

SLM CORP
Form 8-K
January 11, 2005

**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 5, 2005

SLM CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
12061 Bluemont Way, Reston, Virginia
(Address of principal executive offices)

52-2013874
(I.R.S. Employer
Identification No.)
20190
(Zip Code)

Registrant's telephone number, including area code: **(703) 810-3000**

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Item 8.01. Other Events

On January 5, 2005, SLM Corporation (the Company) executed and delivered the Amended and Restated Selling Agent Agreement among the Company, ABN AMRO Financial Services, Inc., Banc of America Securities, LLC, Citigroup Global Markets Inc., Edward D. Jones & Co., L.P., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, UBS Financial Services Inc. and Wachovia Securities, LLC (collectively, the Agents) under which the Company will issue, from time to time, its Medium Term Notes, Series B, also known as EdNotes® (EdNotes).

Item 9.01. Financial Statements, Pro Forma Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired:

Not Applicable.

(b) Pro Forma Financial Information:

Not Applicable.

(c) Exhibits:

- 1 Amended and Restated Selling Agent Agreement, dated January 5, 2005 among the Company and the Agents party thereto
- 4.1 Officers Certificate amending and restating the terms of the EdNotes
- 4.2 Medium Term Note Master Note, dated January 23, 2003 (incorporated by reference to Exhibit 4.2 to registrant's Current Report on Form 8-K (File No. 001-13251) filed on January 28, 2003)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SLM CORPORATION

By: _____ /s/ JOHN F. REMONDI

Name: _____ John F. Remondi
Title: _____ Executive Vice President, Finance

Dated: January 5, 2005

INDEX TO EXHIBITS

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