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| <b>OMB APPROVAL</b>                          |           |
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**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*<br><u>HELEEN MARK L</u><br><br>(Last) (First) (Middle)<br>123 S. JUSTISON STREET<br>SUITE 300<br><br>(Street)<br>WILMINGTON DE 19801<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NAVIENT CORP [ NAVI ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>EVP, CLO &amp; Secretary</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/04/2022              |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                    | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                       |

**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                    | 02/04/2022                           |  | A                              |   | 27,216 <sup>(1)</sup>   | A          | \$0     | 367,804.699 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 02/04/2022                           |  | A                              |   | 29,938 <sup>(3)</sup>   | A          | \$0     | 397,742.699   | D  |   |
| Common Stock                    | 02/04/2022                           |  | F                              |   | 2,974 <sup>(4)</sup>  | D          | \$17.82 | 394,768.699   | D  |   |
| Common Stock                    | 02/05/2022                           |  | F                              |   | 3,648 <sup>(5)</sup>  | D          | \$17.82 | 391,119.7432 <sup>(6)</sup>   | D  |   |
| Common Stock                    | 02/06/2022                           |  | F                              |   | 2,818 <sup>(7)</sup>  | D          | \$17.82 | 388,301.7432  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 9,873.5909 <sup>(8)</sup>   | I  | By 401(k)   |

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----|---|--|--|---|--|
|  |  |                                      |  | Code                           | V |  | (A)  | (D) |   |  |  |   |  |

**Explanation of Responses:**

- Represents a grant of common stock to the reporting person in the form of restricted stock units ("RSUs") pursuant to the Navient Corporation 2014 Omnibus Incentive Plan (the "Plan"). The RSUs will be settled solely by delivery of shares of Navient Corporation ("Navient") common stock and vest in one-third increments on each of the first, second and third anniversaries of the grant date.
- Dividend equivalent rights (1,225.7349) issued on RSUs and PSUs are included in the reporting person's common stock holding balance. Each dividend equivalent right is the economic equivalent of one share of Navient common stock.
- Represents a grant of common stock to the reporting person in the form of performance stock units ("PSUs") to be settled solely by delivery of shares of the Company's common stock. Upon vesting, a specified percentage of this target award will vest and be settled based upon the satisfaction of certain performance conditions over a three-year performance period ending on the final day of fiscal year 2024. The performance conditions shall be approved by the Committee in connection with the Company's 2022 Long-Term Incentive Program and shall be set forth in the form of PSU award agreement approved by the Navient Compensation and Personnel Committee (the "Committee").
- As previously reported, on February 4, 2021, the reporting person was granted 30,487 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, 2022, 9,732 shares of such RSUs were settled and an additional 344 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 2,974 shares were withheld by Navient, as approved by the Committee, to satisfy the reporting person's tax withholding obligations.
- As previously reported, on February 5, 2019, the reporting person was granted 32,779 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 5, 2022, 10,463 shares of such RSUs were settled and an additional 1,896,955 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 3,648 shares were withheld by Navient, as approved by the Committee, to satisfy the reporting person's tax withholding obligations.
- Reflects the disposition of 0.9558 shares settled in cash upon the delivery of the related dividend equivalent rights, in accordance with the terms of the Plan.
- As previously reported, on February 6, 2019, the reporting person was granted 26,595 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 6, 2022, 8,489 shares of such RSUs were settled and an additional 1,057 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 2,818 shares were withheld by Navient, as approved by the Committee, to satisfy the reporting person's tax withholding obligations.
- Between December 6, 2021, and February 4, 2022, the reporting person acquired 99.5385 share equivalents of Navient common stock under the Navient 401(k) Savings Plan. The information in this report is based on the reporting person's actual account balance as of February 4, 2022.

/s/ Kurt T. Slawson (POA) for 02/08/2022  
Mark L. Heleen

\*\* 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.

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