

HIGHFIELDS CAPITAL MANAGEMENT LP
Form SC 13G/A
February 17, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

SLM CORPORATION

(Name of Issuer)

COMMON STOCK, \$0.20 PAR VALUE

(Title of Class of Securities)

78442P106

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Edgar Filing: HIGHFIELDS CAPITAL MANAGEMENT LP - Form SC 13G/A

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP No. 78442P106

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Highfields Capital Management LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

35,058,484*

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

--0--

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

35,058,484*

8. SHARED DISPOSITIVE POWER

--0--

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,058,484*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.5%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

*See Item 4

CUSIP No. 78442P106

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Highfields GP LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

35,058,484*

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

--0--

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

35,058,484*

8. SHARED DISPOSITIVE POWER

--0--

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,058,484*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.5%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

*See Item 4

CUSIP No. 78442P106

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Highfields Associates LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES **35,058,484***
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY **--0--**
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON **35,058,484***
WITH 8. SHARED DISPOSITIVE POWER

--0--

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,058,484*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.5%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

*See Item 4

CUSIP No. 78442P106

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jonathon S. Jacobson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF

SHARES **35,058,484***
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY **--0--**
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON **35,058,484***
WITH 8. SHARED DISPOSITIVE POWER

--0--

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,058,484*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.5%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

*See Item 4

CUSIP No. 78442P106

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Richard L. Grubman

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF

SHARES **35,058,484***
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY **--0--**
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON **35,058,484***
8. SHARED DISPOSITIVE POWER
WITH

--0--

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,058,484*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.5%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

*See Item 4

CUSIP No. 78442P106

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Highfields Capital I LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

2,747,813*

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

--0--

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

2,747,813*

8. SHARED DISPOSITIVE POWER

--0--

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,058,484*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.5%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

*See Item 4

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CUSIP No. 78442P106

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Highfields Capital II LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

8,776,140*

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

--0--

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

8,776,140*

8. SHARED DISPOSITIVE POWER

--0--

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,058,484*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.5%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

*See Item 4

CUSIP No. 78442P106

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Highfields Capital III L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

NUMBER OF

SHARES

23,534,531*

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

--0--

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

23,534,531*

8. SHARED DISPOSITIVE POWER

--0--

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,058,484*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.5%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

*See Item 4

CUSIP No. 78442P106

Item 1(a). Name of Issuer:

SLM Corporation (the Issuer)

Item 1(b). Address of Issuer's Principal Executive Offices:

12061 Bluemont Way, Reston, VA 20190

Item 2(a). Name of Person Filing:

This statement is being filed by the following persons with respect to the shares of common stock (Common Stock) of the Issuer directly owned by Highfields Capital I LP (Highfields I), Highfields Capital II LP (Highfields II) and Highfields Capital III L.P. (Highfields III and, together with Highfields I and Highfields II, the Funds):

- (i) Highfields Capital Management LP, a Delaware limited partnership (Highfields Capital Management) and investment manager to each of the Funds;
- (ii) Highfields GP LLC, a Delaware limited liability company (Highfields GP) and the General Partner of Highfields Capital Management;
- (iii) Highfields Associates LLC, a Delaware limited liability company (Highfields Associates) and the General Partner of the Funds;
- (iv) Jonathon S. Jacobson, a Managing Member of Highfields GP and a Senior Managing Member of Highfields Associates;
- (v) Richard L. Grubman, a Managing Member of Highfields GP and a Senior Managing Member of Highfields Associates;
- (vi) Highfields I, a Delaware limited partnership;
- (vii) Highfields II, a Delaware limited partnership; and
- (viii) Highfields III, an exempted limited partnership organized under the laws of the Cayman Islands.

Highfields Capital Management, Highfields GP, Highfields Associates, Mr. Jacobson, Mr. Grubman, Highfields I, Highfields II and Highfields III are sometimes individually referred to herein as a Reporting Person and collectively as the Reporting Persons.

