

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>HELEEN MARK L</u> (Last) (First) (Middle) 13865 SUNRISE VALLEY DRIVE (Street) HERNDON VA 20171 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NAVIENT CORP [NAVI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, CLO & Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	02/28/2024		F		7,414 ⁽¹⁾⁽²⁾	D	\$15.75	403,611.4226 ⁽³⁾⁽⁴⁾	D	
Common Stock								11,469.1746 ⁽⁵⁾	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 performance stock units ("PSUs") awarded to the reporting person under the Navient Corporation 2014 Omnibus Incentive Plan and previously reported on February 4, 2021. Each PSU represents the right to receive one share of Navient Corporation ("Navient") common stock in the future, which target amount vests at a specified percentage and is settled based upon achieving certain performance conditions over a three-year performance period ending on the final day of fiscal year 2023. On January 26, 2024, the Compensation and Human Resources Committee approved the achievement of the 2021-2023 PSUs at 46.36% of target resulting in the settling on February 28, 2024, of 14,683.1392 shares of such PSUs and an additional 1,754.4984 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights.
- In connection with this settlement, 7,414 shares were withheld by Navient (as approved by the Navient Compensation and Human Resources Committee) to satisfy the reporting person's tax withholding obligations.
- Reflects the disposition of 0.6376 shares settled in cash upon the delivery of the related dividend equivalent rights, in accordance with the terms of the 2014 Navient Corporation Omnibus Incentive Plan.
- The reporting person's common stock balance reflects the forfeiture of 19,018.8715 PSUs from the reporting person's beneficial ownership because the Company failed to meet the threshold performance level established for the PSUs granted for the 2021 - 2023 performance period.
- Between February 9, 2024, and February 28, 2024, the reporting person acquired 250.1795 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 28, 2024.

/s/ Elizabeth Han (POA) for 03/01/2024
Mark 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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