

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>YOWAN DAVID L.</u> (Last) (First) (Middle) 13865 SUNRISE VALLEY DRIVE (Street) HERNDON VA 20171 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NAVIENT CORP [NAVI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 06/04/2026	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	06/04/2026		A		36,235.221 ⁽¹⁾	A	\$0	407,919.051 ⁽²⁾⁽³⁾	D	
Common Stock	06/04/2026		F		14,676 ⁽⁴⁾	D	\$7.77	393,243.051	D	
Common Stock	06/04/2026		M		107,363.314	A	⁽⁵⁾	500,606.365	D	
Common Stock	06/04/2026		F		43,482.142 ⁽⁶⁾	D	\$7.77	457,124.223	D	
Common Stock	06/04/2026		D		63,881.172	D	\$7.77	393,243.051	D	
Common Stock	06/04/2026		A		18,018 ⁽⁷⁾	A	\$7.77	411,261.051	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	⁽⁵⁾	06/04/2026		M			107,363.314	⁽⁵⁾	⁽⁵⁾	Common Stock	107,363.314 ⁽⁸⁾	⁽⁵⁾	0	D	

Explanation of Responses:

- This transaction represents performance stock units ("PSUs") awarded under the Navient Corporation 2024 Omnibus Incentive Plan (the "Plan"). Each PSU represents the right to receive one share of Navient Corporation ("Navient") common stock and is settled solely through the delivery of shares of Navient common stock. A specified percentage of the target award vests and settles based on the achievement of performance conditions over a 3-year performance period ending on the final day of 2027. The first tranche (15%) of PSUs reported (23,121.30) vested on an accelerated basis upon the reporting person's satisfaction of the applicable performance and service conditions and an additional 1,035,514 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights ("DERs"). The number of PSUs reported (36,235.221) reflects an above-target payout equal to 150% of the target award (24,156.814 inclusive of DERs) related to the 2025 legacy expense goal.
- The reporting person's common stock beneficial ownership balance reflects the forfeiture of PSUs (158,835 PSUs and 19,432.355 DERs), which that were previously voluntarily reported on Form 4, because Navient failed to meet the threshold level established for the PSUs granted for the 2023 - 2025 performance period, as reported in Navient's 2026 Proxy Statement on Form DEF 14A.
- DERs (3,548.752) issued on RSUs are included in the reporting person's common stock beneficial ownership balance. Each DER is the economic equivalent of one share of Navient common stock.
- In connection with this settlement, 14,676 shares were withheld by Navient (as approved by the Navient Compensation and Human Resources Committee) to satisfy the reporting person's tax withholding obligations.
- As previously reported, on July 7, 2025, the reporting person was awarded cash restricted stock units ("Cash RSUs") under the Plan. The Cash RSUs are settled solely in cash and do not represent the right to receive shares of Navient common stock. The Cash RSUs vested in full on June 4, 2026, upon termination of the reporting person's employment by the Company for a reason other than Cause, in accordance with the terms of the applicable award agreement, resulting in payment of the earned amount. Payment is subject to applicable tax withholding obligations. DERs accrue with respect to the Cash RSUs and are payable in cash upon settlement.
- In connection with this settlement, 43,482.142 shares were withheld by Navient (as approved by the Navient Compensation and Human Resources Committee) to satisfy the reporting person's tax withholding obligations.
- Represents a grant of restricted stock to Mr. Yowan in respect of his role as a non-employee director (effective June 5, 2025) under the Plan. The restrictions lift on a quarterly basis subject to continued active service on the Navient Board of Directors as follows: 25% on the grant date (June 4, 2026); 25% on August 1, 2026; 25% on November 1, 2026; and 25% on February 1, 2027.
- DERs accrue on the reporting person's Cash RSUs when and as dividends are paid on Navient common stock and vest along with the Cash RSUs on which they accrued. The reporting person has received 4,602.314 DERs relating to their July 7, 2025, grant of Cash RSUs, all of which vested on June 4, 2026, and are included in the reporting person's common stock holding balance. Each DER converts into one share of Navient common stock on the date of vesting, and the reporting person receives the cash value thereof in lieu of the delivery of stock. Each DER is the economic equivalent of one share of Navient common stock.

/s/ Matthew Sheldon (POA) for
David Yowan 06/05/2026

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.