

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>HELEEN MARK L</u>  (Last) (First) (Middle) 13865 SUNRISE VALLEY DRIVE  (Street) HERNDON VA 20171  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NAVIENT CORP [ NAVI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, CLO &amp; Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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								11,210.2435 <sup>(1)</sup>	I	By 401(k)
Common Stock	02/04/2024		F		4,551 <sup>(2)</sup>	D	\$16.18	381,025.9317 <sup>(3)</sup>	D	
Common Stock	02/04/2024		F		3,924 <sup>(4)</sup>	D	\$16.18	377,101.9317	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)
				Code	V		(A)	(D)					

**Explanation of Responses:**

- Between January 31, 2024, and February 2, 2024, the reporting person acquired 5,2383 share equivalents of Navient common stock under the Navient 401(k) Savings Plan. The information in this report is based on the reporting person's actual account balance as of February 2, 2024.
- As previously reported, on February 4, 2021, the reporting person was granted 30,487 restricted stock unit ("RSUs") under the Navient Corporation 2014 Omnibus Incentive Plan (the "Plan") representing the right to receive shares of Navient Corporation ("Navient") common stock in the future, which vest in one-third increments on each of the first, second and third anniversaries of the grant date. On February 4, 2024, 9,731 shares of such RSUs were settled and an additional 1,167,2001 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 4,551 shares were withheld by Navient, as approved by the Navient Compensation and Human Resources Committee (the "Committee"), to satisfy the reporting person's tax withholding obligations.
- Reflects the disposition of 0.2001 shares settled in cash upon the delivery of the related dividend equivalent rights, in accordance with the terms of the Plan.
- As previously reported, on February 4, 2022, the reporting person was granted 27,216 RSUs under the Plan representing the right to receive shares of Navient common stock in the future, which vest in one-third increments on each of the first, second and third anniversaries of the grant date. On February 4, 2024, 8,688 shares of such RSUs were settled and an additional 708 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 3,924 shares were withheld by Navient, as approved by the Committee, to satisfy the reporting person's tax withholding obligations.

/s/ Elizabeth Han (POA) for Mark Heleen 02/05/2024

\*\* 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.

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