

SLM CORP  
Form 8-K  
January 27, 2012

**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): January 27, 2012**

**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.)**

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**300 Continental Drive, Newark, Delaware**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (302) 283-8000**

**19713**

(Zip Code)

(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 8.01 Other Events.**

On January 27, 2012, Skadden, Arps, Slate, Meagher & Flom LLP delivered an opinion (the Opinion ) to SLM Corporation (the Company ) in connection with the public offering of (i) \$750,000,000 aggregate principal amount of the Company's 7.250% Fixed Rate Medium Term Notes, Series A Due 2022 and (ii) \$750,000,000 aggregate principal amount of the Company's 6.00% Fixed Rate Medium Term Notes, Series A Due 2017. 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.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

5.1 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP, dated January 27, 2012

**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: January 27, 2012

By: /s/ Laurent C. Lutz  
Laurent C. Lutz  
Executive Vice President and General Counsel

**EXHIBIT INDEX**

| Exhibit<br>No. | Description   |
|----------------|---|
| 5.1            | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP, dated January 27, 2012 |