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

FORM 8-K/A

**Amendment No. 1 to
CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 14, 2014

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.)

300 Continental Drive, Newark, Delaware
(Address of principal executive offices)

19713
(Zip Code)

Registrant's telephone number, including area code: (302) 283-8000

(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 19, 2014, Navient Corporation (the “Company”) filed a Current Report on Form 8-K disclosing that, effective November 14, 2014, the Company’s Board of Directors (the “Board”) had unanimously approved the appointment of John K. Adams, Katherine Lehman and Laura S. Unger as directors to fill existing vacancies on the Board, effective immediately. As of the date of that filing, the Board had not determined on which committees the new Directors would serve.

On December 10, 2014, effective immediately, the Board appointed:

- Mr. Adams to its Audit Committee and its Finance and Operations Committee;
- Ms. Lehman to its Compensation and Personnel Committee and its Finance and Operations Committee; and
- Ms. Unger to its Audit Committee and its Nominations and Governance Committee.

The Board has previously determined that each of the directors named above satisfies all applicable requirements to serve on the Committees to which he or she has been appointed, including without limitation the applicable requirements of the listing standards of the NASDAQ Global Select Market, the Company’s Corporate Governance Guidelines, and the Securities Exchange Act of 1934, as amended.

After giving effect to the foregoing Committee appointments and to the appointment of Anna Escobedo Cabral as a member of the Audit Committee and the Finance and Operations Committee as reported in that certain Current Report on Form 8-K dated December 9, 2014, filed concurrently herewith, membership of the Committees of the Board is as set forth below:

Executive Committee

William Diefenderfer, Chair
Jack F. Remondi
Anne Torre Bates
Barry Munitz
Steve Shapiro
Barry Williams

Audit Committee

Ann Torre Bates, Chair
Laura S. Unger, Vice Chair
John K. Adams, Jr.
Anna Escobedo Cabral
Diane Suitt Gilleland
Jane J. Thompson

Finance and Operations Committee

Barry L. Williams, Chair
John K. Adams, Jr.
Anna Escobedo Cabral
Katherine A. Lehman
Linda Mills
Jane J. Thompson

Compensation and Personnel Committee

Steven Shapiro, Chair
Linda Mills, Vice Chair
Katherine A. Lehman
Barry Munitz
Barry L. Williams

Nominations and Governance Committee

Barry Munitz, Chair
Ann Torre Bates, Vice Chair
Diane Suitt Gilleland
Steven Shapiro
Laura S. Unger

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.

Date: December 11, 2014

NAVIENT CORPORATION

By: /s/ Mark L. Heleen
Mark L. Heleen
Senior Vice President,
Senior Deputy General Counsel and Secretary