Item 2(b). Address of Principal Business Office or, if None, Residence:

Address for Highfields Capital Management, Highfields GP, Highfields Associates, Mr. Jacobson, Mr. Grubman, Highfields I and Highfields II:

c/o Highfields Capital Management LP
John Hancock Tower
200 Clarendon Street, 59th Floor
Boston, Massachusetts 02116

CUSIP No. 78442P106

Address for Highfields III:

c/o Goldman Sachs (Cayman) Trust Limited
Suite 3307, Gardenia Court
45 Market Street, Camana Bay
P.O. Box 896
Grand Cayman KY1-1103
Cayman Islands

Item 2(c). Citizenship:

Highfields Capital Management Delaware
Highfields GP Delaware
Highfields Associates Delaware
Jonathon S. Jacobson United States
Richard L. Grubman United States
Highfields I Delaware
Highfields II Delaware
Highfields III Cayman Islands

Item 2(d). Title of Class of Securities:

Common Stock, \$0.20 par value

Item 2(e). CUSIP Number:

78442P106

Item 3. Not applicable.

Item 4. Ownership.

For Highfields Capital Management, Highfields GP, Highfields Associates, Mr. Jacobson and Mr. Grubman:

(a) Amount beneficially owned: 35,058,484 shares of Common Stock

(b) Percent of class: 7.5%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 35,058,484

(ii) Shared power to vote or to direct the vote: -0-

(iii) Sole power to dispose or to direct the disposition of: 35,058,484

(iv) Shared power to dispose or to direct the disposition of: -0-

CUSIP No. 78442P106

For Highfields I:

- (a) Amount beneficially owned: 35,058,484 shares of Common Stock
- (b) Percent of class: 7.5%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 2,747,813
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 2,747,813
 - (iv) Shared power to dispose or to direct the disposition of: 0

For Highfields II:

- (a) Amount beneficially owned: 35,058,484 shares of Common Stock
- (b) Percent of class: 7.5%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 8,776,140
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 8,776,140
 - (iv) Shared power to dispose or to direct the disposition of: 0

For Highfields III:

- (a) Amount beneficially owned: 35,058,484 shares of Common Stock
- (b) Percent of class: 7.5%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 23,534,531
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 23,534,531
 - (iv) Shared power to dispose or to direct the disposition of: 0

CUSIP No. 78442P106

Each of the Reporting Persons listed above has acquired convertible preferred stock, which is convertible into shares of Common Stock. The information set forth herein includes the amount of Common Stock that the Reporting Persons are entitled to acquire.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The shares of Common Stock beneficially owned by Highfields Capital Management, Highfields GP, Highfields Associates, Mr. Jacobson and Mr. Grubman are directly owned by the Funds. Highfields Capital Management serves as the investment manager to each of the Funds. Each of Highfields Capital Management, Highfields GP, Highfields Associates, Mr. Jacobson and Mr. Grubman has the power to direct the dividends from or the proceeds of the sale of the shares of Common Stock owned by the Funds.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit 1 attached hereto.

Each Reporting Person disclaims beneficial ownership of the shares of Common Stock beneficially owned by the other Reporting Persons.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 78442P106

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2009
Date

HIGHFIELDS CAPITAL MANAGEMENT LP

By: Highfields GP LLC, its General Partner

/s/ JOSEPH F. MAZZELLA
Signature

JOSEPH F. MAZZELLA, AUTHORIZED SIGNATORY
Name/Title

HIGHFIELDS GP LLC

/s/ JOSEPH F. MAZZELLA
Signature

JOSEPH F. MAZZELLA, AUTHORIZED SIGNATORY
Name/Title

HIGHFIELDS ASSOCIATES LLC

/s/ JOSEPH F. MAZZELLA
Signature

JOSEPH F. MAZZELLA, AUTHORIZED SIGNATORY
Name/Title

JONATHON S. JACOBSON

/s/ JOSEPH F. MAZZELLA
Signature

JOSEPH F. MAZZELLA, AUTHORIZED SIGNATORY
Name/Title

CUSIP No. 78442P106

RICHARD L. GRUBMAN

/s/ Joseph F. Mazzella
Signature

Joseph F. Mazzella, Authorized Signatory
Name/Title

HIGHFIELDS CAPITAL I LP

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella
Signature

Joseph F. Mazzella, Authorized Signatory
Name/Title

HIGHFIELDS CAPITAL II LP

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella
Signature

Joseph F. Mazzella, Authorized Signatory
Name/Title

HIGHFIELDS CAPITAL III L.P.

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella
Signature

Joseph F. Mazzella, Authorized Signatory
Name/Title

CUSIP No. 78442P106

EXHIBIT INDEX

Exhibit 1. List of Members of Group

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Exhibit 1

Members of Group

Highfields Capital Management LP

Highfields GP LLC

Highfields Associates LLC

Jonathon S. Jacobson

Richard L. Grubman

Highfields Capital I LP

Highfields Capital II LP

Highfields Capital III L.P.