

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): June 4, 2026

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

(IRS Employer Identification No.)

13865 Sunrise Valley Drive, Herndon, Virginia

(Address of principal executive offices)

20171

(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
Common stock, par value \$.01 per share	NAVI	The Nasdaq Global Select Market
6% Senior Notes due December 15, 2043	JSM	The Nasdaq Global Select Market
Preferred Stock Purchase Rights	None	The Nasdaq Global Select Market

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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On June 4, 2026, Navient Corporation (the “Company”) held its 2026 Annual Meeting of Shareholders (the “Annual Meeting”). As of the close of business on April 6, 2026, the record date for the Annual Meeting, 93,989,417 shares of common stock, par value \$.01 per share, were outstanding and entitled to vote. At the Annual Meeting, 87,236,916 shares, or approximately 92.81% of the outstanding shares of common stock entitled to vote were represented in person or by proxy. At the Annual Meeting, the following proposals were submitted to a vote of the Company’s shareholders, with the voting results indicated below:

Proposal 1 – Election of Directors. The Company’s shareholders elected the following 6 directors to hold office until the 2026 Annual Meeting of Shareholders and until their successors have been duly elected or appointed:

	For	Against	Abstain	Broker Non-Votes
Frederick Arnold	77,332,537	2,106,762	236,963	7,560,654
Edward J. Bramson	77,892,680	1,539,840	243,742	7,560,654
Anna Escobedo Cabral	77,596,632	1,843,978	235,652	7,560,654
Larry A. Klane	74,867,296	4,571,774	237,192	7,560,654
Michael A. Lawson	77,008,298	2,424,725	243,239	7,560,654
David L. Yowan	78,173,784	1,266,180	236,298	7,560,654

Proposal 2 – Ratification of the Appointment of KPMG LLP. The Company’s shareholders ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2026, as follows:

For	Against	Abstain
86,200,408	711,805	324,703

Proposal 3 – Advisory Vote on Executive Compensation. The Company’s shareholders approved, by an advisory vote, the compensation of its named executive officers, as follows:

For	Against	Abstain	Broker Non-Votes
77,130,044	2,140,647	405,571	7,560,654

Proposal 4 – Advisory Vote on Say-on-Pay Frequency. The Company’s shareholders approved, by an advisory vote, the say-on-pay frequency, as follows

One Year	Two Years	Three Years	Abstain	Broker Non-Votes
72,975,842	58,011	6,408,948	233,461	7,560,654

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/ Matthew Sheldon

Name: Matthew Sheldon

Title: Senior Vice President & General Counsel

Date: June 5, 2026
