691,731<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)

20.6%

**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 of Primerica.

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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

12,691,731<sup>†‡</sup>

Reporting **9** Sole Dispositive Power

Person

with

-0-

**10** Shared Dispositive Power

12,691,731<sup>†‡</sup>

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

12,691,731<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)

20.6%

**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 of Primerica.

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 **8** Shared Voting Power

Owned by

Each

Reporting **9** Sole Dispositive Power

Person

12,691,731<sup>†‡</sup>

with

-0-

**10** Shared Dispositive Power

12,691,731<sup>†‡</sup>

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

12,691,731<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)

20.6%

**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 of Primerica.

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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 **8** Shared Voting Power

Owned by

Each

Reporting **9** Sole Dispositive Power

12,691,731<sup>†‡</sup>

Person

with

-0-

**10** Shared Dispositive Power

12,691,731<sup>†‡</sup>

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

12,691,731<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)

20.6%

**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 of Primerica.

CUSIP No. 74164M 10 8

This Amendment No.8 (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, filed with the SEC on April 21, 2011, Amendment No. 2, filed with the SEC on November 17, 2011, Amendment No. 3, filed with the SEC on December 21, 2011, Amendment No. 4, filed with the SEC on April 18, 2012, Amendment No. 5, filed with the SEC on April 27, 2012, Amendment No. 6, filed with the SEC on October 4, 2012 and Amendment No. 7, filed with the SEC on October 11, 2012 (“Amendment No. 7”) (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 of the Issuer 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 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:

On November 19, 2012, WP X entered into an Underwriting Agreement, dated November 19, 2012, among Citigroup Global Markets Inc. (the “Underwriter”), WP X and Primerica (the “Underwriting Agreement”), providing for the sale through the Underwriter of 3,600,000 shares of Common Stock of the Issuer held by WP X. The Underwriting Agreement provides for the sale by WP X, subject to the terms and conditions set forth therein, of 3,600,000 shares of Common Stock of the Issuer at a price of \$27.51 per share (consisting of 3,488,400 shares sold by Warburg Pincus Private Equity X, L.P. and 111,600 shares sold by Warburg Pincus X Partners, L.P.). Primerica has agreed to

purchase 1,200,000 shares of Common Stock from the Underwriter pursuant to the Underwriting Agreement, and the Underwriter intends to offer the remaining 2,400,000 shares of Common Stock of the Issuer to third party investors at prices to be set by the Underwriter. The transactions contemplated by the Underwriting Agreement were made pursuant to the Warburg Pincus Reporting Person's rights under the Registration Rights Agreement (as defined in the Initial Statement).

The transactions contemplated by the Underwriting Agreement are expected to be consummated on November 26, 2012 and November 27, 2012, with the settlement of 2,400,000 shares of Common Stock of the Issuer to be sold to the public on November 26, 2012 and the settlement of 1,200,000 shares of Common Stock to be purchased by Primerica on November 27, 2012.

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

The response set forth in Item 5 of the Statement is hereby amended and supplemented as follows:

(c) Other than as described in this Amendment and the transactions pursuant to the October 2012 Share Repurchase Agreement described in Amendment No. 7, the Warburg Pincus Reporting Persons have not effected any transactions in the Common Stock of the Issuer during the past 60 days. The additional language added to Item 4 by this Amendment is incorporated herein by reference.

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CUSIP No. 74164M 10 8

**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:

***Underwriting Agreement***

The information set forth in Item 4 with respect to the Underwriting Agreement is incorporated herein by reference.

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CUSIP No. 74164M 10 8

## 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: November 21, 2012

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

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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 Amendment No. 6 to the Schedule 13D.

\*\* Power of Attorney given by Mr. Landy was previously filed with the SEC on October 4, 2012, as an exhibit to Amendment No. 6 to the Schedule 13D.