

SLM CORP
Form 8-K
January 28, 2003

**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 23, 2003

SLM CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
11600 Sallie Mae Drive, Reston, Virginia
(Address of principal executive offices)

52-2013874
(I.R.S. Employer
Identification No.)
20193
(Zip Code)

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

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Item 5. Other Events

Effective as of January 23, 2003, SLM Corporation (the Company) executed and delivered the Selling Agency Agreement among the Company, ABN AMRO Financial Services, Inc., Banc of America Securities LLC, Edward D. Jones & Co., L.P., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, Prudential Securities Incorporated, Salomon Smith Barney Inc., UBS PaineWebber Inc. and Wachovia Securities, Inc. (collectively, the Agents) under which the Company will issue, from time to time, its Medium Term Notes, Series B, also known as EdNotesSM (EdNotes).

Item 7. 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 Selling Agent Agreement dated as of January 23, 2003 among the Company and the Agents party thereto.
- 4.1 Officers Certificate establishing the terms of the EdNotes.
- 4.2 Medium Term Note Master Note dated January 23, 2003.
- 4.3 Form of Fixed Rate Medium Term Note (included in Exhibit 4.1).
- 4.4 Form of Floating Rate - Commercial Paper Rate Medium Term Note (included in Exhibit 4.1).
- 4.5 Form of Floating Rate - LIBOR Medium Term Note (included in Exhibit 4.1).
- 4.6 Form of Floating Rate - Prime Rate Medium Term Note (included in Exhibit 4.1).
- 4.7 Form of Floating Rate - Treasury Bill Rate Medium Term Note (included in Exhibit 4.1).

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 & Chief
Financial Officer

Dated: January 27, 2003

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INDEX TO EXHIBIT

<u>Exhibit Number</u>	<u>Exhibit</u>	<u>Sequentially Numbered Page</u>
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