

Primerica, Inc.  
Form FWP  
July 11, 2012

Filed Pursuant to Rule 433

Registration No. 333-173271

July 11, 2012

**PRICING TERM SHEET**

**4.750% Senior Notes due 2022**

Issuer:	Primerica, Inc.
Security:	4.750% Senior Notes due 2022
Size:	\$375,000,000
Maturity Date:	July 15, 2022
Coupon:	4.750%
Interest Payment Dates:	January 15 and July 15, commencing January 15, 2013
Price to Public:	99.843%
Benchmark Treasury:	1.750% due May 15, 2022
Benchmark Treasury Yield:	1.520%
Spread to Benchmark Treasury:	+ 325 bp
Yield:	4.770%
Net Proceeds to Primerica, Inc. (before expenses):	\$371,973,750
Make-Whole Call:	T+ 50 bp
Expected Settlement Date:	July 16, 2012 (T+3)
CUSIP / ISIN:	74164MAA6 / US74164MAA62
Anticipated Ratings:	Moody s: Baa2 (stable)  S&P: A- (stable)  A.M. Best: a- (stable)
Joint Book-Running Managers:	J.P. Morgan Securities LLC  Citigroup Global Markets Inc.  Morgan Stanley & Co. LLC
Co-Managers:	Keefe, Bruyette & Woods, Inc.  SunTrust Robinson Humphrey, Inc.

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC**

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for more complete information about the issuer and this offering.

You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC collect at 1-212-834-4533; Citigroup Global Markets Inc. toll free at 1-877-858-5407; or Morgan Stanley & Co. LLC toll free at 1-866-718-1649.