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 22, 2018

SLM CORPORATION

(Exact name of registrant as specified in its charter)

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) 451-0200

(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 c

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. c

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On October 22, 2018, SLM Corporation issued a press release announcing its financial results for the quarter ended September 30, 2018. The press release is furnished as Exhibit 99.1 and incorporated by reference herein.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit

Number Description

99.1* Press Release, dated October 22, 2018.

* 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.

Date: October 22, 2018

SLM CORPORATION

By: /s/ STEVEN J. MCGARRY

Steven J. McGarry

Executive Vice President and Chief Financial Officer





FOR IMMEDIATE RELEASE

SALLIE MAE REPORTS THIRD-QUARTER 2018 FINANCIAL RESULTS

Diluted Earnings Per Share Up 35 Percent From Year-Ago Quarter to \$0.23

Private Education Loan Originations Increase 12 Percent From Year-Ago Quarter to \$2.1 Billion

Provision for Private Education Loan Losses Declines 20 Percent From Year-Ago Quarter

Net Interest Income Increases 26 Percent From Year-Ago Quarter to \$357 Million

NEWARK, Del., Oct 22, 2018 — Sallie Mae (Nasdaq: SLM), formally SLM Corporation, today released third-quarter 2018 financial results that include growth in diluted earnings per share and private education loan originations, a lower provision for private education loan losses, and increased net interest income. In the third-quarter 2018, the company increased its diluted earnings per share 35 percent to \$0.23, grew its private education loan originations 12 percent to \$2.1 billion, reduced its provision for private education loan losses 20 percent to \$42 million, and increased its net interest income 26 percent to \$357 million, all compared with the third quarter of 2017.

"Our continued focus on customer experience enhancements and application process efficiencies have resulted in another outstanding peak season with undergraduates, graduates, and parents selecting Sallie Mae to make the dream of higher education a reality," said Raymond J. Quinlan, Chairman and CEO, Sallie Mae. "Strong brand perception, credit quality, and repayment performance are the foundation of our expanding franchise."

For the third-quarter 2018, GAAP net income was \$104 million, compared with \$76 million in the year-ago quarter. GAAP net income attributable to the company's common stock was \$100 million (\$0.23 diluted earnings per share) in the third-quarter 2018, compared with \$73 million (\$0.17 diluted earnings per share) in the year-ago quarter. The year-over-year increase was primarily attributable to a \$75 million increase in net interest income and a \$20 million decrease in income tax expense as a result of the reduction of the federal statutory corporate income tax rate from 35 to 21 percent, which were offset by a \$15 million increase in provisions for credit losses, a \$7 million increase in losses on derivatives and hedging activities, net, and a \$34 million increase in total non-interest expenses.

Third-quarter 2018 results vs. third-quarter 2017 included:

- Net interest income of \$357 million, up 26 percent.
- Net interest margin of 6.00 percent, up 15 basis points.
- Private education loan originations of \$2.1 billion, up 12 percent.
- Average private education loans outstanding of \$19.3 billion, up 19 percent.
- Average yield on the private education loan portfolio was 9.16 percent, up 66 basis points.
- Private education loan provision for loan losses was \$42 million, down from \$53 million.
- Private education loans in forbearance were 3.4 percent of private education loans in repayment and forbearance, up from 3.2 percent.
- Private education loan delinquencies as a percentage of private education loans in repayment were 2.3 percent, down from 2.6 percent.
- Personal loan originations of \$167 million and personal loan acquisitions of \$109 million.
- Average personal loans outstanding of \$1.1 billion, up from \$86 million.
- Average yield on the personal loan portfolio was 11.03 percent, up 137 basis points.
- Personal loan provision for loan losses was \$26 million.

Non-GAAP core earnings for the third-quarter 2018 were \$107 million, compared with \$75 million in the year-ago quarter. Core earnings attributable to the company's common stock grew 42 percent to \$103 million (\$0.23 diluted earnings per share) in the third-quarter 2018, compared with \$72 million (\$0.17 diluted earnings per share) in the year-ago quarter.

Third-quarter 2018 GAAP results included \$5 million of pre-tax losses from derivative accounting treatment that are excluded from core earnings results, compared with \$1 million of pre-tax gains in the year-ago period.

