

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

OMB APPROVAL	
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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* <u>Massaro Michael</u> (Last) (First) (Middle) C/O FLYWIRE CORPORATION 141 TREMONT STREET, SUITE 10 (Street) BOSTON MA 02111 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Flywire Corp [FLYW]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/27/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/27/2022		M		1	A	\$0.2	1,104,469	D	
Voting Common Stock	05/27/2022		M		4	A	\$0.35	1,104,473	D	
Voting Common Stock	05/27/2022		M		50,000	A	\$3.28	1,154,473	D	
Voting Common Stock	05/27/2022		F ⁽¹⁾		8,159	D	\$20.1	1,146,314	D	
Voting Common Stock	05/27/2022		M		210,000	A	\$0.59	1,356,314	D	
Voting Common Stock	05/27/2022		F ⁽¹⁾		96,565	D	\$20.1	1,259,748	D	
Voting Common Stock								300,000	I	See footnote ⁽²⁾
Voting Common Stock								120,000	I	By: GRAT ⁽³⁾

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						Title
Employee Stock Option (right to buy)	\$0.2	05/27/2022		M			1	(4)	03/11/2024	Voting Common Stock	1	\$0.00	93,939	D	
Employee Stock Option (right to buy)	\$0.35	05/27/2022		M			4	(5)	04/29/2025	Voting Common Stock	4	\$0.00	107,729	D	
Employee Stock Option (right to buy)	\$3.28	05/27/2022		M			50,000	(6)	02/27/2029	Voting Common Stock	50,000	\$0.00	806,508	D	
Employee Stock Option (right to buy)	\$0.59	05/27/2022		M			210,000	(7)	07/25/2026	Voting Common Stock	210,000	\$0.00	23,598	D	

Explanation of Responses:

- These shares were withheld by the Issuer for payment of the exercise price and applicable taxes, using the closing price of the Issuer's voting common stock on May 27, 2022 of \$20.10.
- The shares are held by the Michael P. Massaro 2021 Irrevocable Trust, of which the Reporting Person's spouse is a trustee. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose, except to the extent of the Reporting Person's pecuniary interests therein, if any.
- The shares are held by the Michael P. Massaro 2021 Qualified Annuity Trust, of which the Reporting Person is a trustee. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose, except to the extent of the Reporting Person's pecuniary interests therein, if any.
- The shares originally subject to this option vest in equal monthly installments over the next 48 months of continuous service to the Issuer after December 13, 2013.
- The shares originally subject to this option vest in equal monthly installments over the next 48 months of continuous service to the Issuer after June 1, 2015.
- The shares subject to this option vest in equal monthly installments over the next 48 months of continuous service to the Issuer after February 29, 2019.
- The shares originally subject to this option vest in equal monthly installments over the next 48 months of continuous service to the Issuer after February 1, 2016.

Remarks:

/s/ Michael Massaro

06/01/2022

** 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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