

Primerica, Inc.  
Form 8-K  
May 06, 2010

**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): May 5, 2010**

**PRIMERICA, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
  
Incorporation or Organization)

**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 2.02 Results of Operations and Financial Condition.**

On May 5, 2010, Primerica, Inc. (the Company ) announced its results of operations for the quarter ended March 31, 2010. A copy of the press release is attached hereto as Exhibit 99.1.

The information provided pursuant to this Item 2.02, including Exhibit 99.1 in Item 9.01, is furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of such section, and shall not be incorporated by reference in any filing made by the Company under the Exchange Act or the Securities Act of 1933, as amended (the Securities Act ), except to the extent expressly set forth by specific reference in any such filings.

**Use of Non-GAAP Financial Measures**

In addition to reporting financial results in accordance with U.S. generally accepted accounting principles ( GAAP ), the Company presents certain non-GAAP financial measures. Specifically, the Company presents pro forma operating revenues, pro forma operating income before income taxes, pro forma net operating income and pro forma adjusted stockholders equity. Pro forma operating revenues, pro forma operating income before income taxes and pro forma net operating income exclude the impact of realized investment gains and losses. Pro forma operating income before income taxes and pro forma net operating income also exclude the impact of the equity award transactions occurring in connection with the Company s initial public offering and the private equity sale by Citigroup Inc. of shares of Primerica common stock to funds managed by Warburg Pincus LLC. Pro forma adjusted stockholders equity excludes unrealized investment gains and losses. We exclude these items because they are considered unusual and not indicative of ongoing operations. Our definitions of these non-GAAP financial measures may differ from the definitions of similar measures used by other companies. Management uses these non-GAAP financial measures in making financial, operating and planning decisions and in evaluating the Company s performance. Furthermore, management believes that these non-GAAP financial measures may provide users with additional meaningful comparisons between current results and results of prior periods as they are expected to be reflective of our core ongoing business. These measures have limitations, and investors should not consider them in isolation or as a substitute for analysis of the Company s results as reported under GAAP.

A reconciliation of GAAP to non-GAAP financial measures is included as an attachment to the press release and has been posted online in the Investor Relations section of our website [at http://investors.primerica.com](http://investors.primerica.com).

**Item 7.01 Regulation FD Disclosure.**

On May 5, 2010, the Company posted to the Investor Relations section of its website certain supplemental financial information relating to the quarter ended March 31, 2010. A copy of the supplemental financial information is attached hereto as Exhibit 99.2.

The information provided pursuant to this Item 7.01, including Exhibit 99.2 in Item 9.01, is furnished and shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of such section, and shall not be incorporated by

reference in any filing made by the Company under the Exchange Act or the Securities Act, except to the extent expressly set forth by specific reference in any such filings.

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

*(d) Exhibits.*

99.1 Press Release dated May 5, 2010 Primerica Reports First Quarter 2010 Results

99.2 Supplemental Financial Information First Quarter 2010

**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: May 5, 2010

**PRIMERICA, INC.**

/s/ Alison S. Rand  
Alison S. Rand  
Executive Vice President and Chief

Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated May 5, 2010 Primerica Reports First Quarter 2010 Results
99.2	Supplemental Financial Information First Quarter 2010