Sallie Mae provides core earnings because it is one of several measures management uses to evaluate management performance and allocate corporate resources. The difference between core earnings and GAAP net income is driven by mark-to-market unrealized gains and losses on derivative contracts recognized in GAAP net income, but not in core earnings results. Management believes its derivatives are effective economic hedges, and, as such, they are a critical element of the company's interest rate risk management strategy. In third-quarter 2018, management made an immaterial change to its definition of core earnings. For additional information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - 'Core Earnings' " in the company's Form 10-Q for the quarter ended Sept. 30, 2018.

Total Non-Interest Income and Expenses

In the third-quarter 2018, the company reduced other income by \$90 million to reflect the reduction in the tax indemnification receivable because of the expiration of the federal statute of limitations related to a portion of our indemnified uncertain tax positions. Income taxes payable and income tax expense were reduced by a corresponding amount. Absent this 2018 tax-related item, other income in the third-quarter 2018 was \$5 million greater than in the third-quarter 2017 primarily due to a \$4 million reduction in indemnified receivables recorded in the third-quarter 2017. Excluding the effect of the indemnified receivable adjustments made in each period, other income (loss) would have been approximately \$9 million in the third-quarter 2018 and third-quarter 2017.

Total non-interest expenses were \$151 million in the third-quarter 2018, compared with \$116 million in the year-ago quarter. Operating expenses grew 30 percent from the year-ago quarter, and the non-GAAP operating efficiency ratio grew to 54.7 percent in the third-quarter 2018 from 40.6 percent in the year-ago quarter. Absent the reduction in indemnified uncertain tax positions that reduced non-interest income by \$90 million, the non-GAAP operating efficiency ratio would have been 41.2 percent for the third-quarter 2018. Excluding that item, the increase in the non-GAAP operating efficiency ratio for the three months ended Sept. 30, 2018, compared with the three months ended Sept. 30, 2017, was primarily due to the planned spending on personal loans, credit cards, and costs related to migrating technology infrastructure to the cloud.

Earlier this year, we indicated our intention to invest \$40 million to accelerate the diversification of our consumer lending platform into the personal loan and credit card businesses and to migrate our technology infrastructure to the cloud. Operating expenses associated with accelerating our personal loan business, credit card start-up, and migration to the cloud were \$9 million, \$2 million, and \$3 million, respectively, in the third-quarter 2018, and \$11 million, \$3 million, and \$5 million, respectively, year-to-date 2018. Expenses in the company's core education loan business for the third-quarter 2018 increased 14 percent from third-quarter 2017.

Income Tax (Benefit) Expense

Income tax benefit was \$54 million in the third-quarter 2018, compared with income tax expense of \$41 million in the year-ago quarter. The effective income tax rate decreased in the third-quarter 2018 to a negative 106.9 percent from 34.7 percent in the year-ago quarter, primarily arising from a \$90 million decrease to income tax expense due to the previously-mentioned expiration of the federal statute of limitations related to a portion of indemnified uncertain tax positions. Absent that item, the company's effective tax rate for the third-quarter 2018 would have been 25.8 percent. The further decrease in the effective tax rate is primarily due to the reduction in the federal statutory corporate income tax rate from 35 percent to 21 percent under tax cuts enacted in 2017.

Capital

The regulatory capital ratios of the company's Sallie Mae Bank subsidiary continue to exceed guidelines for institutions considered "well capitalized." At Sept. 30, 2018, Sallie Mae Bank's regulatory capital ratios were as follows:

		"Well Capitalized"
	Sept. 30, 2018	Regulatory Requirements
Common Equity Tier 1 Capital (to Risk-Weighted Assets)	11.5 percent	6.5 percent
Tier 1 Capital (to Risk-Weighted Assets)	11.5 percent	8.0 percent
Total Capital (to Risk-Weighted Assets)	12.8 percent	10.0 percent
Tier 1 Capital (to Average Assets)	11.1 percent	5.0 percent

Deposits

Deposits at the company totaled \$17.9 billion (\$9.5 billion in brokered deposits and \$8.4 billion in retail and other deposits) at Sept. 30, 2018, compared with total deposits of \$15.0 billion (\$7.7 billion in brokered deposits and \$7.3 billion in retail and other deposits) at Sept. 30, 2017.

