

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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 22, 2013**

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**SLM CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-13251**  
(Commission  
File Number)

**52-2013874**  
(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)

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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 February 22, 2013, SLM Corporation (the “Company”) announced that Mr. Jonathan C. Clark, the Company’s current Executive Vice President and Chief Financial Officer (and current principal financial officer and principal accounting officer), will be departing the Company at the end of March.

Joseph A. DePaulo, the Company’s current Executive Vice President, Marketing will assume the new position of Executive Vice President—Banking and Finance effective immediately as part of the Company’s broader efforts to distinguish its private credit products and banking franchise from the Company’s Federal Family Education and Direct Student Loan program funding and servicing activities. Upon Mr. Clark’s departure, Mr. DePaulo will serve as the Company’s principal financial officer.

**Item 7.01 Regulation FD Disclosure**

On February 22, 2013, the Company issued a press release announcing Mr. Clark’s departure and Mr. DePaulo’s appointment. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Exhibits**

(d) Exhibits.

99.1\* Press Release dated February 22, 2013.

\* Furnished herewith.

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**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.

SLM CORPORATION

Date: February 22, 2013

By: /s/ Laurent C. Lutz

Laurent C. Lutz

Executive Vice President and General Counsel

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1*	Press Release dated February 22, 2013.

\* Furnished herewith.



FOR IMMEDIATE RELEASE

**SALLIE MAE ANNOUNCES EXECUTIVE MANAGEMENT CHANGES**

**NEWARK, Del., Feb. 22, 2013** — Sallie Mae (NASDAQ: SLM), formally SLM Corporation, today announced that Joseph A. DePaulo has been named to the new position of Executive Vice President, Banking and Finance. Most recently, Mr. DePaulo served as Sallie Mae's Executive Vice President & Chief Marketing Officer, a position he has held since joining Sallie Mae in 2009.

Mr. DePaulo, who has 25 years in the consumer banking industry with MBNA, previously co-founded and served as Chief Executive Officer of Credit One Financial Solutions. At MBNA he served in various senior credit, marketing, corporate development and acquisition roles in the U.S. and Europe. Mr. DePaulo's appointment is part of Sallie Mae's broader focus on further distinguishing its private education loan and consumer finance businesses from its Federal Family Education and Direct Student Loan program funding and servicing activities.

"Joe has wide consumer finance experience," said Albert L. Lord, vice chairman and CEO. "Now as Sallie Mae increases its focus on growing and financing its private credit products and banking franchise, Joe brings valuable insight and leadership to our strong finance organization. Jack Remondi continues as our President & Chief Operating Officer driving operating efficiency in our business services and legacy operations. We continue to develop a strong, diversified management team that can focus on the increasingly separate aspects of our business."

Mr. DePaulo will succeed Jonathan C. Clark as the company's principal financial officer. Mr. Clark joined Sallie Mae in 2008 as Senior Vice President, Corporate Finance and was appointed Executive Vice President & Chief Financial Officer in January 2011. Mr. Clark will depart the company at the end of March.

Mr. Lord added, "Jon helped navigate us through the turbulence of the financial crisis in 2008-9. He significantly reduced our unsecured debt levels, helped equity capital and reestablished us as a major player in the securitization market. I thank Jon for all of his contributions and wish him well in his future endeavors."

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**Sallie Mae** (NASDAQ: SLM) is the nation's No. 1 financial services company specializing in education. Celebrating 40 years of making a difference, Sallie Mae continues to turn education dreams into reality for American families, today serving 25 million customers. With products and services that include 529 college savings plans, Upromise rewards, scholarship search and planning tools, education loans, insurance, and online banking, Sallie Mae offers solutions that help families save, plan, and pay for college. Sallie Mae also provides financial services to hundreds of college campuses as well as to federal and state governments. Learn more at [SallieMae.com](http://SallieMae.com). Commonly known as Sallie Mae, SLM Corporation and its subsidiaries are not sponsored by or agencies of the United States of America.

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