Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D	.C. 20549
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STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

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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

	nd Address of NDI JOH	Reporting Person* $N F$		2. Iss <u>NA</u>	suer Na VIEN	me and	Ticker (or Trad	ling Symbol			(Check all a	pplicable) ector		Owner
(Last) 123 S. JU SUITE 3	(Fir JSTISON S	/	/liddle)	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2023					X Officer (give title Other (specify below) below) Chief Executive Officer						
(Street) WILMIN (City)	NGTON DE		9801 (ip)	4. If Amendment, Date of Original Filed (Month/Day/Year)						Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Table	I - Non-Deriva	tive	Secur	rities A	cquir	red, I	Disposed o	of, or I	Benefic	cially Ow	ned		
1. Title of Security (Instr. 3) 2. T		2. Transaction Date (Month/Day/Ye	ar) E	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 ar		d (A) or r. 3, 4 and	Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
							Code	v	Amount	(A) or (D)	Price	3 and 4)	tion(s) (Instr.	(Instr. 4)	(Instr. 4)
Common	Stock		02/04/202	3			F		24,252(1)	D	\$18.9	2 3,304	1,025.459	D	
Common	Stock		02/04/202	3			F		17,782(2)	D	\$18.9	2 3,280	5,243.459	D	
Common	Stock		02/06/202	3			A		105,708(3)	A	\$0	3,39	,951.459	D	
Common	Stock		02/06/202	3			A		163,934(4)	A	\$0	3,555	5,885.459	D	
Common	Stock		02/06/202	3			F		22,976 ⁽⁵⁾	D	\$18.9	2 3,532,	909.2989(6)	D	
Common	Stock												250	I	As custodian for child
		Tal	ole II - Derivati (e.g., pu						sposed of, s, converti				ed		
1. Title of Derivative Security (Instr. 3)	erivative Conversion Date ecurity or Exercise (Month/Day/Year) if any C		4. Transaction Code (Instr. 8) Securiti Acquire (A) or Dispose of (D) (Instr. 3, and 5)		Expiration Date (Month/Day/Year) ive sed			Amo Secu Unde Deriv	ele and unt of crities crlying vative crity (Instr d 4)	8. Price of Derivative Security (Instr. 5)		Ownersh Form: Direct (D or Indirect (I) (Instr.	Beneficial Ownership t (Instr. 4)		
	n of Respons			Code	v	(A) (E	Da D) Ex	te ercisal	Expiration Date	n Title	Amoun or Numbe of Shares	r			

Explanation of Responses:

- 1. As previously reported, on February 4, 2021, the reporting person was granted 162,601 restricted stock units ("RSUs") under the Navient Corporation 2014 Omnibus Incentive Plan (the "Plan") representing the right to receive shares of Navient Corporation ("Navient") common stock in the future, which vest in one-third increments on each of the first, second and third anniversaries of the grant date. On February 4, 2023, 51,924 shares of such RSUs were settled and an additional 4,146 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 24,252 shares were withheld by Navient, as approved by the Navient Compensation and Human Resources Committee (the "Committee"), to satisfy the reporting person's tax withholding obligations
- 2. As previously reported, on February 4, 2022, the reporting person was granted 123,456 RSUs under the Plan representing the right to receive shares of Navient common stock in the future, which vest in one-third increments on each of the first, second and third anniversaries of the grant date. On February 4, 2023, 39,424 shares of such RSUs were settled and an additional 1,690 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 17,782 shares were withheld by Navient, as approved by the Committee, to satisfy the reporting person's tax withholding obligations
- 3. Represents a grant of common stock to the reporting person in the form of restricted stock units pursuant to the Plan. The RSUs will be settled solely by delivery of shares of Navient common stock and vest in one-third increments on each of the first, second and third anniversaries of the grant date.
- 4. Represents a grant of common stock to the reporting person in the form of performance stock units ("PSUs") to be settled solely by delivery of shares of the Company's common stock. A specified percentage of this target award will vest and be settled based upon the satisfaction of certain performance conditions over a three-year performance period ending on the final day of fiscal year 2025. The performance conditions shall be approved by the Committee in connection with the Company's 2023 Long-Term Incentive Program and shall be set forth in the form of PSU award agreement approved by the Committee
- 5. As previously reported, on February 6, 2020, the reporting person was granted 141,843 RSUs under the Plan representing the right to receive shares of Navient common stock in the future, which vest in one-third increments on each of the first, second and third anniversaries of the grant date. On February 6, 2023, 45,295 shares of such RSUs were settled and an additional 7,825.1601 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 22,976 shares were withheld by Navient, as approved by the Committee, to satisfy the reporting person's tax withholding obligations
- 6. Reflects the disposition of 0.1601 shares settled in cash upon the delivery of the related dividend equivalent rights, in accordance with the terms of the Plan.

/s/ Elizabeth Han (POA) for John F. Remondi

02/07/2023

** Signature of Reporting Person

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.

Persons who respond to the collection of information contained in	n this form are not required to respond	unless the form displays a currently valid	OMB Number.