UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the registrant \boxtimes

Filed by a party other than the registrant \Box

Check the appropriate box:

- Preliminary Proxy Statement
- □ Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e) (2))
- □ Definitive Proxy Statement
- Definitive Additional Materials
- □ Soliciting Material Pursuant to Section 240.14a-1

Navient Corporation

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of filing fee (check the appropriate box):

⊠ No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

□ Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:

(4) Date Filed:

*** Exercise Your *Right* to Vote *** Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 20, 2020.

NAVIENT CORPORATION

NAVIENT. NAVENT COMPONITION ATTN: COMPONITE SECRETARY 123 JUSTISON STREET WILLINGTON, DE 19801

Me	eting Information
Meeting Type:	Annual Meeting
For holders as of:	March 23, 2020
Location: Meeting	0 Time: 8:00 AM ; live via the Internet-please visit rtualshareholdermeeting.com/NAVI2020
this year. To attend www.virtualshareholde the information that	hosting the meeting live via the Internet the meeting via the Internet please visi rmeeting.com/NAVI2020 and be sure to have is printed in the box marked by the arrow XXXXXXX (located on the following page).
You are receiving this the company named a	communication because you hold shares i bove.
hares. This communic	You cannot use this notice to vote thes ation presents only an overview of the more

shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxywote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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- Before You Vote -How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE: NOTICE AND PROXY STATEMENT FORM 10-K How to View Online: Have the information that is printed in the box marked by the arrow $\rightarrow XXXX XXXX XXXX (located on the$ following page) and visit: www.proxyvote.com How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET: www.proxyvote.com 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL*: sendmaterial@proxyvote.com * If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow \rightarrow XXXX XXXX XXXX XXXX (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 6, 2020 to facilitate timely delivery. - How To Vote -

Please Choose One of the Following Voting Methods

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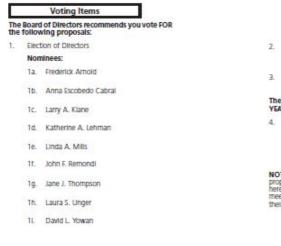
D11034-P37619

Before The Meeting:

Go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow $\rightarrow \mathbb{X} \times \mathbb{X} \times \mathbb{X} \times \mathbb{X} \times \mathbb{X} \times \mathbb{X}$ (located on the following page) available and follow the instructions.

During The Meeting:

Go to www.virtualshareholdermeeting.com/NAV12020. Have the information that is printed in the box marked by the arrow → ∑XXX XXXX XXXX (located on the following page) available and follow the instructions. Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.



D11035-P37619

- Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2020.
- Non-binding advisory vote to approve named executive officer compensation.

The Board of Directors recommends you vote ONE YEAR on the following proposal:

 Non-binding advisory vote on whether a non-binding shareholder vote to approve the compensation paid to our named executive officers should occur every one, two or three years.

NOTE: The shares represented by the proxy when properly executed will be voted in the manner directed herein. If any other matters properly come before the meeting, the person named in the proxy will vote in their discretion. D11036-P37619