

SLM CORP  
Form 8-K  
December 16, 2013

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): December 16, 2013

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SLM CORPORATION  
(Exact name of registrant as specified in its charter)

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|   |                             |   |
|---|-----------------------------|---|
| Delaware  | 001-13251                   | 52-2013874                              |
| (State or other jurisdiction<br>of incorporation)                                   | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |
| 300 Continental Drive, Newark, Delaware<br>(Address of principal executive offices) |                             | 19713<br>(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:

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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 8.01 Other Events.

On December 16, 2013, Davis Polk & Wardwell LLP delivered an opinion (the “Opinion”) to SLM Corporation (the “Company”) in connection with the public offering of \$1.0 billion aggregate principal amount of the Company’s 4.875% Fixed Rate Medium Term Notes, Series A Due June 17, 2019 (the “Notes”). The Opinion is being filed herewith, and thereby automatically incorporated by reference into the Company’s Registration Statement on Form S-3 (No. 333-178087), in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933.

On December 16, 2013, Davis Polk & Wardwell LLP also delivered an opinion to Barclays Capital Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, RBC Capital Markets, LLC and RBS Securities Inc. as Agents regarding certain U.S. federal income tax consequences of the purchase, ownership and disposition of the Notes.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

5.1 Opinion of Davis Polk & Wardwell LLP, dated December 16, 2013

23.1 Consent of Davis Polk & Wardwell (contained in its opinion filed as Exhibit 5.1)

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: December 16, 2013

By:

/s/ Eric Watson  
Eric Watson  
Assistant Corporate Secretary

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EXHIBIT INDEX

| Exhibit<br>No. | Description  |
|----------------|--|
| 5.1<br>23.1    | Opinion of Davis Polk & Wardwell LLP, dated December 16, 2013<br>Consent of Davis Polk & Wardwell (contained in its opinion filed as<br>Exhibit 5.1) |

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