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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 12)\*

**NAVIENT CORP**

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(Name of Issuer)

**Common Stock, par value \$0.01 per share**

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(Title of Class of Securities)

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(CUSIP Number)

**EDWARD BRAMSON**  
**SHERBORNE INVESTORS MANAGEMENT LP, 135 East 57th Street**  
**New York, NY, 10022**  
**212-735-1000**

**STEPHEN WELKER**  
**SHERBORNE INVESTORS MANAGEMENT LP, 135 East 57th Street**  
**New York, NY, 10022**  
**212-735-1000**

**KENNETH MANTEL, ESQ.**  
**OLSHAN FROME WOLOSKY LLP, 1325 Avenue of the Americas**  
**New York, NY, 10019**  
**212-451-2300**

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)  
**04/16/2026**

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(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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## SCHEDULE 13D

### CUSIP No.

1 Name of reporting person  
Sherborne Investors Management LP  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 AF  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

6 Citizenship or place of organization  
DELAWARE

7 Sole Voting Power  
0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

8 Shared Voting Power  
29,449,997.00

9 Sole Dispositive Power  
0.00

10 Shared Dispositive Power  
29,449,997.00

11 Aggregate amount beneficially owned by each reporting person  
29,449,997.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13   
Percent of class represented by amount in Row (11)  
31.3 %

14 Type of Reporting Person (See Instructions)  
PN

## SCHEDULE 13D

### CUSIP No.

1 Name of reporting person  
Sherborne Strategic Fund F, LLC  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 WC  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 DELAWARE

7 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With: 0.00  
8 Shared Voting Power  
29,449,997.00  
9 Sole Dispositive Power  
0.00  
10 Shared Dispositive Power  
29,449,997.00

11 Aggregate amount beneficially owned by each reporting person  
29,449,997.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13   
Percent of class represented by amount in Row (11)  
31.3 %

14 Type of Reporting Person (See Instructions)  
OO

## SCHEDULE 13D

### CUSIP No.

1 Name of reporting person  
Sherborne Investors Master GP, LLC  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 AF  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With: Sole Voting Power  
7 0.00

Owned by Each Reporting Person With:	8	Shared Voting Power
		29,449,997.00
		Sole Dispositive Power
	9	0.00
		Shared Dispositive Power
	10	29,449,997.00
		Aggregate amount beneficially owned by each reporting person
11		29,449,997.00
12		Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
		<input type="checkbox"/>
13		Percent of class represented by amount in Row (11)
		31.3 %
14		Type of Reporting Person (See Instructions)
		OO

## SCHEDULE 13D

### CUSIP No.

1	Name of reporting person
	Sherborne Investors LP
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	DELAWARE
	Sole Voting Power
	7
	0.00
	Shared Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	8
	29,449,997.00
	Sole Dispositive Power
	9
	0.00
	Shared Dispositive Power
	10
	29,449,997.00
	Aggregate amount beneficially owned by each reporting person
11	29,449,997.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

Percent of class represented by amount in Row (11)  
 13 31.3 %  
 Type of Reporting Person (See Instructions)  
 14 PN

**SCHEDULE 13D**

**CUSIP No.**

1 Name of reporting person  
 Sherborne Investors GP, LLC  
 Check the appropriate box if a member of a Group (See Instructions)  
 2  (a)  
 (b)  
 3 SEC use only  
 Source of funds (See Instructions)  
 4 AF  
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)  
 5   
 6 Citizenship or place of organization  
 DELAWARE  
 Sole Voting Power  
 7 0.00  
 Number of Shares Beneficially Owned by Each Reporting Person With:  
 Shared Voting Power  
 8 29,449,997.00  
 Sole Dispositive Power  
 9 0.00  
 Shared Dispositive Power  
 10 29,449,997.00  
 Aggregate amount beneficially owned by each reporting person  
 11 29,449,997.00  
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)  
 12   
 Percent of class represented by amount in Row (11)  
 13 31.3 %  
 Type of Reporting Person (See Instructions)  
 14 OO

