

Primerica, Inc.  
Form 8-K  
April 12, 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): April 12, 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 No.)

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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 2.02 Results of Operations and Financial Condition.**

The information in the section of the Preliminary Prospectus Supplement (as defined in Item 8.01 of this Current Report below) entitled Summary Recent Developments is incorporated herein by reference.

**Item 8.01 Other Events.**

On April 12, 2011, Primerica, Inc. ( Primerica ) filed with the Securities and Exchange Commission a Preliminary Prospectus Supplement to its effective shelf registration statement on Form S-3 (File No. 333-173271) (the Preliminary Prospectus Supplement ) pursuant to Rule 424 under the Securities Act of 1933, as amended, relating to a proposed public offering of 12,000,000 shares of Primerica common stock owned by Citigroup Insurance Holding Corporation. The Preliminary Prospectus Supplement contains certain supplemental and revised disclosure regarding Primerica s business, including recent developments and risk factors, principally that set forth in the section of the Preliminary Prospectus Supplement entitled Risk Factors Risks Related to Our Investments and Savings Products Business If heightened standards of conduct or more stringent licensing requirements, such as those recently proposed by the SEC and the DOL, are imposed on us or our sales representatives or selling compensation is reduced as a result of new legislation or regulations, it could have a material adverse effect on our business, financial condition and results of operations. The Preliminary Prospectus Supplement is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Preliminary Prospectus Supplement, dated April 12, 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: April 12, 2011

**PRIMERICA, INC.**

/s/ Peter W. Schneider  
Peter W. Schneider

Executive Vice President and

General Counsel

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                       |
|---------------------------|--|
| 99.1                      | Preliminary Prospectus Supplement, dated April 12, 2011. |

4