

Primerica, Inc.  
Form 8-K  
December 15, 2011

**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): December 13, 2011**

**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 December 13, 2011, Primerica, Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Citigroup Insurance Holding Corporation (the Selling Stockholder ) and Citigroup Global Markets Inc., as representative of the several underwriters named in Schedule I to the Underwriting Agreement (collectively, the Underwriters ), relating to an underwritten public offering of 8,081,542 shares (the Shares ) of the Company s common stock, par value \$0.01 per share (the Common Stock ), being offered by the Selling Stockholder. The public offering price is \$22.29 per Share. The Company will not receive any proceeds from the sale of the Shares by the Selling Stockholder in the offering.

The Shares are being issued and 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 December 13, 2011, as filed with the SEC on December 14, 2011 (the Prospectus Supplement ).

Pursuant to the Underwriting Agreement, the Company, its executive officers and directors 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 90 days after December 13, 2011, without the prior written consent of Citigroup Global Markets Inc.

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 December 19, 2011, 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 and for the Selling Stockholder s public offering of Common Stock in April 2011 and received customary fees, commissions and expense reimbursements therefor. For information about the Company s relationship with the Selling Stockholder and its affiliates, including Citigroup Global Markets Inc., see: (i) the section entitled Related Party Transactions included in the Company s Proxy Statement on Schedule 14A, filed with the SEC on March 31, 2011; (ii) Item 1.01 of the Company s Current Report on Form 8-K filed with the SEC on April 15, 2011; and (iii) Item 1.01 of the Company s Current Report on Form 8-K filed with the SEC on November 2, 2011, each of which is incorporated by reference herein.

**Item 8.01 Other Events.**

The Prospectus Supplement contains certain supplemental disclosures regarding Primerica's business, including recent legal and regulatory matters, as set forth in the section of the Prospectus Supplement entitled "Certain Recent Legal and Regulatory Matters." The Prospectus Supplement is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

1.1 Underwriting Agreement, dated December 13, 2011, by and among Primerica, Inc., Citigroup Insurance Holding Corporation and Citigroup Global Markets Inc., as representative of the several Underwriters.

99.1 Prospectus Supplement, dated December 13, 2011.

**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: December 14, 2011

**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 December 13, 2011, by and among Primerica, Inc., Citigroup Insurance Holding Corporation and Citigroup Global Markets Inc., as representative of the several Underwriters.

99.1 Prospectus Supplement, dated December 13, 2011.

"2">(3)This sale from the Walton Family Holdings Trust was executed in multiple trades at prices ranging from \$70.89 to \$71.68, inclusive. The price reported above reflects the weighted average sale price. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and prices at which the transaction was effected.(4)This sale from the Walton Family Holdings Trust was executed in multiple trades at prices ranging from \$71.11 to \$71.65, inclusive. The price reported above reflects the weighted average sale price. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and prices at which the transaction was effected.(5)The reporting person is a co-trustee of the Walton Family Holdings Trust, the entity that owns 162,963,205 shares of Common Stock. The reporting person disclaims beneficial ownership of the reported securities held by such Trust except to the extent of her pecuniary interest therein.(6)The reporting person is a member of Walton Enterprises, LLC, the entity that owns 1,415,891,131 shares of Common Stock. The reporting person disclaims beneficial ownership of the reported securities held by such LLC except to the extent of her pecuniary interest therein.

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.