

Mason Mark
Form 4
April 02, 2010

FORM 4

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

OMB APPROVAL

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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 *
Mason Mark

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)
3120 BRECKINRIDGE BLVD.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2010

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

DULUTH, GA 30099

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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. 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 ⁽¹⁾	04/01/2010		J ⁽²⁾		74,999,900	A	<u>2</u>	75,000,000	I	By Citigroup Insurance Holding Corporation
Common Stock ⁽¹⁾	04/01/2010		S		5,021,412	D	<u>3</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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(9-02)

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

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mason Mark 3120 BRECKINRIDGE BLVD. DULUTH, GA 30099			X	

Signatures

/s/ Stacey K. Geer, attorney
in fact

04/02/2010

**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) These securities were acquired by Citigroup Insurance Holding Corporation ("CIHC") pursuant to the Exchange and Transfer Agreement, dated March 31, 2010, between the Issuer and CIHC pursuant to which the Issuer issued 74,999,900 shares of common stock to CIHC, warrants to purchase 4,103,100 shares of common stock and a \$300 million note in exchange for CIHC's transfer to the Issuer of the capital stock of CIHC's subsidiaries that held the businesses comprising the Issuer's operations.

(3)

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These securities were contributed to the Issuer by CIHC for no 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, (4) 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.