

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): June 7, 2022

**Navient Corporation**

(Exact name of registrant as specified in its charter)

|                                                                                              |                                                 |                                                              |
|----------------------------------------------------------------------------------------------|-------------------------------------------------|--------------------------------------------------------------|
| <u>Delaware</u><br>(State or other jurisdiction<br>of incorporation)                         | <u>001-36228</u><br>(Commission<br>File Number) | <u>46-4054283</u><br>(I.R.S. Employer<br>Identification No.) |
| <u>123 Justison Street, Wilmington, Delaware</u><br>(Address of principal executive offices) |                                                 | <u>19801</u><br>(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 5.07 Submission of Matters to a Vote of Security Holders**

On June 2, 2022, Navient held its 2022 Annual Meeting of Shareholders (the "Annual Meeting"). As of the close of business on April 14, 2022, the record date for the Annual Meeting, 147,890,491 shares of common stock, par value \$.01 per share, were outstanding and entitled to vote. At the Annual Meeting, 137,455,32, shares, or approximately 92.9%, of the outstanding shares of common stock entitled to vote were represented in person or by proxy. At the Annual Meeting, the following proposals were submitted to a vote of the Company's shareholders, with the voting results indicated below:

**Proposal 1 – Election of Directors.** The Company's shareholders elected the following 10 directors to hold office until the 2023 Annual Meeting of Shareholders and until their successors have been duly elected or appointed:

|                      | <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|----------------------|-------------|----------------|----------------|-------------------------|
| Frederick Arnold     | 111,253,992 | 13,921,372     | 79,098         | 12,200,859              |
| Edward J. Bramson    | 124,572,787 | 600,599        | 81,076         | 12,200,859              |
| Anna Escobedo Cabral | 111,696,564 | 13,484,526     | 73,372         | 12,200,859              |

|                   |             |            |        |            |
|-------------------|-------------|------------|--------|------------|
| Larry A. Klane    | 111,674,127 | 13,501,697 | 78,638 | 12,200,859 |
| Michael A. Lawson | 114,790,393 | 10,384,883 | 79,186 | 12,200,859 |
| Linda A. Mills    | 111,562,990 | 13,631,228 | 60,244 | 12,200,859 |
| John F. Remondi   | 111,696,596 | 13,495,326 | 62,540 | 12,200,859 |
| Jane J. Thompson  | 111,336,860 | 13,845,206 | 72,396 | 12,200,859 |
| Laura S. Unger    | 106,062,424 | 19,117,835 | 74,203 | 12,200,859 |
| David L. Yowan    | 111,696,681 | 13,478,531 | 79,250 | 12,200,859 |

**Proposal 2 – Ratification of the Appointment of KPMG LLP.** The Company’s shareholders ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2022, as follows:

|  | <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|--|-------------|----------------|----------------|
|  | 133,980,736 | 3,379,475      | 95,110         |

**Proposal 3 – Advisory Vote on Executive Compensation.** The Company’s shareholders approved, by an advisory vote, the compensation of its named executive officers, as follows:

|  | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|--|-------------|----------------|----------------|-------------------------|
|  | 123,346,550 | 1,660,045      | 247,867        | 12,200,859              |

**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 7, 2022

By: /s/ Mark L. Heleen  
Mark L. Heleen  
Chief Legal Officer