Mason Mark Form 4/A April 05, 2010

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Number:

Expires:

January 31,
2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Mason Mark

(Print or Type Responses)

1. Name and Address of Reporting Person *

Primerica, Inc. [PRI]							(Check all applicable)						
(Last)	(First)	(Middle)	e) 3. Date of Earliest Transaction						(Check all applicable)				
3120 BRECKINRIDGE BLVD.			(Month/Day/Year) 04/01/2010						_X_ Director 10% Owner Officer (give title Other (specify below)				
(Street)				4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
DULUTH	Filed(Month/Day/Year) 04/02/2010					_X	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(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. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8		4. Securities Ad or Disposed of (Instr. 3, 4 and	(D)	d (A)	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)		
Common Stock (1)	04/01/2010			A(2)		74,999,900	A	(3)	75,000,000	I	By Citigroup Insurance Holding Corporation		
Common Stock (1)	04/01/2010			J(2)(4)		5,021,412	D	<u>(4)</u>	69,978,588	I	By Citigroup Insurance Holding Corporation		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number of		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Warrants (1)	\$ 18	04/01/2010		A(2)	4,103,100	04/01/2010	<u>(5)</u>	Common Stock	4,103,1

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mason Mark 3120 BRECKINRIDGE BLVD. X DULUTH, GA 30099

Signatures

/s/ Stacey K. Geer, attorney 04/05/2010 in fact

**Signature of Reporting Person Date

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).

The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. The Reporting Person is

- (1) the designee of Citigroup Inc. ("Citigroup") to the Issuer's Board of Directors pursuant to the Intercompany Agreement by and between Primerica, Inc. and Citigroup, the form of which was filed by the Issuer as Exhibit 10.1 to its Registration Statement on Form S-1 (No. 333-162918).
- (2) This amendment is being filed to modify the transaction codes reported on the original filing.

These securities were acquired by Citigroup Insurance Holding Corporation ("CIHC") pursuant to the Exchange and Transfer Agreement,

(3) dated March 31, 2010, between the Issuer and CIHC pursuant to which the Issuer issued to CIHC 74,999,900 shares of common stock, warrants to purchase 4,103,100 shares of common stock, and a \$300 million note in exchange for the capital stock of CIHC's subsidiaries holding the businesses that comprise the Issuer's operations.

Reporting Owners 2

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- (4) These securities were contributed to the Issuer by CIHC for no economic consideration pursuant to the Contribution Agreement, dated March 31, 2010, between CIHC and the Issuer.
- These warrants expire seven years from the Closing Date, as such term is defined in the Securities Purchase Agreement, dated February 8, (5) 2010, among CIHC, the Issuer, Warburg Pincus Private Equity X, L.P. and Warburg Pincus X Partners, L.P., which was filed by the Issuer as Exhibit 2.1 to its Registration Statement on Form S-1 (No. 333-162918).

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.