
**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 earliest event reported): November 19, 2014 (November 13, 2014)

NAVIENT CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of formation)

001-36228
(Commission
File Number)

46-4054283
(I.R.S. employer
Identification No.)

300 Continental Drive
Newark, Delaware
(Address of registrant's principal executive offices)

19713
(Zip code)

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

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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On November 14, 2014, Navient Corporation and certain of its subsidiaries (collectively, the “Corporation”) entered into a \$10 billion asset-backed commercial paper facility (the “Facility”) with a bank group and arranged by Wells Fargo Bank, National Association. In connection with the foregoing, the Corporation paid fees of approximately \$5 million. The usage fee for the Facility is 0.65 percent over the applicable funding rate. The Facility is scheduled to mature in November 2017. The Facility will be used in part to finance the acquisition by the Corporation of federally guaranteed student loan portfolios, including approximately \$8.5 billion of such loans from Wells Fargo Bank, National Association announced by the Corporation on November 13, 2014.

On November 13, 2014, the Corporation issued a press release announcing that it had entered into the acquisition agreement with Wells Fargo Bank, National Association. A copy of the press release is attached hereto as Exhibit 99.1.

On November 17, 2014, the Corporation issued a press release announcing that it had entered into the Facility. A copy of the press release is attached hereto as Exhibit 99.2.

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
99.1	November 13, 2014 press release of the Corporation
99.2	November 17, 2014 press release of the Corporation

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
(REGISTRANT)

Dated: November 19, 2014

By: /s/ Mark L. Heleen

Name: Mark L. Heleen

Title: Secretary

NAVIENT CORPORATION

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CURRENT REPORT

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NEWS RELEASE

For immediate release

Navient to acquire \$8.5 billion in federal student loans from Wells Fargo

NEWARK, Del., Nov. 13, 2014 —Navient (Nasdaq: NAVI), the nation's leading loan management, servicing and asset recovery company, and Wells Fargo & Company (NYSE: WFC) today announced that they have reached agreement for Navient to purchase a portfolio of federally guaranteed student loans from Wells Fargo totaling \$8.5 billion in principal balance.

"We're delighted to offer our deep expertise to benefit more than half a million new customers," said Jack Remondi, president and CEO, Navient. "We're also pleased to deliver on a key business objective to leverage our servicing scale and grow our portfolio. As the new name in student loan servicing, Navient is committed to working in close partnership with Wells Fargo to implement best practices that ensure an easy transition and support customer success."

Navient is the largest servicer of federal and private education loans and, with this transaction, will service more than \$310 billion in student loans. Navient anticipates converting a majority of the purchased loans to its servicing platform in 2015. Rates, terms, and benefits will remain unchanged. In the coming months, customers will receive personalized communications to ensure a smooth transition.

The purchase consists of whole loans originated under the Federal Family Education Loan Program (FFELP) before it ended in 2010. The acquisition is expected to close in a series of transactions, substantially all of which will be completed in the fourth quarter 2014, subject to customary closing conditions. The acquisition will be financed in part by a new asset-backed commercial paper facility arranged by Wells Fargo Bank N.A.

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About Navient

As the nation's leading loan management, servicing and asset recovery company, Navient (Nasdaq: NAVI) helps customers navigate the path to financial success. Servicing more than \$300 billion in student loans, the company supports the educational and economic achievements of more than 12 million Americans. A growing number of government and higher education clients rely on Navient for proven solutions to meet their financial goals. Created from the strategic separation of Sallie Mae, Navient began trading on Nasdaq as an independent company on May 1, 2014. Learn more at navient.com.

Contact:Media: Patricia Nash Christel, 302-283-4076, patricia.christel@navient.comInvestors: Joe Fisher, 302-283-4075, joe.fisher@navient.com

Customers: 888-272-5543

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NEWS RELEASE

For immediate release

Navient closes \$10 billion financing facility

NEWARK, Del., Nov. 17, 2014—Navient (Nasdaq: NAVI) today announced the closing of a new \$10 billion student loan asset-backed commercial paper financing facility. The conduit matures in November 2017, and was supported by Wells Fargo Bank, National Association; JPMorgan Chase Bank, N.A.; and Royal Bank of Canada; and arranged by Wells Fargo Bank N.A. The facility will finance the acquisition of federally guaranteed student loan portfolios, including a portion of the \$8.5 billion transaction announced last week, as well as provide additional liquidity to the company.

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About Navient

As the nation's leading loan management, servicing and asset recovery company, Navient (Nasdaq: NAVI) helps customers navigate the path to financial success. Servicing nearly \$300 billion in student loans, the company supports the educational and economic achievements of more than 12 million Americans. A growing number of government and higher education clients rely on Navient for proven solutions to meet their financial goals. Learn more at navient.com. Created from the strategic separation of Sallie Mae, Navient began trading on NASDAQ as an independent company on May 1, 2014.

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