

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

USA EDUCATION, INC.  
(formerly SLM Holding Corporation)  
(Exact Name of Registrant as Specified in its Charter)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

1160 SALLIE MAE DRIVE  
RESTON, VIRGINIA  
(Address of Principal Executive Offices)

20193  
(Zip Code)

SALLIE MAE DEFERRED COMPENSATION PLAN FOR KEY EMPLOYEES  
(Full Title of the Plan)

MARIANNE M. KELER  
EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL  
USA EDUCATION, INC.  
11600 SALLIE MAE DRIVE  
RESTON, VIRGINIA 20193  
(Name and Address of Agent for Service)

(703) 810-3000  
(Telephone Number, Including Area Code, of Agent for Service)

Copy to:  
THOMAS D. WASHBURNE, JR., ESQ.  
MICHAEL W. CONRON, ESQ.  
VENABLE, BAETJER AND HOWARD, LLP  
SUITE 1800, 2 HOPKINS PLAZA  
BALTIMORE, MD 21201-2978  
(410) 244-7400

#### DEREGISTRATION

In accordance with the undertakings contained in Part II of this Registration Statement and Item 512 of Regulation S-K, USA Education, Inc. (formerly SLM Holding Corporation) (the "Company") has filed this Post-Effective Amendment No. 1 to remove from registration \$6,839,157 of unsecured obligations of the Company to pay deferred compensation in the future in accordance with the terms of the Sallie Mae Deferred Compensation Plan for Key Employees. The Company intends to register all securities that are removed from registration by this Post-Effective Amendment No. 1 on Form S-8 and to transfer the fee paid in connection with this registration statement in accordance with Rule 457(p).

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Corporation certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Corporation's Registration Statement on Form S-8 (Registration No. 333-80921) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Reston, Commonwealth of Virginia, on this 27th day of August 2001.

By: /s/ ALBERT L. LORD

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Albert L. Lord

Each person whose signature appears below constitutes and appoints Marianne M. Keler and Mary F. Eure, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, severally, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Corporation's Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE  
TITLE DATE -  
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-- ---- /s/  
ALBERT L.  
LORD Chief  
Executive  
Officer  
August 27,  
2001 - -----  
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(Principal  
Executive  
Officer)  
Albert L.  
Lord /s/  
JOHN F.  
REMONDI  
Chief  
Financial  
Officer  
August 27,  
2001 - -----  
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(Principal  
Financial  
and John F.  
Remondi  
Accounting  
Officer) /s/  
EDWARD A.  
FOX Chairman  
of the Board  
of Directors  
August 27,  
2001 - -----  
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--- Edward  
A. Fox /s/  
CHARLES L.  
DALEY  
Director  
August 27,  
2001 - -----  
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--- Charles  
L. Daley /s/  
WILLIAM M.  
DIEFENDERFER,  
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III Director  
August 27,  
2001 -----  
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William M.  
Diefenderfer,  
III /s/  
THOMAS J.  
FITZPATRICK  
Director  
August 27,  
2001 - -----  
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--- Thomas  
J.  
Fitzpatrick  
/s/ DIANE  
SUITT  
GILLELAND  
Director  
August 27,  
2001 - -----  
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--- Diane  
Suitt  
Gilleland  
/s/ EARL A.  
GOODE  
Director  
August 27,  
2001 - -----  
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--- Earl A.  
Goode /s/  
ANN TORRE  
GRANT  
Director  
August 27,  
2001 - -----  
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--- Ann  
Torre Grant  
/s/ RONALD  
F. HUNT  
Director  
August 27,  
2001 - -----  
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--- Ronald  
F. Hunt /s/  
BENJAMIN J.  
LAMBERT, III  
Director  
August 27,  
2001 - -----  
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--- Benjamin  
J. Lambert,  
III /s/  
JAMES C.  
LITZENICH  
Director  
August 27,  
2001 - -----  
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--- James C.  
Litzenich  
/s/ BARRY A.  
MUNITZ  
Director  
August 27,  
2001 - -----  
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--- Barry A.  
Munitz /s/  
A. ALEXANDER  
PORTER, JR  
Director  
August 27,  
2001 - -----  
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--- A.  
Alexander  
Porter, Jr.  
/s/ WOLFGANG  
SCHOELLKOPF  
Director  
August 27,  
2001 - -----  
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--- Wolfgang  
Schoellkopf  
/s/ STEVEN  
L. SHAPIRO  
Director  
August 27,  
2001 - -----  
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--- Steven  
L. Shapiro  
/s/ BARRY L.  
WILLIAMS  
Director  
August 27,  
2001 - -----  
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--- Barry L.  
Williams