Guidance

The company expects 2018 results to be as follows:

- Full-year diluted core earnings per share: \$1.02 \$1.03.
- Full-year private education loan originations of \$5.2 billion.
- Full-year non-GAAP operating efficiency ratio⁽¹⁾: 38 percent 39 percent.

(1) Absent the reduction in indemnified uncertain tax positions that reduces non-interest income in 2018.

Sallie Mae will host an earnings conference call tomorrow, October 23, 2018, at 8 a.m. EDT. Sallie Mae executives will be on hand to discuss highlights of the quarter and to answer questions related to company performance. Individuals interested in participating should dial 877-356-5689 (USA and Canada) or 706-679-0623 (international) and use access code 3288447 starting at 7:45 a.m. EDT. A live audio webcast of the conference call may be accessed at www.SallieMae.com/investors. A replay of the conference call will be available approximately two hours after the call's conclusion and will remain available through Nov. 6, 2018. To hear the replay, please dial 855-859-2056 (USA and Canada) or 404-537-3406 (international) and use access code 3288447.

Presentation slides for the conference call may be accessed at www.SallieMae.com/investors under the webcasts tab.

 $This press \ release \ contains \ "forward-looking \ statements" \ and \ information \ based \ on \ management's \ current \ expectations \ as \ of \ the \ date \ of \ this \ release.$

Statements that are not historical facts, including statements about our 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. These factors include, among others, the risks and uncertainties set forth in Item 1A. "Risk Factors" and elsewhere in the company's Annual Report on Form 10-K for the year ended Dec. 31, 2017 (filed with the Securities and Exchange Commission ("SEC") on Feb. 23, 2018) and subsequent filings with the SEC; increases in financing costs; limits on liquidity; increases in costs associated with compliance with laws and regulations; failure to comply with consumer protection, banking and other laws; 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; and changes in the terms of education loans and the educational credit marketplace (including changes resulting from new laws and the implementation of existing laws). We could also be affected by, among other things: changes in our funding costs and availability; reductions to our credit ratings; cybersecurity incidents and cyberattacks and other failures or breaches of our operating systems or infrastructure, including those of third-party vendors; damage to our reputation; risks associated with restructuring initiatives, including failures to successfully implement cost-cutting and restructuring initiatives and the adverse effects of such initiatives on our business; 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; changes in banking rules and regulations, including increased capital requirements; increased competition from banks and other consumer lenders; the creditworthiness of our customers; changes in the general interest rate environment, including the rate relationships among relevant money-market instruments and those of the our earning assets versus our funding arrangements; rates of prepayments on the loans that we make or acquire; changes in general economic conditions and our ability to successfully effectuate any acquisitions; and other strategic initiatives. The preparation of our consolidated financial statements also requires us to make certain estimates and assumptions, including estimates and assumptions about future events. These estimates or assumptions may prove to be incorrect. 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. We do not undertake any obligation to update or revise these forward-looking statements to conform such statements to actual results or changes in our expectations.

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

For additional information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations — 'Core Earnings' " in the company's Form 10-Q for the quarter ended Sept. 30, 2018 for a further discussion and the "'Core Earnings' to GAAP Reconciliation" table in this press release for a complete reconciliation between GAAP net income and "Core Earnings."

Sallie Mae (Nasdaq: SLM) is the nation's saving, planning, and paying for college company. Whether college is a long way off or just around the corner, Sallie Mae offers products that promote responsible personal finance, including private education loans, Upromise rewards, scholarship search, college financial planning tools, and online retail banking. Learn more at 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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Selected Financial Information and Ratios (Unaudited)

