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 7, 2023

SLM CORPORATION

(Exact name of registrant as specified in its charter)

001-13251

Delaware (State or other jurisdiction of incorporation or organization)

(Commission File Number)

52-2013874 (I.R.S. Employer Identification No.)

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

 $\hfill\square$ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Delaware

19713 (Zip Code)

Registrant's telephone number, including area code: (302) 451-0200 $\,$

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:

(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered				
Common stock, par value \$.20 per share	SLM	The NASDAQ Global Select Market				
Floating Rate Non-Cumulative Preferred Stock, Series B, par value \$.20 per share	SLMBP	The NASDAQ Global Select Market				

☐ Solidating material pursuant to Rule 144-12 under the Exchange Act (17 GFR 240.144-12)
□ 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 Exchange Act.

ITEM 7.01 REGULATION FD DISCLOSURE.

SLM Corporation (the "Company") frequently provides relevant information to its investors via posting to its corporate website. On or about March 7, 2023, a presentation entitled "Sallie Mae — 2023 RBC Capital Markets Financial Institutions Conference — March 8, 2023" was made available on the Company's website at https://www.salliemae.com/investors/webcasts-and-presentations/. In addition, the document is being furnished herewith as Exhibit 99.1.

The presentation at Exhibit 99.1 and incorporated by reference herein is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section and shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly stated in such filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit Number Description

99.1* Sallie Mae — 2023 RBC Capital Markets Financial Institutions Conference — March 8, 2023

104 Cover Page Interactive Data File (formatted as Inline XBRL)

* Furnished herewith.

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.

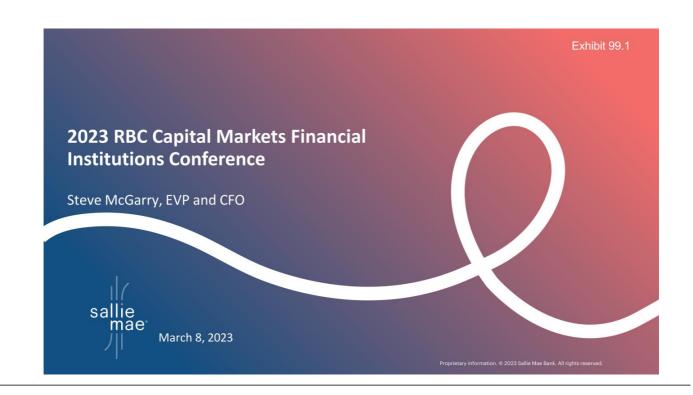
SLM CORPORATION

By: /s/ STEVEN J. MCGARRY

Steven J. McGarry

Executive Vice President and Chief Financial Officer

Date: March 7, 2023



Forward-Looking Statements and Disclaimer





Cautionary Note Regarding Forward-Looking Statements

The following information is current as of February 1, 2023 (unless otherwise noted) and should be read in connection with the press release of SLM Corporation (the "Company") announcing its financial results for the quarter and full year ended December 31, 2022, filed with the Securities and Exchange Commission ("SEC") on February 1, 2023, and subsequent reports filed with the SEC.

quarter and full year ended December 31, 2022, filed with the Securities and Exchange Commission ("SEC") on February 1, 2023, and subsequent reports filed with the SEC.

This Presentation contains "forward-looking" statements and information based on management's current expectations as of the date of this Presentation. Statements that are not historical facts, including statements about the Company's beliefs, opinions, or expectations and statements tregarding future developments surrounding COVID-19 or any other pandemic, including, without limitation, statements regarding the potential impact of COVID-19 or any other pandemic on the Company's business, results of operations, financial condition, and/or crash flows; the Company's expectation and ability to pay a quarterly cash dividend on its common stock in the future, subject to the determination by the Company's business, results of operations, financial condition, and other metrics and a statements regarding the second or an evaluation of the Company's expectation and ability to pay a quarterly cash dividend on its common stock in the future, subject to the determination by the Company's business, results of simulations or other behavioral observations on the Company's expectation and ability to execute loan sales and share repurchases, the Company's projections regarding originations, net charge-offs, non-interest expenses, earnings, balance sheep tosition, and other metrics; any estimates related to the impact of redit administration practices changes, including the results of simulations or other behavioral observations. 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. These factors include, among others, the risks and uncertainties, assumptions, and other factors that may cause actual results to be materially different from those reflected in such forward-looking statements. These factors inclu