**SCHEDULE 13D**

**CUSIP No.**

1 Name of reporting person  
Sherborne Investors Management GP, LLC  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 AF  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

6 Citizenship or place of organization  
DELAWARE

7	Sole Voting Power	0.00
8	Shared Voting Power	29,449,997.00
9	Sole Dispositive Power	0.00
10	Shared Dispositive Power	29,449,997.00

11 Aggregate amount beneficially owned by each reporting person  
29,449,997.00  
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

13 Percent of class represented by amount in Row (11)  
31.3 %

14 Type of Reporting Person (See Instructions)  
OO

**SCHEDULE 13D**

**CUSIP No.**

1 Name of reporting person  
BRAMSON EDWARD J  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4

OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

UNITED STATES

Sole Voting Power

7

0.00

Number of Shares

Shared Voting Power

Beneficially 8

Owned by

29,449,997.00

Each

Sole Dispositive Power

Reporting 9

Person

0.00

With:

Shared Dispositive Power

10

29,449,997.00

Aggregate amount beneficially owned by each reporting person

11

29,449,997.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

31.3 %

Type of Reporting Person (See Instructions)

14

IN

### SCHEDULE 13D

#### CUSIP No.

Name of reporting person

1

Welker Stephen

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

UNITED STATES

Sole Voting Power

7

0.00

Number of Shares

Beneficially

Owned by

8

Shared Voting Power

Each

Reporting Person With: 29,449,997.00  
Sole Dispositive Power  
9  
0.00  
Shared Dispositive Power  
10  
29,449,997.00

Aggregate amount beneficially owned by each reporting person

11  
29,449,997.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12  
  
Percent of class represented by amount in Row (11)

13  
31.3 %

Type of Reporting Person (See Instructions)

14  
IN

## SCHEDULE 13D

### Item 1. Security and Issuer

Title of Class of Securities:

(a)  
Common Stock, par value \$0.01 per share

Name of Issuer:

(b)  
NAVIENT CORP

Address of Issuer's Principal Executive Offices:

(c)  
13865 SUNRISE VALLEY DRIVE, HERNDON, VIRGINIA , 20171.

**Item 1** The following constitutes Amendment No. 12 to the Schedule 13D filed by the undersigned ("Amendment No. 12").  
**Comment:** This Amendment No. 12 is being filed to reflect a change in beneficial ownership solely as a result of a decrease in the number of outstanding Shares as reported in the Issuer's Definitive Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission on April 16 2026, and not as a result of an acquisition of Shares by the Reporting Persons.

### Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following: On April 8, 2026, the Issuer announced that it had appointed Edward Bramson as its President and Chief Executive Officer, effective on June 5, 2026. Mr. Bramson currently serves as the Chair of the Board of Directors.

### Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated to read as follows: A. SSFF As of the date hereof, SSFF beneficially owned 29,449,997 Shares. Percentage: Approximately 31.3% B. Sherborne Master Sherborne Master, as the managing member of SSFF, may be deemed the beneficial owner of the 29,449,997 Shares owned by SSFF. Percentage: Approximately 31.3% C. Sherborne Investors LP Sherborne Investors LP, as the sole member of Sherborne Master, may be deemed the beneficial owner of the 29,449,997 Shares owned by SSFF. Percentage: Approximately 31.3% D. Sherborne Investors Management Sherborne Investors Management, as the investment manager of SSFF, may be deemed the beneficial owner of the 29,449,997 Shares owned by SSFF. Percentage: Approximately 31.3% E. Sherborne GP Sherborne GP, as the general partner of Sherborne Investors LP, may be deemed the beneficial owner of the 29,449,997 Shares owned by SSFF. Percentage: Approximately 31.3% F. Sherborne Management GP Sherborne Management GP, as the general partner of Sherborne Investors Management, may be deemed the beneficial owner of the 29,449,997 Shares owned by SSFF. Percentage: Approximately 31.3% G. Messrs. Bramson and Welker Each of Messrs. Bramson and Welker, as a managing director of each of Sherborne GP and Sherborne Management GP, may be deemed the beneficial owner of the 29,449,997 Shares owned by SSFF. Percentage: Approximately 31.3%