	Three Mo Septe	onths l			Nine Months Ended September 30,					
(In thousands, except per share data and percentages)	2018		2017	_	2018		2017			
Net income attributable to SLM Corporation common stock	\$ 99,754	\$	73,343	\$	328,523	\$	229,354			
Diluted earnings per common share attributable to SLM Corporation	\$ 0.23	\$	0.17	\$	0.75	\$	0.52			
Weighted average shares used to compute diluted earnings per share	440,019		438,419		439,484		438,422			
Return on assets	1.7%		1.5%		1.9%		1.79			
Non-GAAP operating efficiency ratio ⁽¹⁾	54.7%		40.6%		42.3%		39.0%			
Other Operating Statistics										
Ending Private Education Loans, net	\$ 20,030,806	\$	16,959,241	\$	20,030,806	\$	16,959,241			
Ending FFELP Loans, net	868,138		950,524		868,138		950,524			
Ending total education loans, net	\$ 20,898,944	\$	17,909,765	\$	20,898,944	\$	17,909,765			
		=								
Ending Personal Loans, net	\$ 1,079,959	\$	130,700	\$	1,079,959	\$	130,700			
Average education loans	\$ 20,172,597	\$	17,188,936	\$	19,807,137	\$	16,772,663			
Average Personal Loans	\$ 1.082.177	\$	86,441	\$	810,753	\$	61,263			

⁽¹⁾ We calculate and report our non-GAAP operating efficiency ratio as the ratio of (a) the total non-interest expense numerator to (b) the net revenue denominator (which consists of the sum of net interest income, before provision for credit losses, and non-interest income, excluding any gains and losses on sales of loans and securities, net and the net impact of derivative accounting as defined in the "'Core Earnings' to GAAP Reconciliation" table in this Press Release). We believe doing so provides useful information to investors because it is a measure used by our management team to monitor our effectiveness in managing operating expenses. Other companies may use similarly titled non-GAAP financial measures that are calculated differently from the way we calculate our ratio. Accordingly, our non-GAAP operating efficiency ratio may not be comparable to similar measures used by other companies.

SLM CORPORATION

CONSOLIDATED BALANCE SHEETS (In thousands, except share and per share amounts) (Unaudited)

	S	eptember 30, 2018	December 31, 2017		
Assets					
Cash and cash equivalents	\$	1,839,054	\$	1,534,339	
Available-for-sale investments at fair value (cost of \$181,785 and \$247,607, respectively)		172,370		244,088	
Loans held for investment (net of allowance for losses of \$328,974 and \$251,475, respectively)		21,978,903		18,567,641	
Restricted cash		115,658		101,836	
Other interest-earning assets		32,071		21,586	
Accrued interest receivable		1,270,026		967,482	
Premises and equipment, net		105,058		89,748	
Income taxes receivable, net		22,102		_	
Tax indemnification receivable		54,941		168,011	
Other assets		101,000		84,853	
Total assets	\$	25,691,183	\$	21,779,584	
Liabilities					
Deposits	\$	17,873,293	\$	15,505,383	
Long-term borrowings		4,532,221		3,275,270	
Income taxes payable, net		_		102,285	
Upromise member accounts		226,176		243,080	
Other liabilities		219,158		179,310	
Total liabilities		22,850,848		19,305,328	
Commitments and contingencies					
Equity					
Preferred stock, par value \$0.20 per share, 20 million shares authorized:					
Series B: 4 million and 4 million shares issued, respectively, at stated value of \$100 per share		400,000		400,000	
Common stock, par value \$0.20 per share, 1.125 billion shares authorized: 449.8 million and 443.5 million shares issued, respectively		89,962		88,693	
Additional paid-in capital		1,268,763		1,222,277	
Accumulated other comprehensive income (net of tax expense of \$8,666 and \$1,696, respectively)		27,012		2,748	
Retained earnings		1,196,895		868,182	
Total SLM Corporation stockholders' equity before treasury stock		2,982,632	_	2,581,900	
Less: Common stock held in treasury at cost: 14.1 million and 11.1 million shares, respectively		(142,297)		(107,644)	
Total equity		2,840,335		2,474,256	
Total liabilities and equity	\$	25,691,183	\$	21,779,584	

SLM CORPORATION

CONSOLIDATED STATEMENTS OF INCOME (In thousands, except per share amounts) (Unaudited)

