

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 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): March 30, 2017

**Navient Corporation**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36228**  
(Commission  
File Number)

**46-4054283**  
(I.R.S. Employer  
Identification No.)

**123 Justison Street, Wilmington, Delaware**  
(Address of principal executive offices)

**19801**  
(Zip Code)

Registrant's telephone number, including area code: (302) 283-8000

**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:

- 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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On March 30, 2017, based upon the recommendation of the Nominations and Governance Committee of the Board of Directors (the "Board") of Navient Corporation (the "Company"), the Board unanimously approved the appointment of David L. Yowan as a director filling an existing vacancy on the Board, effective immediately. Mr. Yowan will serve for an initial term ending at the Company's 2017 Annual Meeting of Stockholders. The Board has determined that Mr. Yowan will serve on the Audit Committee, and the Finance and Operations Committee.

On April 4, 2017, the Company issued a press release announcing Mr. Yowan's appointment to the Board. A copy of the press release is furnished as Exhibit 99.1 hereto.

The Board has affirmatively determined that Mr. Yowan meets the qualifications of an independent director under Nasdaq Rule 5605(a)(2) and the Company's Corporate Governance Guidelines. Navient is not aware of any transactions with Mr. Yowan that would require disclosure under Item 404(a) of Regulation S-K. As a non-employee director, Mr. Yowan will participate in Navient's compensation program for non-employee directors as described under the caption "Director Compensation" in Navient's Proxy Statement filed with the Securities and Exchange Commission.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

99.1\* Press Release, dated April 4, 2017

**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: April 4, 2017

By: /s/ Mark L. Heleen  
Mark L. Heleen  
Chief Legal Officer

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**EXHIBIT INDEX**

99.1\*

Press Release, dated April 4, 2017

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For immediate release

**Navient appoints David Yowan to Board of Directors**

**WILMINGTON, Del., April 4, 2017**—Navient, a leading asset management and business processing solutions company, today announced the appointment of David L. Yowan to its Board of Directors.

“David Yowan’s extensive background in corporate finance, consumer financial products, and processing services, makes him a significant asset to our board,” said William Diefenderfer, chairman of the board. “We welcome Dave as we continue to move Navient forward and deliver on our mission of providing solutions that enhance the financial success of our customers.”

Yowan is executive vice president and corporate treasurer for American Express. As corporate treasurer, he led a significant transformation of the company’s funding profile from a wholesale-funded institution to one with more diversified funding sources.

At American Express, Yowan successfully launched deposit-taking activities, which have attracted more than \$50 billion in balances including an online deposit business that has generated over \$30 billion in consumer deposits.

Prior to joining American Express in 1999, Yowan worked for Citicorp for more than 10 years. He earned a bachelor’s in economics from the College of William & Mary and a Master of Management from Northwestern University.

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**About Navient**

Navient (Nasdaq:NAVI) is a Fortune 500 company that provides asset management and business processing solutions to education, healthcare, and government clients at the federal, state, and local levels. The company helps its clients and millions of Americans achieve financial success through services and support. Headquartered in Wilmington, Del., Navient employs team members in western New York, northeastern Pennsylvania, Indiana, Tennessee, Texas, Virginia, and other locations. Learn more at [navient.com](http://navient.com).

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