

**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 24, 2018

Navient Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36228
(Commission
File Number)

46-4054283
(I.R.S. Employer
Identification No.)

123 Justison Street, Wilmington, Delaware
(Address of principal executive offices)

19801
(Zip Code)

Registrant's telephone number, including area code: (302) 283-8000

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 8.01 OTHER EVENTS

On May 24, 2018, Navient Corporation (the "Company") issued a news release entitled "Navient Reelects Board at Annual Shareholder Meeting" a copy of which is furnished herewith as Exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	News Release dated May 24, 2018

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.

NAVIENT CORPORATION

Date: May 25, 2018

By: /s/ Mark L. Heleen
Mark L. Heleen
Chief Legal Officer



NEWS RELEASE

For immediate release

Navient reelects board at annual shareholder meeting *Board recognizes 21-year service of director Diane Suitt Gilleland*

WILMINGTON, Del., May 24, 2018— Navient today held its [2018 Annual Meeting of Shareholders](#) in Wilmington, Del. Shareholders voted to reelect the nine nominees to serve as directors for one-year terms.

The [directors](#) are Chairman Bill Diefenderfer III, Anna Escobedo Cabral, Katherine Lehman, Linda Mills, Jack Remondi, Jane Thompson, Laura Unger, Barry Williams and David Yowan.

Director Diane Suitt Gilleland retired at the annual meeting. Gilleland has served on the board since 1997, appointed by U.S. President Bill Clinton when the company was a government-sponsored enterprise. Since then, she has been integral to the [company's transformation](#), including privatization in 2004 and the creation of Navient in 2014. Her distinguished career in higher education also includes leadership positions at the Arkansas Department of Higher Education, the American Council on Education, the Institute for Higher Education Policy and the Illinois Board of Higher Education. She is currently an adjunct professor at the University of Arkansas in Little Rock.

“For more than two decades Diane has provided invaluable leadership for our company and the industry,” said Jack Remondi, president and CEO, Navient. “Her experience in higher education and dedication to helping Americans navigate an ever-changing federal student loan program has greatly distinguished our company.”

“Diane is a pioneer on the frontier of higher education finance,” added William Diefenderfer, chairman of the board. “She has great experience and expertise, and an incredible heart for helping people on a path to financial success.”

John Adams Jr. also completed his term with the board. He has served on the board since November 2014.

Today, five of the nine directors are women, representing 55 percent of the company's board. The company has attracted nationwide recognition for gender parity on its board from [2020 Women on Boards](#), the [Women's Forum of New York](#), [The Forum of Executive Women](#) and the [New York Stock Exchange Governance Services](#).

Shareholders voted in accordance with the recommendations of the company's board of directors on each of the four proposals at the meeting. Represented by proxy or present in person at the meeting were 92 percent of the company's total shares outstanding.

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About Navient

Navient (Nasdaq: NAVI) is a leading provider of asset management and business processing solutions for education, health care and government clients at the federal, state and local levels. The company helps its clients and millions of Americans achieve financial success through services and support. Headquartered in Wilmington, Delaware, Navient also employs team members in western New York, northeastern Pennsylvania, Indiana, Tennessee, Texas, Virginia, Wisconsin, California and other locations. Learn more at [navient.com](#).

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