

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): April 4, 2024

**Navient Corporation**

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-36228</u> (Commission File Number)	<u>46-4054283</u> (I.R.S. Employer Identification No.)
<u>13865 Sunrise Valley Drive, Herndon, Virginia</u> (Address of principal executive offices)		<u>20171</u> (Zip Code)

Registrant's telephone number, including area code (703) 810-3000

Not Applicable

(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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common stock, par value \$.01 per share</b>	<b>NAVI</b>	<b>The Nasdaq Global Select Market</b>
<b>6% Senior Notes due December 15, 2043</b>	<b>JSM</b>	<b>The Nasdaq Global Select Market</b>
<b>Preferred Stock Purchase Rights</b>	<b>None</b>	<b>The Nasdaq Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

On April 4, 2024, Laura S. Unger, formally notified the Board of Directors (the "Board") of Navient Corporation (the "Company") that she would not be standing for reelection to the Board at the Company's Annual Meeting of Shareholders on May 23, 2024 (the "Annual Meeting"), as disclosed in the Company's definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on April 11, 2024. She will continue to serve as a director until the Annual Meeting. Ms. Unger's resignation was not the result of any dispute or disagreement with the Company or the Company's Board on any matter relating to the operations, policies or practices of the Company. Rather, after almost a decade of service on the Company's Board, Ms. Unger believed that the timing of her resignation was appropriate and in the best interest of the Company's shareholders as the Company works to implement its strategic actions.

**SIGNATURE**

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

By: /s/ Mark L. Heleen

Name: Mark L. Heleen

Title: Chief Legal Officer

Date: April 16, 2024