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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**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 11, 2014**

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**Navient Corporation**

(Exact name of registrant as specified in its charter)

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**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)

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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 8.01 Other Events.**

On December 11, 2014, the board of directors (the "Board") of Navient Corporation (the "Company") approved a stock repurchase program under which it is authorized to purchase up to \$1.0 billion of its outstanding shares of common stock. The authorization for the share repurchase program is effective January 1, 2015, and the program does not have an expiration date.

A copy of the Company's press release announcing the share repurchase program 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 15, 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 15, 2014

By: /s/ Mark L. Heleen

Mark L. Heleen

Senior Vice President, Senior Deputy General Counsel  
and Secretary

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99.1*	Press Release of Navient Corporation, dated as of December 15, 2014

\* Filed herewith.

**NEWS RELEASE**

For immediate release

**Navient announces \$1 billion share repurchase program**

**NEWARK, Del., Dec. 15, 2014** — Navient (Nasdaq: NAVI), the nation's leading loan management, servicing and asset recovery company, announced today that its Board of Directors approved a new share repurchase program for up to \$1.0 billion of the company's outstanding common stock. Effective Jan. 1, 2015, the share repurchase authorization permits the company to repurchase shares from time to time through a combination of open market repurchases, privately negotiated transactions, or accelerated share repurchase transactions. The program does not have an expiration date. The previous \$400 million authorization announced by the company on May 22, 2014, was recently completed on Nov. 26, 2014.

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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](http://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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**Contact:**Media: Patricia Nash Christel, 302-283-4076, [patricia.christel@navient.com](mailto:patricia.christel@navient.com)Investors: Joe Fisher, 302-283-4075, [joe.fisher@navient.com](mailto:joe.fisher@navient.com)

Customers: 888-272-5543