

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 & Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2024</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								11,218.9951 ⁽¹⁾	I	By 401(k)
Common Stock	02/09/2024		A		26,250 ⁽²⁾	A	\$0	400,241.9317	D	
Common Stock	02/09/2024		A		29,803 ⁽³⁾	A	\$0	430,044.9317	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)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Between February 6, 2024, and February 9, 2024, the reporting person acquired 15,300 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 9, 2024.
- Represents a grant of common stock to the reporting person in the form of restricted stock units ("RSUs") pursuant to the Navient Corporation 2014 Omnibus Incentive Plan (the "Plan"). The RSUs will be settled solely by delivery of shares of Navient Corporation ("Navient") common stock and vest in one-third increments on each of the first, second and third anniversaries of the grant date.
- 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. A specified percentage of this target award will vest and be settled based upon the satisfaction of certain performance conditions over a three-year performance period ending on the final day of fiscal year 2026. The performance conditions shall be approved by the Navient Compensation and Human Resources Committee (the "Committee") in connection with Navient's 2024 Long-Term Incentive Program and shall be set forth in the form of PSU award agreement approved by the Committee.

/s/ Elizabeth Han (POA) for 02/13/2024
Mark Heleen

** 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.