

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>GOLDMAN SACHS GROUP INC</u><br><br>(Last) (First) (Middle)<br><u>200 WEST STREET</u><br><br>(Street)<br><u>NEW YORK NY 10282</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Flywire Corp [ FLYW ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below)                          |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/28/2022</u>       |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                    | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   |        | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |         |           | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|---|---------|-----------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount | (A) or (D)  | Price   |           |   |  |   |
| Voting Common Stock             | 11/28/2022                           |  | C                              |   | 22,644 | A   | (1)     | 1,326,939 | I   | See footnote <sup>(2)</sup><br>(3)(4)(5)                 |   |
| Voting Common Stock             | 11/28/2022                           |  | S                              |   | 22,644 | D   | \$20.52 | 1,304,295 | I   | See footnote <sup>(2)</sup><br>(3)(4)(5)                 |   |
| Voting Common Stock             | 11/29/2022                           |  | C                              |   | 51,929 | A   | (6)     | 1,423,484 | I   | See footnote <sup>(2)</sup><br>(3)(4)(5)                 |   |
| Voting Common Stock             | 11/29/2022                           |  | S                              |   | 51,929 | D   | \$20.5  | 1,371,555 | I   | See footnote <sup>(2)</sup><br>(3)(4)(5)                 |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                     | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|---------------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date     |   |  |  |   |  |
| Non-Voting Common Stock                    | (1)  | 11/28/2022                           |  | C                              |   | 22,644   | (1) | (1)  | Voting Common Stock | 22,644  | \$0.00                                     | 1,431,288  | I   | See footnote <sup>(2)(3)</sup><br>(4)(5)               |
| Non-Voting Common Stock                    | (6)  | 11/29/2022                           |  | C                              |   | 51,929   | (6) | (6)  | Voting Common Stock | 51,929  | \$0.00                                     | 1,379,359  | I   | See footnote <sup>(2)(3)</sup><br>(4)(5)               |

|   |
|---|
| 1. Name and Address of Reporting Person*<br><u>GOLDMAN SACHS GROUP INC</u><br><br>(Last) (First) (Middle)<br><u>200 WEST STREET</u><br><br>(Street)<br><u>NEW YORK NY 10282</u><br><br>(City) (State) (Zip)     |
| 1. Name and Address of Reporting Person*<br><u>GOLDMAN SACHS &amp; CO. LLC</u><br><br>(Last) (First) (Middle)<br><u>200 WEST STREET</u><br><br>(Street)<br><u>NEW YORK NY 10282</u><br><br>(City) (State) (Zip) |
| 1. Name and Address of Reporting Person*  |

Goldman Sachs PSI Global Holdings, LLC

(Last) (First) (Middle)  
200 WEST STREET

(Street)  
NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

StoneBridge 2020, L.P.

(Last) (First) (Middle)  
200 WEST STREET

(Street)  
NEW YORK NY 10282-2198

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Stonebridge 2020 Offshore Holdings II, L.P.

(Last) (First) (Middle)  
200 WEST STREET

(Street)  
NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Bridge Street Opportunity Advisors, L.L.C.

(Last) (First) (Middle)  
200 WEST STREET

(Street)  
NEW YORK NY 10282

(City) (State) (Zip)

**Explanation of Responses:**

1. The Non-Voting Common Stock is convertible into an equal number of shares of Voting Common Stock immediately prior to the execution of the sale of such shares as reported in Table I. On November 28, 2022, the reporting person consummated the sale of all 22,644 shares of Non-Voting Common Stock, resulting in the automatic conversion of such shares into Voting Common Stock upon the execution of the sale of such shares as reported in Table I.
2. This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman Sachs & Co. LLC ("Goldman Sachs"), Goldman Sachs PSI Global Holdings, LLC ("GSPSI"), StoneBridge 2020, L.P. ("SB Fund"), StoneBridge 2020 Offshore Holdings II, L.P. ("SB Fund Offshore" and, together with SB Fund, the "SB Funds") and Bridge Street Opportunity Advisors, L.L.C. ("Bridge Street"). Ms. Jo Natauri serves as a member of the Board of Directors of the Issuer and is an employee of GS Group. Each of GS Group, Goldman Sachs, GSPSI, the SB Funds and Bridge Street is a director by deputization of the Issuer for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, if any. (Continued in Footnote 3 below)
3. (Continued from Footnote 2 above). This report shall not be deemed an admission that any of the Reporting Persons are a member of a group or the beneficial owner of any securities not directly owned by the Reporting Person.
4. Goldman Sachs is a subsidiary of GS Group. Goldman Sachs is the investment manager of the SB Funds, and Bridge Street is the general partner of the SB Funds. Each of Bridge Street and GSPSI is wholly owned by GS Group.
5. Because of the relationships among GS Group, Goldman Sachs, Bridge Street, the SB Funds and GSPSI, each of GS Group and Goldman Sachs may be deemed a beneficial owner of any shares of the Issuer held by GSPSI and the SB Funds, and Bridge Street may be deemed a beneficial owner of any shares of the Issuer held by the SB Funds.
6. The Non-Voting Common Stock is convertible into an equal number of shares of Voting Common Stock immediately prior to the execution of the sale of such shares as reported in Table I. On November 29, 2022, the reporting person consummated the sale of all 51,929 shares of Non-Voting Common Stock, resulting in the automatic conversion of such shares into Voting Common Stock upon the execution of the sale of such shares as reported in Table I.

**Remarks:**

/s/ Jamison Yardley, Attorney- 11/30/2022  
in-fact

/s/ Jamison Yardley, Attorney- 11/30/2022  
in-fact

/s/ Jamison Yardley, Attorney- 11/30/2022  
in-fact

/s/ Jamison Yardley, Attorney- 11/30/2022  
in-fact

/s/ Jamison Yardley, Attorney- 11/30/2022  
in-fact

/s/ Jamison Yardley, Attorney- 11/30/2022  
in-fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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