

Primerica, Inc.  
Form 8-K  
May 21, 2015

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 20, 2015

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 No.)

1 Primerica Parkway

Duluth, Georgia 30099  
(Address of Principal Executive Offices)

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(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 (see General Instructions A.2. below):

- 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))
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## Item 5.07.Submission of Matters to a Vote of Security Holders.

The Company held its 2015 annual stockholders' meeting on May 20, 2015. There were 51,655,792 shares of common stock outstanding and entitled to be voted, and 47,887,188 of those shares (92.7% of the outstanding shares) were represented in person or by proxy, at the Annual Meeting. The following is a summary of the proposals that were submitted to the stockholders for approval and a tabulation of votes with respect to each proposal:

## Proposal 1 — Election of Eleven Directors

The results of the voting on the election of directors are set forth below. There were 2,528,456 broker non-votes (4.9% of the outstanding shares) for each director on this proposal.

Nominee	Votes For (% of voted shares)	Votes Withheld (% of voted shares)
John A. Addison, Jr.	45,259,398 (94.5%)	99,334 (0.2%)
Joel M. Babbit	45,258,865 (94.5%)	99,867 (0.2%)
P. George Benson	45,259,704 (94.5%)	99,028 (0.2%)
Gary L. Crittenden	45,132,750 (94.2%)	225,982 (0.5%)
Cynthia N. Day	44,898,067 (93.8%)	460,665 (1.0%)
Mark Mason	45,258,355 (94.5%)	100,377 (0.2%)
Robert F. McCullough	45,250,736 (94.5%)	107,996 (0.2%)
Beatriz R. Perez	45,249,751 (94.5%)	108,981 (0.2%)
D. Richard Williams	44,684,628 (93.3%)	674,104 (1.4%)
Glenn J. Williams	45,265,486 (94.5%)	93,246 (0.2%)
Barbara A. Yastine	45,247,737 (94.5%)	110,995 (0.2%)

Accordingly, each of the eleven nominees received a plurality of the votes cast in favor of that director's election and was elected.

## Proposal 2 — Ratification of the Appointment of KPMG LLP as Our Independent Registered Public Accounting Firm

Votes For (% of voted shares)	Votes Against (% of voted shares)	Abstentions (% of outstanding shares)	Broker Non-Votes
47,179,909 (98.5%)	703,432 (1.5%)	3,847 (0.00%)	n/a

Accordingly, at least a majority of votes cast on the ratification of auditors were in favor of the proposal and the appointment of KPMG LLP as independent registered public accounting firm for the fiscal year ending December 31, 2015 was ratified.

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.

Dated: May 21, 2015      PRIMERICA, INC.

By: /s/ Stacey K. Geer  
Stacey K. Geer

Executive Vice  
President, Chief  
Governance Officer  
and Deputy General  
Counsel