UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): September 24, 2026

Navient Corporation

(Exact name of registrant as specified in its charter)

Delaware	001-36228	46-4054283
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

13865 Sunrise Valley Drive, Herndon, Virginia	20171
(Address of principal executive offices)	(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 (see General Instruction 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value $.01 per share	**NAVI**	**The Nasdaq Global Select Market**
6% Senior Notes due December 15, 2043	**JSM**	**The Nasdaq Global Select Market**
Preferred Stock Purchase Rights	**None**	**The Nasdaq Global Select Market**

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On September 24, 2026, the Board of Directors (the "Board") of Navient Corporation (the "Company"), upon the recommendation of the Company's Nominations and Governance Committee, unanimously appointed Diane E. Offereins to the Board effective September 24, 2026. The Board has affirmatively determined that Ms. Offereins meets the qualifications of an independent director under Nasdaq Rule 5605(a)(2) and the Company's Corporate Governance Guidelines. Navient is not aware of any transactions with Ms. Offereins that would require disclosure under Item 404(a) of Regulation S-K. Ms. Offereins will serve on the Company's Audit Committee and its Compensation and Human Resources Committee.

As a non-employee director, Ms. Offereins will participate in the Company's compensation program for non-employee directors as described under the caption "Director Compensation" in Navient's 2026 Proxy Statement filed with the Securities and Exchange Commission.

The information contained in, or incorporated into, Item 8.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

ITEM 8.01 OTHER MATTERS

On September 25, 2026, the Company issued a news release announcing the appointment of Diane E. Offereins to its Board of Directors effective September 24, 2026. A copy of the news release is furnished herewith as Exhibit 99.1.

9.01. Financial Statements and Exhibits.

Exhibit No.	Exhibit
99.1	News Release Dated September 24, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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

By:	/s/ Matthew Sheldon
Name:	Matthew Sheldon
Title:	Senior Vice President & General Counsel

Date: September 25, 2026

Exhibit 99.1

NEWS RELEASE
For immediate release

Navient names Diane Offereins as new board member

HERNDON, Va., September 25, 2026—Navient (Nasdaq: NAVI) has appointed Diane Offereins, a well-respected executive with over 35 years of experience in financial services, to the Navient board of directors, effective September 24, 2026.

"We are excited to have Diane join the Navient board and believe she is an excellent addition with her many years of experience in the financial services industry and expertise in executive compensation, information technology and cybersecurity," said Edward Bramson, CEO and chair of the Navient board of directors.

Offereins is currently serving on the boards of Lendbuzz, Flywire and Brighthouse Financial following over 24 years with Discover Financial Services where she served as Global Chief Information Officer and completing her career as Executive Vice President, Payment Services. She graduated with a BBA in accounting from Loyola University in New Orleans.

This appointment comes after the retirement of a board member in June 2026.

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About Navient
Navient (Nasdaq: NAVI) creates long-term value for customers and investors with responsible lending, flexible refinancing, trusted servicing oversight, and decades of education finance and portfolio management expertise. Through our Earnest business, we help customers confidently achieve financial success through digital financial services. Our employees thrive in a culture of belonging, where they are supported and proud to deliver meaningful outcomes. Learn more on Navient.com.

Contact:
Media: Cate Fitzgerald, 703-831-6347, catherine.fitzgerald@navient.com
Investors: Micah Andrews, 571-415-5413, micah.andrews@navient.com
Roger Yankoupe, 571-592-8569, roger.yankoupe@navient.com

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