(a)  
(b) A. SSFF 1. Sole power to vote or direct vote: 0 2. Shared power to vote or direct vote: 29,449,997 3. Sole power to dispose or direct the disposition: 0 4. Shared power to dispose or direct the disposition: 29,449,997 B. Sherborne Master 1. Sole power to vote or direct vote: 0 2. Shared power to vote or direct vote: 29,449,997 3. Sole power to dispose or direct the disposition: 0 4. Shared power to dispose or direct the disposition: 29,449,997 C. Sherborne Investors LP 1. Sole power to vote or direct vote: 0 2. Shared power to vote or direct vote: 29,449,997 3. Sole power

to dispose or direct the disposition: 0 4. Shared power to dispose or direct the disposition: 29,449,997 D. Sherborne Investors Management 1. Sole power to vote or direct vote: 0 2. Shared power to vote or direct vote: 29,449,997 3. Sole power to dispose or direct the disposition: 0 4. Shared power to dispose or direct the disposition: 29,449,997 E. Sherborne GP 1. Sole power to vote or direct vote: 0 2. Shared power to vote or direct vote: 29,449,997 3. Sole power to dispose or direct the disposition: 0 4. Shared power to dispose or direct the disposition: 29,449,997 F. Sherborne Management GP 1. Sole power to vote or direct vote: 0 2. Shared power to vote or direct vote: 29,449,997 3. Sole power to dispose or direct the disposition: 0 4. Shared power to dispose or direct the disposition: 29,449,997 G. Messrs. Bramson and Welker 1. Sole power to vote or direct vote: 0 2. Shared power to vote or direct vote: 29,449,997 3. Sole power to dispose or direct the disposition: 0 4. Shared power to dispose or direct the disposition: 29,449,997

- (c) A. SSFF SSFF has not entered into any transactions in the Shares in the past 60 days. B. Sherborne Master Sherborne Master has not entered into any transactions in the Shares in the past 60 days. C. Sherborne Investors LP Sherborne Investors LP has not entered into any transactions in the Shares in the past 60 days. D. Sherborne Investors Management Sherborne Investors Management has not entered into any transactions in the Shares in the past 60 days. E. Sherborne GP Sherborne GP has not entered into any transactions in the Shares in the past 60 days. F. Sherborne Management GP Sherborne Management GP has not entered into any transactions in the Shares in the past 60 days. G. Messrs. Bramson and Welker Messrs. Bramson and Welker have not entered into any transactions in the Shares in the past 60 days.

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

#### Sherborne Investors Management LP

Signature: /s/ Stephen Welker  
Name/Title: Stephen Welker, Managing Director  
Date: 04/17/2026

#### Sherborne Strategic Fund F, LLC

Signature: /s/ Stephen Welker  
Name/Title: Stephen Welker, Managing Director  
Date: 04/17/2026

#### Sherborne Investors Master GP, LLC

Signature: /s/ Stephen Welker  
Name/Title: Stephen Welker, Managing Director  
Date: 04/17/2026

#### Sherborne Investors LP

Signature: /s/ Stephen Welker  
Name/Title: Stephen Welker, Managing Director  
Date: 04/17/2026

#### Sherborne Investors GP, LLC

Signature: /s/ Stephen Welker  
Name/Title: Stephen Welker, Managing Director  
Date: 04/17/2026

#### Sherborne Investors Management GP, LLC

Signature: /s/ Stephen Welker  
Name/Title: Stephen Welker, Managing Director  
Date: 04/17/2026

#### BRAMSON EDWARD J

Signature: /s/ Edward J Bramson  
Name/Title: Edward J Bramson  
Date: 04/17/2026

Welker Stephen

Signature: /s/ Stephen Welker

Name/Title: Stephen Welker

Date: 04/17/2026