



December 2, 2015

Navient announces cash tender offer for its 6.000% Medium Term Notes, Series A due Jan. 25, 2017

WILMINGTON, Del., Dec. 02, 2015 (GLOBE NEWSWIRE) -- Navient Corporation (Nasdaq:NAVI) ("Navient"), the nation's leading loan management, servicing and asset recovery company, today announced the commencement of a modified "Dutch Auction" tender offer (the "Offer") for a portion of its outstanding 6.000% Medium Term Notes, Series A due January 25, 2017 (the "Notes"). A summary of the offer is outlined below:

Title of Security	CUSIP Number	Principal Amount Outstanding ⁽¹⁾	Tender Cap	Early Tender Payment ⁽²⁾	Total Consideration Acceptable Range ^{(2) (3)}
6.000% Medium Term Notes, Series A due January 25, 2017	78442FEM6	\$ 1,100,000,000	\$ 350,000,000	\$ 30.00	\$1,022.50 to \$1,032.50

(1) Aggregate principal amount outstanding as of December 2, 2015.

(2) Per \$1,000 principal amount of Notes accepted for purchase and excluding accrued and unpaid interest, which will be paid in addition to the Total Consideration or the Tender Offer Consideration, as applicable.

(3) Includes the Early Tender Payment.

Navient is offering to purchase, for cash, up to \$350 million (the "Tender Cap") in aggregate principal amount of the Notes, in accordance with the modified Dutch Auction procedures, described below. As of December 2, 2015, \$1.1 billion aggregate principal amount of Notes were outstanding.

Holders must validly tender and not validly withdraw their Notes at or prior to 5:00 p.m., New York City time, on December 15, 2015, unless extended by Navient in its sole discretion (such date and time, as the same may be extended, the "Early Tender Date"), in order to be eligible to receive the Total Consideration for their Notes. The "Total Consideration" for each \$1,000 principal amount of Notes validly tendered (and not validly withdrawn) pursuant to the Offer at or prior to the Early Tender Date and which are accepted for purchase by Navient (subject to proration) pursuant to the Offer will be equal to the Clearing Price (as defined below) determined at or about such time. The Total Consideration will include an amount (the "Early Tender Payment") equal to \$30.00 for each \$1,000 principal amount of Notes accepted for purchase. Promptly following the Early Tender Date (the "Early Acceptance Date"), whether or not the Offer is fully subscribed, Navient will determine the Clearing Price and accept for payment validly tendered Notes, subject to proration and other terms and conditions of the Offer. If at the Early Tender Date, the aggregate principal amount of Notes validly tendered (and not validly withdrawn) equals or exceeds the Tender Cap, Navient reserves the right, at its option, not to accept any additional Notes tendered by Holders of Notes after the Early Tender Date. If the Offer is not fully subscribed as of the Early Tender Date, Navient intends to accept for payment on the Expiration Date any validly tendered Notes not previously accepted, subject to proration and other terms and conditions of the Offer. Such payment, if any, will be made promptly following the Expiration Date and will amount to the Tender Offer Consideration. The "Tender Offer Consideration" for each \$1,000 principal amount of Notes validly tendered pursuant to the Offer (and not validly withdrawn) after the Early Tender Date and at or prior to the Expiration Date and accepted for purchase by Navient (subject to proration) will consist of the Total Consideration (which will be equal to the Clearing Price) less the Early Tender Payment.

The Offer will expire at 12:00 midnight New York City time at the end of December 30, 2015, unless extended or earlier terminated by Navient in its sole discretion (such date and time, as the same may be extended, the "Expiration Date"). The Offer is subject to the satisfaction of certain conditions as described in the offer to purchase dated December 2, 2015 (as it may be amended or supplemented from time to time, the "Offer to Purchase") and related letter of transmittal (as it may be amended or supplemented from time to time, the "Letter of Transmittal").

