

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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

1. Name and Address of Reporting Person* <u>Finkelstein Alex</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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/10/2022	
	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	11/10/2022		J <sup>(1)</sup>		2,987,196	D	\$0.00	0	I	See footnote <sup>(2)</sup>
Voting Common Stock	11/10/2022		J <sup>(3)</sup>		768,981	A	\$0.00	768,981	I	See footnote <sup>(4)</sup>
Voting Common Stock	11/10/2022		J <sup>(5)</sup>		768,981	D	\$0.00	0	I	See footnote <sup>(4)</sup>
Voting Common Stock	11/10/2022		J <sup>(6)</sup>		19,541	D	\$0.00	0	I	See footnote <sup>(7)</sup>
Voting Common Stock	11/10/2022		J <sup>(8)</sup>		4,998	A	\$0.00	27,309	I	See footnote <sup>(9)</sup>
Voting Common Stock	11/10/2022		J <sup>(10)</sup>		57,674	A	\$0.00	294,180	D	

**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					

**Explanation of Responses:**

- Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Spark Capital II, L.P. ("Spark Capital II") to its partners.
- These shares are held of record by Spark Capital II. Spark Management Partners II, LLC ("SMP II") is the general partner of Spark Capital II. The Reporting Person is a managing member of SMP II. The Reporting Person may be deemed to share investment, voting and dispositive power over these shares. Each of SMP II and the Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- Represents a change in the form of ownership of SMP II by virtue of the receipt of shares in the pro-rata in-kind distribution of voting common stock of the Issuer for no consideration by Spark Capital II.
- The shares are held by SMP II. The Reporting Person is a managing member of SMP II. The Reporting Person may be deemed to share investment, voting and dispositive power over these shares. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.
- Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by SMP II to its members.
- Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Spark Capital Founders' Fund II, L.P. ("Spark Capital FF II") to its partners.
- These shares are held of record by Spark Capital FF II. SMP II is the general partner of Spark Capital FF II. The Reporting Person is a managing member of SMP II. The Reporting Person may be deemed to share investment, voting and dispositive power over these shares. Each of SMP II and the Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- Represents a change in the form of ownership of Spark Capital Partners, LLC ("SCP") by virtue of the receipt of shares in the pro-rata in-kind distribution of voting common stock of the Issuer for no consideration by SMP II.
- These shares are held by SCP. The Reporting Person is a managing member of SCP and may be deemed to share investment, voting and dispositive power over these shares. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein, if any.
- Represents a change in the form of ownership of the Reporting Person by virtue of the receipt of shares in the pro-rata in-kind distributions of voting common stock of the Issuer for no consideration by SMP II.

**Remarks:**

/s/ Alex Finkelstein

11/14/2022

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**