
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K/A

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 25, 2016

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 7.01 REGULATION FD DISCLOSURE

Navient Corporation (the “Company”) frequently provides relevant information to its investors via posting to its corporate website. On July 25, 2016, the Company filed a presentation entitled “2016 2nd Quarter Investor Deck” which presentation was also made available on the Company’s website at <https://www.navient.com/about/investors/webcasts/>. This amended Form 8-K is being furnished for the sole purpose of correcting a typographical error that appeared on page 37 of the presentation which erroneously reported the Projected FFELP Average Balance for the July-December 2016 period as \$62,556 (\$’s in millions). The corrected Projected FFELP Average Balance for the July-December 2016 period is \$89,366 (\$’s in millions).

In addition, the corrected page 37 of the presentation is being furnished herewith as Exhibit 99.1

The information contained in, or incorporated into, this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1*	Page 37 of the 2016 2 nd Quarter Investor Deck.

* Furnished herewith.

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: August 9, 2016

By: /s/ Mark L. Heleen
Mark L. Heleen
Executive Vice President, Chief Legal Officer and Secretary

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1*	Page 37 of the 2016 2 nd Quarter Investor Deck

* Furnished herewith.

FFELP Cash Flows Highly Predictable

\$'s in millions

as of 6/30/2016	Jul - Dec							
	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>
Projected FFELP Average Balance	\$89,366	\$83,945	\$76,288	\$68,655	\$61,416	\$54,248	\$47,270	\$40,546
Projected Excess Spread	\$410	\$819	\$757	\$685	\$626	\$564	\$509	\$453
Projected Servicing Revenue	<u>\$218</u>	<u>\$419</u>	<u>\$390</u>	<u>\$360</u>	<u>\$332</u>	<u>\$300</u>	<u>\$266</u>	<u>\$228</u>
Projected Total Revenue	\$629	\$1,238	\$1,147	\$1,045	\$958	\$864	\$774	\$682
	<u>2024</u>	<u>2025</u>	<u>2026</u>	<u>2027</u>	<u>2028</u>	<u>2029</u>	<u>2030</u>	<u>2031+</u>
Projected FFELP Average Balance	\$34,130	\$28,204	\$22,989	\$18,845	\$15,251	\$11,810	\$8,624	\$2,143
Projected Excess Spread	\$395	\$348	\$288	\$245	\$214	\$188	\$148	\$295
Projected Servicing Revenue	<u>\$191</u>	<u>\$152</u>	<u>\$120</u>	<u>\$95</u>	<u>\$77</u>	<u>\$60</u>	<u>\$45</u>	<u>\$83</u>
Projected Total Revenue	\$586	\$501	\$408	\$339	\$291	\$249	\$192	\$378

- Total Cash Flows from Projected Excess Spread = \$6.9 Billion
- Total Cash Flows from Projected Servicing Revenues = \$3.3 Billion

Assumptions

No Floor Income, CPR/CDR = 4%

These projections are based on internal estimates and assumptions and are subject to ongoing review and modification. These projections may prove to be incorrect.

*Numbers may not add due to rounding