

Primerica, Inc.  
Form 8-K  
November 26, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 or 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**DATE OF REPORT (Date of earliest event reported): November 19, 2012**

**PRIMERICA, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**001-34680**  
(Commission

File Number)

**27-1204330**  
(I.R.S. Employer

Identification Number)

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**3120 Breckinridge Blvd.**

**Duluth, Georgia 30099**

**(Address of Principal Executive Offices)**

**(770) 381-1000**

**(Registrant's telephone number, including area code)**

**Not applicable.**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On November 19, 2012, Primerica, Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Warburg Pincus Private Equity X, L.P. and Warburg Pincus X Partners, L.P. (collectively, the Selling Stockholder ) and Citigroup Global Markets Inc. (the Underwriter ), relating to an underwritten public offering of 3,600,000 shares (the Shares ) of the Company s common stock, par value \$0.01 per share (the Common Stock ), being sold by the Selling Stockholder. The Company will not receive any proceeds from the sale of the Shares by the Selling Stockholder in the offering.

The Company intends to purchase 1,200,000 Shares in the offering at a price of \$27.51 per share.

The Shares are being sold pursuant to the Company s shelf registration statement on Form S-3 (No. 333-173271), which was originally filed with the Securities and Exchange Commission ( SEC ) on April 1, 2011 and was amended and was declared effective on April 8, 2011, and the Company s prospectus supplement dated November 19, 2012 (the Prospectus Supplement ).

Pursuant to the Underwriting Agreement, the Company, its executive officers and directors and the Selling Stockholder have agreed, subject to certain exceptions, not to offer, sell, contract to sell, pledge or otherwise dispose of (or enter into any transaction which is designed to, or might reasonably be expected to, result in the disposition of) any shares of Common Stock (or any securities convertible into, or exercisable or exchangeable for, the Common Stock) for a period of 60 days after November 19, 2012, without the prior written consent of the Underwriter.

The Company and the Selling Stockholder also have agreed to indemnify the Underwriters against various liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the Underwriters may be required to make in respect of such liabilities. In addition, the Underwriting Agreement contains customary representations, warranties and agreements of the Company and the Selling Stockholder, and customary conditions to closing. The offering is expected to close on November 26, 2012 and November 27, 2012, subject to the satisfaction or waiver of the conditions stated in the Underwriting Agreement.

The foregoing summary of certain provisions of the Underwriting Agreement is qualified in its entirety by reference to the complete Underwriting Agreement, which is filed as Exhibit 1.1 hereto and incorporated by reference herein.

Citigroup Global Markets Inc. served as representative of the underwriters for the Company s initial public offering of Common Stock in April 2010, for the public offering of Common Stock by Citigroup Insurance Holding Corporation ( CIHC ) of approximately 20 million shares of Common Stock in April and December 2011, and for the Company s public offering of \$375.0 million in aggregate principal amount of its 4.750% Senior Notes in July 2012, receiving, in each case, customary fees, commissions and expense reimbursements therefor. For information about the Company s relationship with the Selling Stockholder and Citigroup Global Markets Inc. and its affiliates, including CIHC, see the section entitled Related Party Transactions included in the Company s Proxy Statement on Schedule 14A, filed with the SEC on March 31, 2012, which is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

- 1.1 Underwriting Agreement, dated November 19, 2012, by and among Primerica, Inc., Warburg Pincus Private Equity X, L.P. and Warburg Pincus X Partners, L.P. and Citigroup Global Markets Inc., as Underwriter.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 26, 2012

**PRIMERICA, INC.**

/s/ Peter W. Schneider  
Peter W. Schneider  
Executive Vice President and General Counsel

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated November 19, 2012, by and among Primerica, Inc., Warburg Pincus Private Equity X, L.P. and Warburg Pincus X Partners, L.P. and Citigroup Global Markets Inc., as Underwriter.