

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* <u>Harris Matthew C</u>			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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/28/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
C/O BAIN CAPITAL VENTURE INVESTORS, LLC 200 CLARENDON STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	BOSTON	MA	02116						
(City)	(State)	(Zip)							

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			
Class A Common Stock	05/28/2021		C		554,376	A	(1)	6,866,742	I	See footnotes <sup>(3)(4)</sup>
Class A Common Stock	05/28/2021		C		1,540,935	A	(1)	8,407,677	I	See footnotes <sup>(3)(4)</sup>
Class A Common Stock	05/28/2021		C		166,437	A	(1)	8,574,114	I	See footnotes <sup>(3)(4)</sup>
Class A Common Stock	05/28/2021		C		7,700,250	A	(1)	16,274,364	I	See footnotes <sup>(3)(4)</sup>
Class A Common Stock	05/28/2021		J <sup>(2)</sup>		16,274,364	D	(2)	0	I	See footnotes <sup>(3)(4)</sup>
Voting Common Stock	05/28/2021		J <sup>(2)</sup>		16,274,364	A	(2)	16,274,364	I	See footnotes <sup>(3)(4)</sup>

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
Series A Preferred Stock	(1)	05/28/2021		C		554,376		(1)	(1)	Class A Common Stock	554,376	(1)	0	I	See footnotes <sup>(3)(4)</sup>
Series B Preferred Stock	(1)	05/28/2021		C		1,540,935		(1)	(1)	Class A Common Stock	1,540,935	(1)	0	I	See footnotes <sup>(3)(4)</sup>
Series B-1 Preferred Stock	(1)	05/28/2021		C		166,437		(1)	(1)	Class A Common Stock	166,437	(1)	0	I	See footnotes <sup>(3)(4)</sup>
Series C Preferred Stock	(1)	05/28/2021		C		7,700,250		(1)	(1)	Class A Common Stock	7,700,250	(1)	0	I	See footnotes <sup>(3)(4)</sup>

Explanation of Responses:

- Each share of the Issuer's Series A, Series B, Series B-1 and Series C Preferred Stock automatically converted into one share of the Issuer's Class A Common Stock immediately prior to the closing of the Issuer's initial public offering (the "Conversion"). The shares had no expiration date.
- Pursuant to a reclassification exempt under Rule 16b-7, each share of the Issuer's Class A Common Stock was reclassified into one share of the Issuer's Voting Common Stock following the Conversion and immediately prior to the closing of the Issuer's initial public offering.
- Consists of securities held by Bain Capital Venture Fund 2014, L.P. ("Venture Fund 2014"), Bain Capital Venture Fund 2016, L.P. ("Venture Fund 2016"), Bain Capital Venture Coinvestment Fund II, L.P. ("Venture Coinvestment Fund II"), BCV 2019-MD Coinvestment II, L.P. ("2019-MD Coinvestment II"), BCIP Venture Associates ("BCIP Venture"), BCIP Venture Associates-B ("BCIP Venture-B"), BCIP Venture Associates II, LP ("BCIP Venture II") and BCIP Venture Associates II-B, LP ("BCIP Venture II-B" and, together with Venture Fund 2014, Venture Fund 2016, Venture Coinvestment Fund II, 2019-MD Coinvestment II, BCIP Venture, BCIP Venture-B and BCIP Venture II, the "Bain Capital Venture Entities").
- Bain Capital Venture Investors, LLC ("BCVI") (i) is the ultimate general partner of Venture Fund 2014, Venture Fund 2016, Venture Coinvestment Fund II and 2019-MD Coinvestment II and (ii) governs the investment strategy and decision-making process with respect to investments held by each of BCIP Venture, BCIP Venture-B, BCIP Venture II and BCIP Venture II-B. Mr. Harris is a Managing Director of BCVI. By virtue of the relationships described in this footnote, Mr. Harris may be deemed to share voting and dispositive power with respect to the securities held by the Bain Capital Venture Entities. Mr. Harris disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Remarks:

/s/ Matthew C. Harris

06/01/2021

\*\* 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.

