

**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): June 20, 2019**

**SLM CORPORATION**

(Exact name of registrant as specified in its charter)

|  |   |  |
|--|---|--|
| <b>Delaware</b><br>(State or other jurisdiction<br>of incorporation) | <b>001-13251</b><br>(Commission<br>File Number) | <b>52-2013874</b><br>(I.R.S. Employer<br>Identification No.) |
|--|---|--|

|  |                            |
|--|----------------------------|
| <b>300 Continental Drive, Newark, Delaware</b><br>(Address of principal executive offices) | <b>19713</b><br>(Zip Code) |
|--|----------------------------|

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

(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,<br>Series B, par value \$.20 per share | SLMBP             | The NASDAQ Global Select Market           |

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

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.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On June 20, 2019, SLM Corporation (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the following proposals were submitted to a vote of the Company’s stockholders, with the voting results indicated below:

Proposal 1 – Election of Directors. The Company’s stockholders elected the following 12 directors to hold office until the 2020 Annual Meeting of Stockholders and until their successors have been duly elected or appointed.

|                           | <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------------------|-------------|----------------|----------------|-------------------------|
| Paul G. Child             | 391,300,459 | 1,633,231      | 286,697        | 13,282,019              |
| Mary Carter Warren Franke | 390,570,213 | 2,365,518      | 284,656        | 13,282,019              |
| Earl A. Goode             | 388,234,361 | 4,697,926      | 288,100        | 13,282,019              |
| Marianne M. Keler         | 391,072,571 | 1,864,281      | 283,535        | 13,282,019              |
| Mark L. Lavelle           | 391,374,290 | 1,558,093      | 288,004        | 13,282,019              |
| Jim Matheson              | 390,450,067 | 2,482,139      | 288,181        | 13,282,019              |
| Frank C. Puleo            | 391,001,556 | 1,931,986      | 286,845        | 13,282,019              |
| Raymond J. Quinlan        | 387,792,217 | 5,140,605      | 287,565        | 13,282,019              |
| Vivian C. Schneck-Last    | 391,405,071 | 1,531,243      | 284,073        | 13,282,019              |
| William N. Shiebler       | 389,828,870 | 3,102,398      | 289,119        | 13,282,019              |
| Robert S. Strong          | 391,300,513 | 1,632,076      | 287,798        | 13,282,019              |
| Kirsten O. Wolberg        | 390,577,328 | 2,358,945      | 284,114        | 13,282,019              |

Proposal 2 – Advisory Vote on Executive Compensation. The Company’s stockholders approved, by an advisory vote, the compensation of its named executive officers.

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 377,501,578 | 15,338,103     | 380,706        | 13,282,019              |

Proposal 3 – Ratification of the Appointment of KPMG LLP. The Company’s stockholders ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2019.

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 404,000,241 | 2,176,708      | 325,457        | -                       |

**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: June 24, 2019

**SLM CORPORATION**

By: /s/ NICOLAS JAFARIEH

Nicolas Jafarieh

Senior Vice President and General Counsel