The Company reports financial results on a GAAP basis and also provides certain non-GAAP "Core Earnings" performance measures. The difference between the Company's non-GAAP "Core Earnings" and GAAP results for the periods presented were the unrealized, mark-to-fair value gains/losses on derivative contracts (excluding current period accruals on the derivative instruments), net of tax. These are recognized in GAAP, but not in non-GAAP "Core Earnings" results. The Company provides non-GAAP "Core Earnings" because it is one of several measures management uses when making management decisions regarding the Company's performance and the allocation of corporate resources. The Company's non-GAAP "Core Earnings" is not a defined term within GAAP and may not be comparable to similarly titled measures reported by other

For additional information, see the "Non-GAAP 'Core Earnings' to GAAP Reconciliation" table in this Presentation for a complete reconciliation between GAAP net income and non-GAAP "Core Earnings"





Sallie Mae is an Outstanding Franchise

Sallie Mae is the market-leading brand for private education loans driven by brand recognition, rigorous underwriting methodology and industry-leading customer service.

Top ranked and highly recognized brand Industry leading and award-winning

Well funded with sufficient liquidity, capital, and loan loss reserves



actively managed university relationships across the U.S.



Largest salesforce in the industry

FICO at Approval



Appears on 96% of preferred lender lists

57%

Market share of

private education loan originations¹

25% Return on Common 5-6%

Annual Private Education Loan Originations Growth projected in 2023³

86%

Annual Cosigner Rate

2.55% 747 Average

Annual Net Charge-offs

* Full year 2022 Metrics, unless otherwise noted.



Revenue

- GAAP Net Loss attributable to common stock of \$81 million in Q4 2022 driven by reserve build and mark-down of non-marketable equity security, compared to Net Income attributable to common stock of \$305 million in Q4 2021.
- Full-year 2022 GAAP Net Income attributable to common stock of \$460 million vs. \$1.16 billion in
- Q4 2022 GAAP loss per common share of (\$0.33) vs. diluted earnings of \$1.04 in Q4 2021. Full-year 2022 GAAP diluted earnings per common share was \$1.76, which is a 51% decrease from the \$3.61 in 2021.
- Net Interest Margin for full-year 2022 increased 50 basis points, from 4.81% in 2021 to 5.31% in 2022.

Total Operating Expenses

- Total operating expenses of \$138 million in Q4 2022, which is 10% higher than the year ago quarter.
- Total operating expenses for full-year 2022 were \$551 million, which is 6% higher than full-year 2021.

Credit Performance

- Full-year 2022 net charge-offs for Private Education loans totaled \$386 million.
- While we have seen improving performance in many of the transient factors discussed previously, we expect some of these impacts to persist into 2023 and 2024.







Full-year 2022 originations at approximately \$6 billion, 10% higher than the yearago period and the highest over the previous 5-year period.

Underclassmen origination typically with a higher lifetime value to the company, experienced a 15% increase from 2021.

% Cosigned

Private Education Loan Originations¹³



% In School Payment Average FICO at Approval ⁶ 746 749 747 746 750 747 749





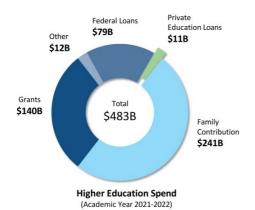
Capital Return

- Paid common stock dividend of \$0.11 per share in Q4 2022.
- Sallie Mae Bank remains well capitalized with 14.2% Total risk-based capital ratio and CET1 ratio of 12.9%.
- In the fourth quarter of 2022, we continued our capital return strategy by repurchasing 10 million shares at an average price of \$16.25 per share.
- During full-year 2022, 40 million shares were repurchased, which is a 14% decrease in shares outstanding since the beginning of 2022.
- \$581 million of capacity remaining under our 2022 Share Repurchase Program authorization at Jan. 31, 2023 (which expires in Jan. 2024).

