
**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): December 9, 2014

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.)

300 Continental Drive, Newark, Delaware
(Address of principal executive offices)

19713
(Zip Code)

Registrant's telephone number, including area code: (302) 283-8000

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

On December 9, 2014, based upon the recommendation of the Nominations and Governance Committee of the Board of Directors (the "Board") of Navient Corporation (the "Company"), the Board unanimously (i) increased the maximum size of the Board from 12 to 13 and (ii) approved the appointment of Anna Escobedo Cabral as a director to fill the resulting vacancy on the Board, effective immediately. Prior to the appointment, the Board determined that Ms. Cabral is independent for purposes of the listing standards of the NASDAQ Global Select Market and the Company's Corporate Governance Guidelines. As of the date of her appointment, the Board had not determined on which committees Ms. Cabral would serve.

On December 10, 2014, effective immediately, the Board appointed Ms. Cabral to its Audit Committee and its Finance and Operations Committee. The Board has previously determined that Ms. Cabral satisfies all applicable requirements to serve on the Committees to which she has been appointed, including without limitation the applicable requirements of the listing standards of the NASDAQ Global Select Market, the Company's Corporate Governance Guidelines, and the Securities Exchange Act of 1934, as amended.

Ms. Cabral, age 55, currently serves as Senior Principal Advisor, External Relations at the Inter-American Development Bank in Washington, D.C. where she serves as the principal liaison between the bank's top management, the United States Congress and other countries' Parliaments. Previously, Ms. Lehman served as the Treasurer of the United States from 2004 to 2009, the Director of the Smithsonian Institution's Center for Latino Initiatives and the President and Chief Executive Officer of the Hispanic Association on Corporate Responsibility from 1999-2003.

Ms. Cabral will be compensated for her board service in accordance with the standard compensation practices for non-employee directors, which are more fully described in the "Director Compensation" section of the Company's Registration Statement on Form 10, as amended, filed with Securities and Exchange Commission on April 10, 2014 and declared effective on April 14, 2014.

There are no arrangements or understandings between Ms. Cabral and any other person pursuant to which she was selected to serve as a director of the Company, nor is she a participant in any related party transaction required to be reported pursuant to Item 404(a) of Regulation S-K.

The Company issued a press release regarding the appointment of Ms. Cabral to the Board, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1*	Press Release of Navient Corporation, dated as of December 11, 2014

* Filed herewith.

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: December 11, 2014

By: /s/ Mark L. Heleen

Mark L. Heleen

Senior Vice President, Senior Deputy General Counsel
and Secretary

EXHIBIT INDEX

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NEWS RELEASE

For immediate release

Navient appoints former U.S. Treasurer Anna Escobedo Cabral to its Board of Directors

NEWARK, Del., Dec. 11, 2014 — Navient, the nation’s leading loan management, servicing and asset recovery company, announced the appointment of Anna Escobedo Cabral to its Board of Directors.

“We welcome Anna Cabral to our board, and will benefit from her extensive public affairs, corporate social responsibility and financial literacy experience,” said William Diefenderfer, chairman of the board. “As the first in her family to attend college and a leader who rose to senior political ranks, Anna gives voice to our commitment to helping our customers navigate the path to success.”

Cabral served as Treasurer of the United States of America from 2004 to 2009. In this role, she oversaw the Bureau of Engraving and Printing and the U.S. Mint. In addition, she led the Treasury’s community development and public outreach efforts, including financial education initiatives designed to increase financial literacy and remove barriers to Americans’ success. In 2009, Cabral became senior advisor for external relations at the Inter-American Development Bank. Previously, she served as director of the Smithsonian Institution’s Center for Latino Initiatives and CEO of the Hispanic Association of Corporate Responsibility. Cabral is a second-generation Mexican-American, whose parents labored in the fields of Southern California. She earned a bachelor’s degree from the University of California, Davis; a Master of Public Administration from Harvard University; and a law degree from George Mason University. She serves as chair of the Financial Services Roundtable Retirement Security Council and is a member of MANA, a national Latina organization.

The newest board appointment completes a strategic governance plan to support the company’s future direction following its successful launch as an independent company last spring.

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About Navient

As the nation’s leading loan management, servicing and asset recovery company, Navient (NASDAQ: NAVI) helps customers navigate the path to financial success. Servicing more than \$300 billion in student loans, the company supports the educational and economic achievements of more than 12 million Americans. A growing number of government and higher education clients rely on Navient for proven solutions to meet their financial goals. Learn more at navient.com. Created from the strategic separation of Sallie Mae, Navient began trading on NASDAQ as an independent company on May 1, 2014.

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