

STUDENT LOAN CORP
Form 8-K
December 17, 2010

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: December 16, 2010

(Date of earliest event reported)

The Student Loan Corporation

(Exact name of registrant as specified in its charter)

Delaware

1-11616

16-1427135

(State or other jurisdiction of incorporation)

(Commission File
Number)

(I.R.S. Employer Identification No.)

750 Washington Boulevard
Stamford, Connecticut 06901

(Address of principal executive (Zip
offices) Code)

(203) 975-6320

(Registrant's telephone number, including area
code)

(Former name or former address, if changed
since last report)

Edgar Filing: STUDENT LOAN CORP - Form 8-K

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 December 16, 2010, The Student Loan Corporation (the “Company”) announced the final voting results for the Special Meeting of the Company’s Stockholders held on December 2, 2010 and adjourned and reconvened on December 16, 2010 (the “Special Meeting”). At the Special Meeting the Company’s Stockholders approved the following proposals:

1. The proposal to adopt a resolution authorizing the transactions contemplated by the Asset Purchase Agreement, dated as of September 17, 2010, by and among The Student Loan Corporation; Citibank, N.A.; Citibank (South Dakota) National Association; SLC Student Loan Receivables I, Inc.; SLM Corporation; Bull Run 1 LLC; SLM Education Credit Finance Corporation; and Sallie Mae, Inc.

| Votes in Favor | Number of Shares | | | Broker Non-Votes |
|----------------|------------------|---------|--|------------------|
| | Votes Against | Abstain | | |
| 19,161,199 | 81,911 | 275 | | 0 |

2. The proposal to adopt the Agreement and Plan of Merger, dated as of September 17, 2010, by and among The Student Loan Corporation, Discover Bank and Academy Acquisition Corp., a wholly owned subsidiary of Discover Bank, and approve the merger of Academy Acquisition Corp. with and into The Student Loan Corporation, with The Student Loan Corporation continuing as the surviving corporation and a wholly owned subsidiary of Discover Bank.

| Votes in Favor | Number of Shares | | | Broker Non-Votes |
|----------------|------------------|---------|--|------------------|
| | Votes Against | Abstain | | |
| | | | | |

Edgar Filing: STUDENT LOAN CORP - Form 8-K

19,158,441

84,669

275

0

A copy of the related press release is being filed as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference in its entirety.

ITEM 9.01. Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press Release, dated December 16, 2010, issued by The Student Loan Corporation |

SIGNATURE

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.

THE STUDENT LOAN CORPORATION

Date: December 17, 2010

By: /s/ Joseph P. Guage
Name: Joseph P. Guage

Edgar Filing: STUDENT LOAN CORP - Form 8-K

Title: Chief Financial Officer

INDEX TO EXHIBITS

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press Release, dated December 16, 2010, issued by The Student Loan Corporation |