Over the Last 2 Years, Sallie Mae Has Pursued a Simple Yet <u>Powerful Strategy</u>

Higher Education Value Proposition Remains Attractive⁴





Expanding Addressable Market

- Private Education Loans represent 2-3% of the overall spend in higher education annually.
- Total spend on higher education grows ~2% annually, while Sallie Mae Private Education Loans growth expanded from 4% - 10% from 2021 to 2022, increasing private education loan market share by 200bps.

Strong Strategic Execution

- Over the past 8 years, the 25–29-year-old population with a Bachelors Degree or higher has increased an average of 0.6% per year.¹⁵
- 55% of students graduated with student loans in AY 2020-2021¹⁴
- Of the 55% of bachelor's degree recipients that graduated with student loans, the average debt amount was \$29,400.

Higher Education is Valuable

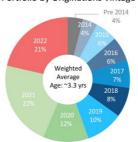
 The median income of recent college graduates was \$52,000 in 2021, 73% higher than the median income of people with high school diploma only.¹⁶

High Quality Private Education Loan Portfolio



Customer FICO at Original Approval⁶

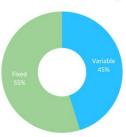
Portfolio by Originations Vintage



Smart Option Payment Type



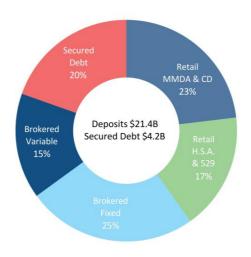
Portfolio Interest Rate Type



As of 12/31/22

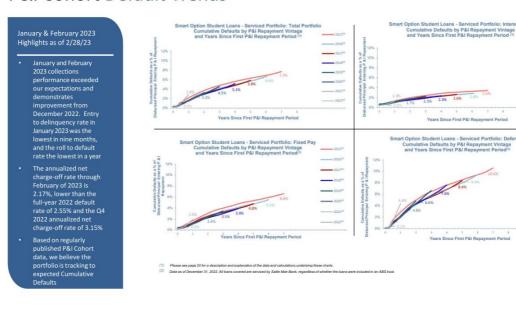
Conservative Funding Optimizes Net Interest Margin





As of 12/31/22

P&I Cohort Default Trends



Simple But Powerful Investment Thesis



Attractive Earnings Profile	 Consistent earnings expansion is driven by top line growth and efficiency Sallie Mae is the leader in the private education loan market
Manageable Risk	 Well-proven and disciplined underwriting model leveraging data and experience through the last recession Despite headlines on student lending and federal student loan performance, we are well equipped to manage the perceived political risk to our business
Disciplined Capital Allocation	 Core loan product generates very attractive ROEs Utilizing a hybrid hold/sell model to create capital that can be used to buy back undervalued stock

Clear Strategy to Prove this Investment Thesis



Strategic Imperatives:













Maximize the Profitability and Growth of the Core Business

Maximize Revenue

Manage Unit Costs

Drive penetration at all schools

Strong fixed cost discipline

Increase market share by fully meeting student funding needs

Drive towards reducing both the unit cost of servicing and the unit cost of acquisitions

Enhanced risk-adjusted pricing and underwriting

Improved third-party vendor cost management

Improved marketing, digital, and data capabilities



Optimize the Value of the Brand and Attractive Client Base

2M 91%

Borrowers and cosigners

Customers complete their program⁵

Graduates who benefit from the investment⁵

\$52,600 Average annual

31% Own a compensation

~698 Self-reported FICO score



We know our customers' finances, payment patterns and indebtedness

We have the relationships and knowledge to assist our customers with their next step: post-graduation plans, jobs, future financial

We are there for our customers during and after their important transition to adulthood



services that leverage our customer affiliation

services are consistent with our core mission and drive customer value

Prioritize partnerships and other capital efficient avenues of growth

Look for opportunities to optimize ROI



Maintain Rigorous Capital Allocation and Return Program



Invest in High ROE Growth

- Continue to focus on high-quality Private Education Loan originations, including deeper penetration of graduate school market
- Build other sources of revenue and capital in expense-efficient ways

Embracing a Hybrid Hold / Sell Loan Model³

- Expect to sell assets to optimize growth in required capital
- The expected result is a balance sheet that will remain relatively flat despite loan sales
- \$3B in Private Education Loan sales completed in 2022, which enabled additional return of excess capital to shareholders

Share Repurchase

- Since January 1, 2020, we have repurchased 44% of common shares outstanding at that time.
- During 2022, 40 million common shares were repurchased, which is a 14% decrease in shares outstanding since the beginning of 2022.
- \$581 million of capacity remaining under our 2022 Share Repurchase Program authorization at Jan. 31, 2023 (which expires in Jan. 2024).