The Early Tender Date and the Expiration Date may be extended in Navient's sole discretion, and Navient may terminate or withdraw the Offer and not accept for payment any Notes not theretofore accepted for payment. Notes tendered may be validly withdrawn at any time at or prior to 5:00 p.m., New York City time, on December 15, 2015, unless extended by Navient in its sole discretion (such date and time, as the same may be extended, the "Withdrawal Date"), but not thereafter, except in the limited circumstances discussed in the Offer to Purchase. The Offer is being conducted as a modified "Dutch Auction." This means that holders who elect to participate must specify the price they would be willing to receive in exchange for each \$1,000 principal amount of Notes they choose to tender in the Offer. The price that holders specify for each \$1,000 principal amount of Notes must be in increments of \$1.00, and must be within a range of \$1,022.50 (the "Minimum Offer Price") to \$1,032.50 (the

"Maximum Offer Price") per \$1,000 principal amount of Notes. Holders who do not specify a price will be deemed to have specified a price equal to the Minimum Offer Price in respect of Notes tendered and to accept the Clearing Price determined by Navient in accordance with the terms of the Offer to Purchase. Tenders of Notes for which a price is specified below the Minimum Offer Price or in excess of the Maximum Offer Price will not be accepted and will not be used for the purpose of determining the Clearing Price. Tenders of Notes not submitted in whole increments of \$1.00 will be rounded down to the nearest \$1.00 increment.

Navient, if it accepts Notes in the Offer, will accept Notes validly tendered (and not validly withdrawn) in the order of the lowest to the highest tender prices specified by tendering Holders (in increments of \$1.00), and on or prior to the Early Acceptance Date will select the single lowest price (the "Clearing Price") per \$1,000 principal amount of Notes to enable Navient to purchase the principal amount of Notes equal to the Tender Cap (or, if Notes in a principal amount less than the Tender Cap are validly tendered, all Notes so tendered). The price at which Notes were validly tendered and not validly withdrawn on or prior to the Early Tender Date (which includes the Early Tender Payment of \$30.00) will be used for the purpose of determining the Clearing Price and proration, as described below, on or prior to the Early Acceptance Date. Any Notes tendered after the Early Tender Date, and accepted for purchase by Navient on the Expiration Date, will be purchased at an amount equal to the Clearing Price less the Early Tender Payment on the Settlement Date, which will be promptly after the Expiration Date.

Navient will pay the same price (subject to adjustment, as described below) for all Notes validly tendered at or below the Clearing Price and accepted for purchase by Navient in the Offer, except the price paid for Notes validly tendered after the Early Tender Date but at or prior to the Expiration Date (and not validly withdrawn) and accepted for purchase by Navient (if any) will be reduced by the Early Tender Payment set out above.

If at the Early Tender Date the aggregate principal amount of the Notes validly tendered at or below the Clearing Price (and not validly withdrawn) exceeds the Tender Cap, then on the Early Acceptance Date, subject to the terms and conditions of the Offer, Navient, if it accepts Notes in the Offer, will accept for purchase, first, Notes validly tendered (and not validly withdrawn) at prices (in increments of \$1.00) below the Clearing Price and, thereafter, Notes validly tendered (and not validly withdrawn) at the Clearing Price on a prorated basis according to the principal amount of such Notes. All Notes not accepted on the Early Acceptance Date as a result of proration and all Notes tendered at prices in excess of the Clearing Price will be rejected from the Offer and will be returned to tendering Holders at Navient's expense promptly following the earlier of the Expiration Date or the date on which the Offer is terminated.

If the Offer is not fully subscribed as of the Early Tender Date, all Notes validly tendered at or prior to the Early Tender Date may be accepted without proration, provided the conditions to the Offer are satisfied or waived by Navient. Any Notes validly tendered after the Early Tender Date and at or prior to the Expiration Date may be accepted subject to proration in accordance with the terms of the Offer in the event that the aggregate principal amount of all Notes tendered as of the Expiration Date would exceed the Tender Cap.

Navient will make appropriate adjustments downward to the nearest \$1,000 principal amount to avoid purchases of Notes in principal amounts other than integral multiples of \$1,000. Holders whose Notes are accepted by Navient for purchase pursuant to the Offer, will also be eligible to receive accrued and unpaid interest on their Notes accepted for purchase, up to, but excluding, the date of payment of the applicable consideration.

