

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Amendment No. 2)*
Under the Securities Exchange Act of 1934

Navient Corp.

(Name of Issuer)

Common Stock

(Titles of Class of Securities)

63938C108

(CUSIP Number)

December 31, 2021

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out of a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in 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, as amended (the "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*).

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Cantor Fitzgerald Europe	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United Kingdom	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 12,613,424
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER See row 5 above
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See row 5 above	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.8%	
12	TYPE OF REPORTING PERSON FI	

- Item 1(a). Name of Issuer:**
Navient Corp.
- Item 1(b). Address of Issuer's Principal Executive Offices:**
123 Justison Street, Suite 300
Wilmington, DE 19801
- Item 2(a). Name of Person Filing:**
Cantor Fitzgerald Europe
- Item 2(b). Address of Principal Business Office or, if none, Residence:**
5 Churchill Place
London E14 5HU
United Kingdom
- Item 2(c). Citizenship:**
United Kingdom
- Item 2(d). Titles of Classes of Securities:**
Common Stock
- Item 2(e). CUSIP Number:**
63938C108
- Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c),
Check Whether the Person Filing is a(n):**
- (a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78o).
 - (b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
 - (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
 - (f) Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
 - (g) Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
 - (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
 - (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
 - (j) Non-U.S. institution, in accordance with § 240.13d-1(b)(1)(ii)(J).
 - (k) Group in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:
Foreign broker dealer

Item 4. Ownership

The responses to Items 5-11 of the cover pages of this Schedule 13G are incorporated herein by reference.

As of December 31, 2021, the Reporting Person may be deemed to beneficially own an aggregate of 12,613,424 shares of Common Stock ("Common Stock") of Navient Corp. (the "Issuer"), representing 7.8% of the Issuer's outstanding Common Stock.

The percentage of the Common Stock held by the Reporting Person is based on 161,172,372 shares of Common Stock outstanding as of September 30, 2021 as reported in the Issuer's Form 10-Q dated September 30, 2021 filed with the Securities and Exchange Commission on October 27, 2021.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below the undersigned certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

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

Dated: February 14, 2022

CANTOR FITZGERALD EUROPE

By: /s/ Charles Hastie

Name: Charles Hastie

Title: Authorized Signatory

[Schedule 13G/A Amendment 2 – Navient Corp. – February 2022]
