

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>HAUBER STEPHEN M</u> <hr/> (Last) (First) (Middle) 13865 SUNRISE VALLEY DRIVE <hr/> (Street) HERNDON VA 20171 <hr/> (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, Chief Risk&amp;Compliance Off</u>
3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2024</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	02/04/2024		F		3,748 <sup>(1)</sup>	D	\$16.18	235,682.46 <sup>(2)(3)(4)</sup>	D	
Common Stock	02/04/2024		F		3,175 <sup>(5)</sup>	D	\$16.18	232,507.46	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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- As previously reported, on February 4, 2021, the reporting person was granted 20,325 restricted stock units ("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, 6,775 shares of such RSUs were settled and an additional 810,2423 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 3,748 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 0.2423 shares settled in cash upon the delivery of the related dividend equivalent rights, in accordance with the terms of the Plan.
- The reporting person's common stock balance includes 469 shares acquired under the Navient Corporation Employee Stock Purchase Plan.
- Dividend equivalent rights 3,659.2814 issued on RSUs are included in the reporting person's common stock holding balance. Each dividend equivalent right is the economic equivalent of one share of Navient Corporation common stock.
- As previously reported, on February 4, 2022, the reporting person was granted 19,781 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, 6,594 shares of such RSUs were settled and an additional 537 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 3,175 shares were withheld by Navient, as approved by the Committee, to satisfy the reporting person's tax withholding obligations.

/s/ Elizabeth Han (POA) for 02/05/2024  
Stephen M. Hauber

\*\* 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.