

SLM CORP
Form 8-K
June 27, 2016

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 27, 2016 (June 23, 2016)

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))

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

On June 23, 2016, SLM Corporation (the Company) held its Annual Meeting of Stockholders (the Annual Meeting). As of the close of business on April 25, 2016, the record date for the Annual Meeting, 427,929,949 shares of common stock, par value \$.20 per share, were outstanding and entitled to vote. At the Annual Meeting, 410,943,270, or approximately 96.03%, of the outstanding shares of common stock entitled to vote were represented in person or by proxy. 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 2017 Annual Meeting of Stockholders and until their successors have been duly elected or appointed.

| | For | Against | Abstain | Broker Non-Votes |
|------------------------|-------------|----------------|----------------|-------------------------|
| Paul G. Child | 395,759,240 | 1,710,058 | 82,108 | 13,391,864 |
| Carter Warren Franke | 394,430,083 | 3,040,242 | 81,081 | 13,391,864 |
| Earl A. Goode | 390,308,033 | 7,161,434 | 81,939 | 13,391,864 |
| Ronald F. Hunt | 391,751,540 | 5,717,557 | 82,309 | 13,391,864 |
| Marianne M. Keler | 394,973,951 | 2,495,735 | 81,720 | 13,391,864 |
| Jim Matheson | 394,426,078 | 3,043,266 | 82,062 | 13,391,864 |
| Jed H. Pitcher | 394,422,653 | 3,046,660 | 82,093 | 13,391,864 |
| Frank C. Puleo | 395,225,887 | 2,243,265 | 82,254 | 13,391,864 |
| Raymond J. Quinlan | 390,984,333 | 6,484,026 | 83,047 | 13,391,864 |
| Vivian C. Schneck-Last | 395,754,429 | 1,714,694 | 82,283 | 13,391,864 |
| William N. Shiebler | 394,421,284 | 3,047,844 | 82,278 | 13,391,864 |
| Robert S. Strong | 395,757,048 | 1,711,864 | 82,494 | 13,391,864 |

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

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 346,347,168 | 51,026,972 | 177,266 | 13,391,864 |

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, 2016.

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 404,623,144 | 5,658,879 | 661,247 | |

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: June 27, 2016

By: /s/ Laurent C. Lutz
Laurent C. Lutz
Executive Vice President, General Counsel &
Corporate Secretary