

**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): March 27, 2018**

**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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On March 27, 2018, John K. Adams, a member of Navient Corporation's (the "Company") Board of Directors (the "Board") and Chair of the Finance and Operations Committee, informed the Company that he would not stand for re-election to the Company's Board at the upcoming annual meeting of shareholders scheduled for May 24, 2018. Mr. Adams' decision is not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices. The Company expresses its appreciation to Mr. Adams for his service and leadership on the Board.

**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: April 2, 2018

By: /s/ Mark L. Heleen  
Mark L. Heleen  
Chief Legal Officer

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