Quarterly Common Stock Dividend

- Paid \$0.11 quarterly common stock dividend in Q4 2022
- Expect to continue to pay dividend, subject to Board approval^{3,18}

Sallie Mae is an ESG Company



Serving our Customers



- Helped more than 1.8 million students and families finance higher education since 2014
- Policies help to ensure that 9 in 10 of our loans in repayment are being paid back on time and less than 3% defaulted in 2022
- Developed and promoted relief options including postponing payments for those customers impacted by COVID-19

Committed to an Ethical & Diverse Workplace



- Board of Directors composition is 1/3 women, has been recognized by 50/50 Women On Boards as a company with a 3+ Board rating
- Appointed the first woman to serve as chair of Board of Directors in 2020
- Committed to best-in-class governance practices
- Employee population: 57% female; 45% self-identify as a minority
- A+ rating from the Better Business Bureau each year since 2015

Providing Financial Education & Assistance



- Free Scholarship Search tool listing 6 million scholarships worth more than
 \$30 billion
- Committing \$4.5 million over 3 years to promote diversity in higher education and advance social justice
- In 2022, provided \$1.8 million in scholarships and charitable giving

Building Strong Communities



- Since 2014, The Sallie Mae Fund has contributed more than \$6.6 million to address barriers to higher education and support our communities
- In 2022, our team members more than doubled their volunteer time in 2021, delivering more than 1,900 hours of service and donated more than \$69,000 through the company's Mae-A-Difference 365 volunteer and matching gift program
- Sallie Mae Bank made nearly \$71 million in new investments to support lowand -moderate income housing and affordable housing projects in Utah in 2022
- The Sallie Mae Fund, in partnership with Thurgood Marshall College Fund, awarded 600 scholarships since the beginning of 2021 – collectively totaling \$1.9 million – to help minority and other marginalized students access and complete their post-secondary education, and help pay for graduate school

Quarterly Financial Highlights



	Q4 2022	Q3 2022	Q4 2021
Key Performance Metrics			
Net Interest Margin	5.37%	5.27%	5.13%
Yield—Total Interest-earning assets	8.21%	7.42%	6.40%
Private Education Loans	10.12%	9.43%	8.31%
Credit Cards	7.54%	4.77%	4.12%
Cost of Funds	3.00%	2.27%	1.36%
Return on Assets ("ROA")(8)	(1.1%)	1.0%	4.2%
Non-GAAP "Core Earnings" ROA(9)	(1.1%)	1.0%	4.2%
Return on Common Equity ("ROCE")(10)	(18.8%)	16.7%	62.3%
Non-GAAP "Core Earnings" ROCE(11)	(18.8%)	16.7%	62.6%
Per Common Share			
GAAP diluted earnings (loss) per common share	(\$0.33)	\$0.29	\$1.04
Non-GAAP "Core Earnings" diluted earnings (loss) per common share ^[7]	(\$0.33)	\$0.29	\$1.05
Average common and common equivalent shares outstanding (millions)	245	254	293



Annual Financial Highlights



	2022	2021	
Income Statement (\$ Millions)			
Total interest income	\$2,032	\$1,777	
Total interest expense	543	382	
Net Interest Income	1,489	1,395	
Less: provisions for credit losses	633	(33)	
Total non-interest income	335	632	
Total non-interest expenses	559	520	
Income tax expense	162	380	
Net Income	469	1,161	
Preferred stock dividends	9	5	
Net income attributable to common stock	460	1,156	
Non-GAAP "Core Earnings" adjustments to GAAP ⁽⁷⁾	-	18	
Non-GAAP "Core Earnings" net income attributable to common stock ⁽⁷⁾	460	1,173	
Ending Balances (\$ Millions)			
Private Education Loans held for investment, net	\$19,020	\$19,625	
FFELP Loans held for investment, net	607	693	
Credit Cards held for investment, net	-	23	
Deposits	\$21,448	\$20,828	
Brokered	9,877	10,123	
Retail and other	11,571	10,705	

