

SLM CORP  
Form DEFA14A  
April 07, 2009

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. \_)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**SLM Corporation**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

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+ C 1234567890 MR ANDREW SAMPLE 1234 AMERICA DRIVE ANYWHERE, IL 60661  
IMPORTANT ANNUAL SHAREHOLDERS MEETING INFORMATION YOUR VOTE COUNTS!  
Shareholder Meeting Notice & Admission Ticket 123456 C0123456789 12345 Important Notice  
Regarding the Availability of Proxy Materials for the SLM Corporation Shareholder Meeting to be Held  
on May 22, 2009 Under new Securities and Exchange Commission rules, you are receiving this notice  
that the proxy materials for the annual shareholders meeting are available on the Internet. Follow the  
instructions below to view the materials and vote online or request a copy. The items to be voted on and  
location of the annual meeting are on the reverse side. Your vote is important! This communication  
presents only an overview of the more complete proxy materials that are available to you on the Internet.  
We encourage you to access and review all of the important information contained in the proxy materials  
before voting. The proxy statement and annual report to shareholders are available at:  
[www.envisionreports.com/SLM](http://www.envisionreports.com/SLM) When you go online to view materials, you can also vote your shares. 3  
Easy Online Access A Convenient Way to View Proxy Materials and Vote Step 1: Go to  
[www.envisionreports.com/SLM](http://www.envisionreports.com/SLM) to view the materials. Step 2: Click on Cast Your Vote or Request  
Materials. Step 3: Follow the instructions on the screen to log in. Step 4: Make your selection as  
instructed on each screen to select delivery preferences and vote. When you go online, you can also help  
the environment by consenting to receive electronic delivery of future materials. Obtaining a Copy of the  
Proxy Materials If you want to receive a paper or e-mail copy of these documents, you must request one.  
There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the  
reverse side on or before May 12, 2009 to facilitate timely delivery. C O Y + <STOCK#> 010XZB

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Shareholder Meeting Notice & Admission Ticket SLM Corporation Annual Meeting of Shareholders will be held on May 22, 2009 at 12061 Bluemont Way Reston, Virginia 20190, at 11:00 a.m. EST. Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations. The Board of Directors recommends that you vote FOR the following proposals: 1. Election of Directors: Ann Torre Bates, W.M. Diefenderfer III, Diane Suitt Gilleland, Earl A. Goode, Ronald F. Hunt, Albert L. Lord, Michael E. Martin, Barry A. Munitz, Howard H. Newman, A. Alexander Porter, Jr., Frank C. Puleo, Wolfgang Schoellkopf, Steven L. Shapiro, J. Terry Strange, Anthony P. Terracciano, Barry L. Williams. 2. Adoption of the SLM Corporation Directors Equity Plan. 3. Adoption of the SLM Corporation 2009 - 2012 Incentive Plan. 4. Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm. PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you. Here's how to order a copy of the proxy materials and select a future delivery preference: Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below. Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials. PLEASE NOTE: You must use the numbers in the shaded bar on the reverse side when requesting a set of proxy materials. 3 Internet - Go to [www.envisionreports.com/SLM](http://www.envisionreports.com/SLM). Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a paper or email copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials. 3 Telephone - Call us free of charge at 1-866-641-4276 using a touch-tone phone and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings. 3 Email - Send email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with Proxy Materials SLM Corporation in the subject line. Include in the message your full name and address, plus the three numbers located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings. To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by May 12, 2009. 010XZB