The terms and conditions of the Offer are described in the Offer to Purchase and in the related Letter of Transmittal. Questions regarding the Offer may be directed to BofA Merrill Lynch, Liability Management Group, at 888-292-0070 (U.S. toll-free) and 980-387-3907 (collect) and Credit Suisse, Liability Management Group, at 800-820-1653 (U.S. toll-free) and 212-538-2147 (collect). Copies of the Offer to Purchase and Letter of Transmittal may be obtained from the Information Agent for the Offer, D.F. King & Co., Inc. at 866-828-9088 (U.S. toll-free) and 212-269-5550 (collect) or email navient@dfking.com.

This press release is for informational purposes only. This announcement does not constitute an offer to purchase or a solicitation of any offer to sell the Notes or any other securities or a notice of redemption. The Offer is being made solely by the Offer to Purchase, dated December 2, 2015, and the related Letter of Transmittal.

The Offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Offer to be made by a licensed broker or dealer, the Offers will be deemed to be made on behalf of Navient, as the case may be, by the dealer manager, or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

Forward-Looking Statements

This press release includes forward-looking statements relating to future events or the company's future results. These statements are forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, and are intended to come within the safe harbor protection provided by those sections. Generally, words such as "may," "will," "should," "could," "would," "anticipate," "expect," "intend," "estimate," "plan,"

"project," "continue," "goal" and "believe," or other variations on these and other similar expressions identify forward-looking statements. Statements 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. 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. Forward-looking statements are based upon assumptions as to future events or the company's future financial performance that may not prove to be accurate. These statements speak only as of the date they were made, and the company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Actual outcomes and results may differ materially from what is expressed or implied in these forward-looking statements. The forward-looking statements, as well as the company's prospects as a whole, are subject to risks and uncertainties, including, among others, the following: increases in financing costs; limits on liquidity; increases in costs associated with compliance with laws and regulations; changes in accounting standards and the impact of related changes in significant accounting estimates; any 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 derivative transactions; risks inherent in the government contracting environment, including the possible loss of government contracts and potential civil and criminal penalties as a result of governmental investigations or audits; and changes in the terms of student loans and the educational credit marketplace (including changes resulting from new laws and the implementation of existing laws). The company could also be affected by, among other things: changes in its funding costs and availability; reductions to its credit ratings or the credit ratings of the United States of America; failures of its operating systems or infrastructure, or those of third-party vendors; risks related to cybersecurity including the potential disruption of its systems or potential disclosure of confidential customer information; damage to its reputation; failures to successfully implement cost-cutting initiatives and adverse effects of such initiatives on its business; failures or delays in the planned conversion to its servicing platform of the acquired Wells Fargo portfolio of Federal Family Education Loan Program ("FFELP") loans or any other FFELP or Private Education Loan portfolio acquisitions; risks associated with restructuring initiatives; risks associated with the April 30, 2014 separation of Navient and SLM Corporation into two, distinct publicly traded companies, including failure to achieve the expected benefits of the separation; changes in the demand for educational financing or in financing preferences of lenders, educational institutions, students and their families; changes in law and regulations with respect to the student lending business and financial institutions generally; increased competition including from banks, other consumer lenders and other loan servicers; the creditworthiness of its customers; changes in the general interest rate environment, including the rate relationships among relevant money-market instruments and those of its earning assets versus its funding arrangements; changes in general economic conditions; its ability to successfully effectuate any acquisitions and other strategic initiatives; and changes in the demand for debt management services.

For more information regarding these risks and uncertainties as well as certain additional risks that the company faces, readers should review the risks described in the Offer to Purchase and those incorporated by reference therein, including those risks detailed under Item 1A, "Risk Factors" under the company's annual report on Form 10-K for the year ended December 31, 2014, filed with the SEC on February 27, 2015, the company's quarterly reports on Form 10-Q for the quarters ended March 31, filed with the SEC on April 30, 2015, June 30, 2015, filed with the SEC on August 3, 2015, and September 30, 2015, filed with the SEC on October 30, 2015 and subsequent reports and registration statements filed from time to time with the SEC.

About Navient

As the nation's leading loan management, servicing and asset recovery company, Navient (Nasdaq:NAVI) helps customers navigate the path to financial success. Servicing more than \$300 billion in student loans, the company supports the educational and economic achievements of more than 12 million Americans. A growing number of public and private sector government clients rely on Navient for proven solutions to meet their financial goals. Learn more at navient.com.

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