	2022	2021
Key Performance Metrics		
Net Interest Margin	5.31%	4.81%
Yield—Total Interest-earning assets	7.24%	6.13%
Private Education Loans	9.14%	8.25%
Credit Cards	5.10%	4.67%
Cost of Funds	2.05%	1.42%
Return on Assets ("ROA") ⁽⁸⁾	1.6%	3.9%
Non-GAAP "Core Earnings" ROA ⁽⁹⁾	1.6%	4.0%
Return on Common Equity ("ROCE")(10)	25.4%	53.9%
Non-GAAP "Core Earnings" ROCE(11)	25.4%	54.7%
Per Common Share		
GAAP diluted earnings per common share	\$1.76	\$3.61
Non-GAAP "Core Earnings" diluted earnings per common share ⁽⁷⁾	\$1.76	\$3.67
Average common and common equivalent shares outstanding (millions)	262	320

Non-GAAP "Core Earnings" to GAAP Reconciliation



		Quarters Ended		Years I	Ended
(\$ Thousands except per share amounts)	Dec. 31, 2022	Sep. 30, 2022	Dec. 31, 2021	Dec. 31, 2022	Dec. 31, 2021
Non-GAAP "Core Earnings" adjustments to GAAP:					
GAAP net income (loss)	(\$77,043)	\$75,172	\$306,265	\$469,014	\$1,160,513
Preferred stock dividends	\$3,466	\$2,531	\$1,177	\$9,029	\$4,736
GAAP net income (loss) attributable to SLM Corporation common stock	(\$80,509)	\$72,641	\$305,088	\$459,985	\$1,155,777
Adjustments:					
Net impact of derivative accounting (7)			\$1,833	\$248	\$23,216
Net tax expense (12)			\$433	\$60	\$5,615
Total non-GAAP "Core Earnings" adjustments to GAAP	18.		\$1,390	\$188	\$17,601
Non-GAAP "Core Earnings" (loss) attributable to SLM Corporation common stock	(\$80,509)	\$72,641	\$306,478	\$460,173	\$1,173,378
GAAP diluted earnings (loss) per common share	(\$0.33)	\$0.29	\$1.04	\$1.76	\$3.61
Derivative adjustments, net of tax			\$0.01	-	\$0.06
Non-GAAP "Core Earnings" diluted earnings (loss) per common share	(\$0.33)	\$0.29	\$1.05	\$1.76	\$3.67

Smart Option Loan Program Cohort Default Triangles



Terms and calculations used in the cohort default triangles are defined below:

