

**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): May 23, 2019**

**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.

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common stock, par value \$.01 per share</b>	<b>NAVI</b>	<b>The Nasdaq Global Select Market</b>
<b>6% Senior Notes due December 15, 2043</b>	<b>JSM</b>	<b>The Nasdaq Global Select Market</b>

**ITEM 8.01. OTHER EVENTS**

On May 23, 2019, Navient Corporation (the “Company”) issued a news release announcing that its board of directors has elected Linda Mills its chair effective June 6, 2019, when the Company holds its annual meeting of shareholders.

The information contained in, or incorporated into, this 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 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

Exhibit No.	Exhibit
<a href="#">99.1</a>	News Release: Navient Appoints Linda Mills as Chair

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**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**  
(Registrant)

Date: May 23, 2019

By: /s/ Mark L. Heleen

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Mark L. Heleen  
Chief Legal Officer

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## NEWS RELEASE

For immediate release

### Navient appoints Linda Mills as chair

**WILMINGTON, Del., May 23, 2019**— Navient (Nasdaq: NAVI), a leading education loan management and business processing services company, today announced that Linda Mills was elected chair of its board of directors effective June 6, 2019, when Navient holds its annual meeting of shareholders.

“Our board will continue to focus on accelerating Navient’s positive momentum in creating value for all of our stakeholders,” Mills said. “Ultimately, when we help our customers succeed, our employees and shareholders also are successful.”

William M. Diefenderfer III, Navient’s current chairman, announced in early May that he would not stand for election at the 2019 annual meeting.

“Bill built a cohesive, skilled board with the right experience and talent, and he valued diverse perspectives,” Mills said. “Under his leadership, Navient was launched and remains focused on enhancing the success of our customers.”

“Bill’s leadership has been critical to Navient’s success and I thank him for his dedication to the organization and our mission,” said Jack Remondi, CEO of Navient. “Linda has brought valuable perspectives and leadership experience to our board and I look forward to working with her in this new capacity.”

Mills, who joined the board in 2014, is president of Cadore Group LLC, a management and technology consulting company. Previously, she was corporate vice president of operations for Northrop Grumman, a leading global security provider of advanced solutions for defense, intelligence, civil agency and commercial customers. At Northrop Grumman, she was responsible for driving effective operations to maximize performance, innovation and affordability.

In addition to Navient, Mills serves on the board of directors of American International Group, Inc. (AIG). She also serves on the board of the Smithsonian National Air and Space Museum and the board of visitors for the University of Illinois College of Engineering.

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### About Navient

Navient (Nasdaq: NAVI) is a leader in education loan management and business processing solutions for education, healthcare 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 and other locations. Learn more at [navient.com](http://navient.com).

### Contact:

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