

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>Ellis Michael G</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) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ X Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/17/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O FLYWIRE CORPORATION 141 TREMONT STREET, SUITE 10			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) BOSTON MA 02111								
(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			
Voting Common Stock	12/17/2021		M		30,000	A	\$3.2766	67,500	D	
Voting Common Stock	12/17/2021		s ⁽¹⁾		1,759	D	\$32.2778 ⁽²⁾	65,741	D	
Voting Common Stock	12/17/2021		s ⁽¹⁾		7,324	D	\$33.602 ⁽³⁾	58,417	D	
Voting Common Stock	12/17/2021		s ⁽¹⁾		20,017	D	\$34.3946 ⁽⁴⁾	38,400	D	
Voting Common Stock	12/17/2021		s ⁽¹⁾		900	D	\$34.9722 ⁽⁵⁾	37,500	D	
Voting Common Stock								30,000	I	By GRAT ⁽⁶⁾
Voting Common Stock								30,000	I	By GRAT ⁽⁷⁾

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)	\$3.2766	12/17/2021		M			30,000	(8)	11/27/2028	Voting Common Stock	30,000	\$0.00	152,500	D	

Explanation of Responses:

- Shares were sold pursuant to a Rule 10b5-1 trading plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.91 to \$32.90, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of securities purchased at each separate price within the ranges set forth in this footnote (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.92 to \$33.91, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of securities purchased at each separate price within the ranges set forth in this footnote (3) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.92 to \$34.915, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of securities purchased at each separate price within the ranges set forth in this footnote (4) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.92 to \$35.08, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of securities purchased at each separate price within the ranges set forth in this footnote (5) to this Form 4.
- The shares are held by the Michael Ellis 2021 Grantor Retained Annuity Trust No. 1, 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 are held by the Michael Ellis 2021 Grantor Retained Annuity Trust No. 2, 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 shall vest over 4 years of service following October 3, 2018, with 25% vesting upon completion of 1 year of continuous service to the Issuer and the balance vesting in 36 equal monthly installments thereafter.

Remarks:

/s/ Michael G. Ellis

12/21/2021

** 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.

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.