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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 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): October 4, 2017

**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))

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.

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## ITEM 8.01 Other Events

On October 4, 2017, Navient Corporation (the “Company”) issued a press release announcing the acquisition of Earnest Inc., a leading financial technology company. The news release announcing the acquisition is being furnished herewith as Exhibit 99.1. Additionally, on October 4, 2017, a presentation entitled “Navient to Acquire Earnest” was made available on the Company’s website at <https://www.navient.com/about/investors/webcasts/>. The presentation is also being furnished herewith as Exhibit 99.2.

The information contained in, or incorporated into, this Item 8.01, including Exhibit 99.1 and Exhibit 99.2 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*	News Release dated October 4, 2017
99.2*	Navient to Acquire Earnest Investor Deck

\* Furnished herewith

## Cautionary Note on Forward-Looking Statements

Statements in this report that are not historical facts, including statements about the Company’s beliefs, opinions or expectations and statements that assume or are dependent upon future events, are forward-looking statements and often contain words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “see,” “will,” “would,” or “target.” Forward-looking statements are subject to risks, uncertainties, assumptions and other factors that may cause actual results to be materially different from those reflected in such forward-looking statements. For Navient, these factors include, among others, the risks and uncertainties associated with increases in financing costs or the availability of financing; limits on our liquidity resulting from disruptions in the capital markets or other factors; unanticipated increases in costs associated with compliance with laws and regulations; changes in the marketplaces in which we compete (including changes in demand or changes resulting from new laws and regulations); changes in accounting standards pertaining to loan loss reserves and estimates or other accounting standards that may impact our operations; adverse outcomes in any significant litigation to which the Company is a party; credit risk associated with the Company’s exposure to third parties, including counterparties to the Company’s hedging transactions. The Company could also be affected by, among other things: unanticipated deferrals in our FFELP securitization trusts that would delay repayment of the bonds beyond their legal final maturity date; reductions in our credit ratings, the credit ratings of asset-backed securitizations we sponsor or the credit ratings of the United States of America; failures of our operating systems or infrastructure or those of third-party vendors; risks related to cybersecurity including the potential disruption of our systems or potential disclosure of confidential customer information; damage to our reputation resulting from the politicization of student loan servicing; changes in law and regulations with respect to the student lending business and financial institutions generally; delays or errors in converting portfolio acquisitions to our servicing platform; increased competition from banks and other consumer lenders who are not subject to the same level of regulation, the creditworthiness of our customers; changes in the general interest rate environment, including the relationship between the relevant money-market index rate and the rate at which our assets are priced; changes in general economic conditions and the other factors that are described in the “Risk Factors” section of Navient’s Annual Report on Form 10-K and in its future reports filed with the Securities and Exchange Commission. The preparation of the Company’s consolidated financial statements also requires management to make certain estimates and assumptions including estimates and assumptions about future events. These estimates or assumptions may prove to be incorrect and actual results could differ materially. All forward-looking statements contained in this release are qualified by these cautionary statements and are made only as of the date of this release. The Company does not undertake any obligation to update or revise these forward-looking statements except as required by law.

**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: October 4, 2017

By: /s/ Mark L. Heleen

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Mark L. Heleen  
Chief Legal Officer

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## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
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<a href="#">99.2*</a>	<a href="#">Navient to Acquire Earnest Investor Deck</a>

\*Furnished herewith

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## Navient announces agreement to acquire Earnest, a leading financial technology and education finance company

**WILMINGTON, Del., Oct. 4, 2017** – Navient, a leading provider of asset management and business processing solutions, announced it has entered into an agreement to acquire Earnest, a leading financial technology and education finance company.

“Combining Earnest’s best-in-class data science, digital marketing, and technology with Navient’s industry and capital markets experience create an exciting platform to deliver value for consumers and investors,” said Jack Remondi, president and CEO, Navient. “Together, we will create and deliver consumer-centric education credit products for the digital age.”

“I am proud to share the momentous news that Earnest is joining the Navient family of companies,” said Louis Beryl, cofounder and CEO, Earnest. “By pairing Earnest’s capabilities and technology with Navient’s reach and resources, we can affect change at incredible scale.”

Founded in 2013, Earnest serves financially responsible, digitally native consumers who have been underserved by traditional banks. The company is expected to originate nearly \$1 billion in student loan refinancing loans in 2017.

As part of Navient, Earnest will continue as a distinct brand and will be led by its current management team, including founders Louis Beryl and Ben Hutchinson. Earnest clients will continue to enjoy the same customer service, rates, terms, and benefits.

Under the terms of the agreement, Navient will acquire Earnest for \$155 million in cash. Effective October 4, 2017, Navient will suspend its remaining share repurchase program through year end 2018 to allocate capital towards growing the education lending business and building book value. The company’s annual dividend of \$0.64 per share is unchanged. Closing of the transaction is expected in the fourth quarter of 2017, subject to customary closing conditions. An investor presentation will be filed with the SEC and made available at [Navient.com/investors](http://Navient.com/investors). In addition, executives will further comment at the previously announced [third quarter earnings](#) call on Oct. 18.

J.P. Morgan Securities LLC acted as financial advisor to Navient. Barclays acted as financial advisor to Earnest.

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**Navient** (Nasdaq: NAVI) is a leading provider of asset management and business processing solutions for education, healthcare, and government clients at the federal, state, and local levels. The company helps its clients and millions of Americans achieve financial success through services and support. Headquartered in Wilmington, Delaware, Navient employs team members in western New York, northeastern Pennsylvania, Indiana, Tennessee, Texas, Virginia, and other locations. Learn more at [navient.com](http://navient.com).

**Earnest** is a technology company using data science, smarter design, and exceptional service to rebuild financial services. Founded in 2013 on the belief that financially responsible people deserve better options and access to credit, Earnest’s lending products are built for a new generation seeking to reach life’s milestones. The company’s mission is to democratize access to high-quality financial services. Learn more at [earnest.com](http://earnest.com).

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**Contact:**

Media: Patricia Nash Christel, 302-283-4076, [patricia.christel@navient.com](mailto:patricia.christel@navient.com)  
Eva Pullano, 917-599-6366, [press@earnest.com](mailto:press@earnest.com)

Investors: Joe Fisher, 302-283-4075, [joe.fisher@navient.com](mailto:joe.fisher@navient.com)

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