

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

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

<p>1. Name and Address of Reporting Person*</p> <p><u>YOWAN DAVID L.</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>13865 SUNRISE VALLEY DRIVE</p> <hr/> <p>(Street)</p> <p>HERNDON VA 20171</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>NAVIENT CORP [NAVI]</u></p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;">President & CEO</p>
<p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>07/03/2024</p>		<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>		
<p>Rule 10b5-1(c) Transaction Indication</p> <p><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.</p>		

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	07/03/2024		A		166,435 ⁽¹⁾	A	\$14.42	475,304.2543 ⁽²⁾	D	
Common Stock	07/03/2024		A		110,957 ⁽³⁾	A	\$14.42	586,216.2543	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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents a grant of common stock to the reporting person in the form of performance stock units ("PSUs") to be settled solely by delivery of shares of Navient common stock. The first 50% will vest on the first anniversary of the grant date (July 3, 2025) and 50% on December 31, 2025. The service and performance conditions shall be approved by the Navient Corporation Compensation and Human Resources Committee (the "Committee") and shall be set forth in the form of PSU award agreement approved by the Committee.
- Dividend equivalent rights (2,416.254 units) issued on previously unvested restricted stock are included in the reporting person's common stock holding balance. Each dividend equivalent right is the economic equivalent of one share of Navient Corporation (the "Company") common stock.
- Represents a grant of common stock to the reporting person in the form of restricted stock units ("RSUs") pursuant to the Navient Corporation 2024 Omnibus Incentive Plan (the "Plan"). The RSUs will be settled solely by delivery of shares of the Company's common stock and vest 50% on the first anniversary of the grant date (July 3, 2025) and 50% on December 31, 2025.

/s/ Elizabeth Han (POA) for 07/08/2024
 David Yowan

** 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.