- First P&I Repayment Period The first month during which a borrower is required to make a full principal and interest payment on a loan. This date is static. Once a loan enters P&I repayment, the date is locked in and does not change. This refinement to the methodology was made in 2021 Q2.
- P&I Repayment Vintage The calendar year of a loan's First P&I Repayment Period.
- Disbursed Principal Entering P&I Repayment The total amount of disbursed loan principal in a P&I Repayment Vintage, excluding any interest capitalization.
- ▶ Reported Default Data
 - For loans that default after their First P&I Repayment Period: Loans enter a particular annual P&I Repayment Vintage at different times during the P&I Repayment Vintage year. Default data is not reported for loans in a particular annual P&I Repayment Vintage with the presentation as a particular annual P&I Repayment Vintage with the presentation as of December 31, of that annual P&I Repayment Vintage with the presentation as of December 31, 2022: (f) default data reported for loans in the 2021 P&I Repayment Vintage represents defaults occurring during the first 12 months after a loan's First P&I Repayment Period regardless of the month in 2021 during which the first full principal and interest payment for that loan became due; and (ii) default data for loans in the 2020 P&I Repayment Vintage represents defaults occurring during the first 24 months after a loan's First P&I Repayment Vintage represents defaults occurring during the first 24 months after a loan's First P&I Repayment Vintage represents defaults occurring during the first 24 months after a loan's First P&I Repayment Vintage represents defaults occurring during the first 24 months after a loan's First P&I Repayment Vintage represents defaults occurring during the first 24 months after a loan's First P&I Repayment Vintage represents defaults occurring during the first 24 months after a loan's First P&I Repayment Vintage represents defaults occurring during the first 24 months after a loan's First P&I Repayment Vintage represents defaults occurring during the first 24 months after a loan's First P&I Repayment Vintage represents defaults occurring during the first 24 months after a loan's First P&I Repayment Vintage represents defaults occurring during the first 24 months after a loan's First P&I Repayment Vintage represents defaults occurring during the first 24 months after a loan's First P&I Repayment Vintage represents defaults occurring during the first 24 months after 24 months after
 - o For loans that default prior to their First P&I Repayment Period: Loans defaulting prior to their First P&I Repayment Period are included in the P&I Repayment Vintage corresponding to the calendar year in which the default occurs and are aggregated and reported in Year 0 of that P&I Repayment Vintage in the relevant charts and tables. For example: (a) if a loan's First P&I Repayment Period was scheduled for 2021, but the loan defaulted in 2020, the default amount is reflected in Year 0 of the 2020 P&I Repayment Vintage, and (b) if a loan's First P&I Repayment Period occurred in 2022, but the loan defaulted in 2021 before that First P&I Repayment Period, the default amount is reflected in Year 0 of the 2021 P&I Repayment Vintage.
 - o For loans that pay off prior to their First P&I Repayment Period: Loans paid off prior to their First P&I Repayment Period are included in the Disbursed Principal Entering P&I Repayment of the P&I Repayment Vintage corresponding to the calendar year in which the payoff occurs.
- Periodic Defaults For any loan in a particular P&I Repayment Vintage, the defaulted principal and interest is reflected in the year corresponding to the number of years since the First P&I Repayment Period for that loan.
- Cumulative Defaults At any time for a particular P&I Repayment Vintage, the cumulative sum of Periodic Defaults for that vintage.
 - o Defaulted principal includes any interest capitalization that occurred prior to default
 - o Defaulted principal is not reduced by any amounts recovered after the loan defaulted
 - Because the numerator includes capitalized interest while the denominator (i.e., Disbursed Principal Entering P&I Repayment) does not, default rates are higher than they would be if the numerator and denominator both included capitalized interest

Note: Historical trends suggested by the cohort default triangles may not be indicative of future performance

Footnotes

- Source: Enterval CBA Report as of September 2022.

- The information on this page constitutes forward-looking statements. See page 2 of this Presentation for a cautionary note regarding forward-looking statements.
- Source: Table Dissectionary occurrency of the control of the Contr

- 6. Represents the higher creats score of the costigure or the botrower.

 7. Deviruable Accounting we provide mod ANAP "Core trainings" exclude periodic unrealized gains and losses caused by the mark-to-fair value valuations on derivatives that do not qualify for hedge accounting trainings and except the contract will equal 50. Management believes the Company's described and except that do not qualify for hedge accounting treatment under GAAP, but includer current period acruals on the derivative instruments. Under GAAP, for our derivatives held to muturity, the cumulative end unrealized gain or loss over the life of the contract will equal 50. Management believes the Company's described and except acruals on the company of the comp

- 11. We calculate and report our non-GAAP "Core Earnings" Return on Common Equity ("Core Earnings ROCE") as the ratio of (a) non-GAAP "Core Earnings" net income (loss) attributable to SIM Corporation common stock nume equity less total average preferred stock.
- Non-GAAP "Core Earnings" tax rate is based on the effective tax rate at Sallie Mae Bank where the derivative instruments are held.
 Originations represent ions that were funded or acquired during the period presented.
 Source: https://researth.collegebourd.org/trends/student-aid
 Source: National Center for Education Statistics. https://rese.ed.gov/programs/digest/d22/haldes/d22_104.20.asp

- 16. Source: Federal Reserve Bank: https://www.newyorkfed.org/researth/college-labor-market/college-labor-market wages.html
 17. N/A
- 18. The Company's expectation and ability to gay a quarterly cash diskided on its common stock in the future will be subject to the determination by, and discretion of, the Company's Board of Directors, and any determination by the Board will be based on an evaluation of the Company's earnings, financial conditions and represented, business conditions, and asking and other factors, risks and outcombinations.