	Three Months Ended				Nine Months Ended			
	September 30,				September 30,			
		2018		2017		2018		2017
Interest income:								
Loans	\$	485,997	\$	359,610	\$	1,370,090	\$	1,021,106
Investments		1,340		1,928		4,981		6,272
Cash and cash equivalents		10,260		4,686		22,068		10,429
Total interest income		497,597		366,224		1,397,139		1,037,807
Interest expense:								
Deposits		105,093		61,890		273,154		157,473
Interest expense on short-term borrowings		1,156		1,804		4,677		4,234
Interest expense on long-term borrowings		34,715		20,469		89,111		56,070
Total interest expense		140,964		84,163		366,942		217,777
Net interest income		356,633		282,061		1,030,197		820,030
Less: provisions for credit losses		70,047		54,930		187,245		130,441
Net interest income after provisions for credit losses		286,586		227,131		842,952		689,589
Non-interest (loss) income:								
Gains on sales of loans, net		_		_		2,060		_
Losses on sales of securities, net		_		_		(1,549)		_
(Losses) gains on derivatives and hedging activities, net		(4,949)		1,661		(6,325)		(7,326)
Other (loss) income		(80,702)		4,455		(58,765)		26,430
Total non-interest (loss) income		(85,651)		6,116		(64,579)		19,104
Non-interest expenses:								
Compensation and benefits		62,260		51,052		190,822		157,523
FDIC assessment fees		9,136		7,626		25,933		21,477
Other operating expenses		79,236		57,464		193,974		151,070
Total operating expenses		150,632		116,142		410,729		330,070
Acquired intangible asset amortization expense		92		117		276		351
Total non-interest expenses		150,724		116,259		411,005		330,421
Income before income tax (benefit) expense		50,211		116,988		367,368		378,272
Income tax (benefit) expense		(53,667)		40,617		27,404		136,341
Net income		103,878		76,371		339,964		241,931
Preferred stock dividends		4,124		3,028		11,441		12,577
Net income attributable to SLM Corporation common stock	\$	99,754	\$	73,343	\$	328,523	\$	229,354
Basic earnings per common share attributable to SLM Corporation	\$	0.23	\$	0.17	\$	0.76	\$	0.53
Average common shares outstanding		435,468		431,718		434,875		430,958
Diluted earnings per common share attributable to SLM Corporation	\$	0.23	\$	0.17	\$	0.75	\$	0.52
Average common and common equivalent shares outstanding		440,019		438,419		439,484		438,422

"Core Earnings" to GAAP Reconciliation

The following table reflects adjustments associated with our derivative activities.

	Three Months Ended September 30,				Nine Months Ended September 30,				
(Dollars in thousands, except per share amounts)	2018		2017		2018			2017	
"Core Earnings" adjustments to GAAP:									
GAAP net income	\$	103,878	\$	76,371	\$	339,964	\$	241,931	
Preferred stock dividends		4,124		3,028		11,441		12,577	
GAAP net income attributable to SLM Corporation common stock	\$	99,754	\$	73,343	\$	328,523	\$	229,354	
					-				
Adjustments:									
Net impact of derivative accounting ⁽¹⁾		4,561		(1,475)		5,808		7,491	
Net tax effect ⁽²⁾		1,107		(563)		1,410		2,861	
Total "Core Earnings" adjustments to GAAP		3,454		(912)		4,398		4,630	
"Comparison of the Comparison	<u>.</u>	102.200	\$	72.421	¢	222.024	¢.	222.004	
"Core Earnings" attributable to SLM Corporation common stock	\$	103,208	3	72,431	\$	332,921	\$	233,984	
GAAP diluted earnings per common share	\$	0.23	\$	0.17	\$	0.75	\$	0.52	
Derivative adjustments, net of tax		_				0.01		0.01	
"Core Earnings" diluted earnings per common share	\$	0.23	\$	0.17	\$	0.76	\$	0.53	

⁽¹⁾ Derivative Accounting: "Core Earnings" exclude periodic unrealized gains and losses caused by the mark-to-market valuations on derivatives that do not qualify for hedge accounting treatment under GAAP, but include current period accruals on the derivative instruments. For periods prior to July 1, 2018, "Core Earnings" also exclude the periodic unrealized gains and losses that are a result of ineffectiveness recognized related to effective hedges under GAAP, net of tax. Under GAAP, for our derivatives held to maturity, the cumulative net unrealized gain or loss over the life of the contract will equal \$0.

^{(2) &}quot;Core Earnings" tax rate is based on the effective tax rate at the Bank where the derivative instruments are held.