

ZILBERMAN DANIEL  
Form 4/A  
November 29, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ZILBERMAN DANIEL

2. Issuer Name and Ticker or Trading Symbol  
Primerica, Inc. [PRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
11/26/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O WARBURG PINCUS LLC, 450 LEXINGTON AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/28/2012

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock, par value \$0.01	11/26/2012			S 2,400,000 D \$ 27.51	6,188,621 <sup>(1)</sup> <sub>(2) (3) (4) (5)</sub>	I	See Footnotes 1, 2, 3, 4 and 5
Common Stock, par value \$0.01	11/27/2012			S 1,200,000 D \$ 27.51	4,988,621 <sup>(1)</sup> <sub>(2) (3) (4) (5)</sub>	I	See Footnotes 1, 2, 3, 4 and 5

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

SEC 1474 (9-02)

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)

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for ZILBERMAN DANIEL C/O WARBURG PINCUS LLC.

Signatures

/s/ Scott A. Arenare, Attorney-in-Fact, 11/29/2012

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).
(1) Warburg Pincus Private Equity X, L.P., a Delaware limited partnership, and Warburg Pincus X Partners, L.P., a Delaware limited partnership...
(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...
(3) By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934... 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.

## Edgar Filing: ZILBERMAN DANIEL - Form 4/A

- 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 is 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.
- (4)
- (5) This Form 4/A is being filed solely to correct the date of the sale of 1,200,000 shares of Common Stock which took place on November 27, 2012, and which was initially reported to have taken place on November 26, 2012 due to typographical error.

### **Remarks:**

See attached for Exhibit 99.1 - Power of Attorney

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.