

USA EDUCATION INC  
Form 8-K  
November 07, 2001

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

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**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): October 31, 2001

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**USA EDUCATION, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**333-63164**  
(Commission File Numbers)

**52-2013874**  
(I.R.S. Employer  
Identification No.)

**11600 Sallie Mae Drive, Reston, Virginia**  
(Address of principal executive offices)

**20193**  
(Zip Code)

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

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Item 5. Other Events.

On October 31, 2001 USA Education, Inc. (the "Company") entered into a Distribution Agreement with certain agents in connection with its offering of up to \$3,000,000,000 (or its equivalent in foreign or composite currencies) of its Medium Term Notes, Series A pursuant to its registration statement on Form S-3 (File No. 333-63164) filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended. The Company is filing herewith the following exhibits in connection with that offering.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(a) Financial Statements of Businesses Acquired:  
Not Applicable.

(b) Pro Forma Financial Information:  
  
Not Applicable.

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(c)  
Exhibits

- 4.1.1 Form of Medium Term Note Master Note.
  - 4.1.2 Form of Fixed Rate Medium Term Note.
  - 4.1.3 Form of Floating Rate Medium Term Note (CD Rate).
  - 4.1.4 Form of Floating Rate Medium Term Note (CMT Rate).
  - 4.1.5 Form of Floating Rate Medium Term Note (Commercial Paper Rate).
  - 4.1.6 Form of Floating Rate Medium Term Note (Federal Funds Rate).
  - 4.1.7 Form of Floating Rate Medium Term Note (LIBOR Rate).
  - 4.1.8 Form of Floating Rate Medium Term Note (Prime Rate)
  - 4.1.9 Form of Floating Rate Medium Term Note (Treasury Bill Rate).
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**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.

USA EDUCATION, INC.

By:                                 /s/ JOHN F. REMONDI

Dated: November 7, 2001	Name:                                 John F. Remondi Title:                                 Executive Vice President & Chief Financial Officer
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<b>Exhibit Number</b>	<b>Exhibit</b>	<b>Sequentially Numbered Page</b>
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