

**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 29, 2020

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
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

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

On June 2, 2020, Navient Corporation (the "Company"), (NASDAQ: NAVI) announced that its Chief Financial Officer and Principal Accounting Officer, Christian Lown, resigned on May 29, 2020 to accept a new career opportunity.

Ted Morris will serve as Acting Chief Financial Officer and Principal Accounting Officer effective immediately. He will report to Jack Remondi, the Company's President and CEO. Mr. Morris, age 48, has served as the Company's Controller since 2014. The terms of Mr. Morris's compensation have not yet been determined. In accordance with Instruction 2 of Item 5.02 of Form 8-K, the Company will amend this Current Report on Form 8-K within four business days after such information is determined or becomes available.

ITEM 7.01 Regulation FD Disclosure.

On June 2, 2020, the Company issued a press release announcing the matters set forth above. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. A copy of the press release is also available on the Company's website at www.navient.com.

The information in Item 7.01 of this Current Report on Form 8-K is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of such section or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.

Exhibit No.	Exhibit
99.1	Press Release dated June 2, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: June 2, 2020

By: /s/ Mark L. Heleen

Mark L. Heleen
Chief Legal Officer



NEWS RELEASE

For immediate release

Navient announces CFO changes

WILMINGTON, Del., June 2, 2020—Navient (Nasdaq: NAVI), a leader in education loan management and business processing solutions, announced that its Chief Financial Officer, Christian Lown, has resigned to accept a new career opportunity.

Ted Morris will serve as acting CFO, effective immediately. Mr. Morris joined the company in 2003 and has served as Navient's controller since 2014.

"Navient has unquestionably benefited from Chris's contributions across our enterprise," said Jack Remondi, president and CEO. "He has helped to build a stronger, more resilient company, and we wish him well in his new endeavors."

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About Navient

Navient (Nasdaq: NAVI) is a leading provider of education loan management and business processing solutions for education, healthcare, and government clients at the federal, state, and local levels. We help our clients and millions of Americans achieve success through technology-enabled financing, services, and support. Learn more at Navient.com.

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