

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>BAIN CAPITAL VENTURE INVESTORS, LLC</u>  (Last) (First) (Middle) 200 CLARENDON STREET  (Street) BOSTON MA 02116  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/17/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	11/17/2022		j <sup>(1)</sup>		1,903,864	D	\$0.00	11,741,524	I	See footnotes <sup>(3)(4)(5)(6)(7)(8)</sup>
Voting Common Stock	11/21/2022		s		96,136	D	\$20.5118 <sup>(2)</sup>	11,645,388	I	See footnotes <sup>(3)(4)(5)(6)(7)(8)</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					

1. Name and Address of Reporting Person\*  
BAIN CAPITAL VENTURE INVESTORS, LLC  
 (Last) (First) (Middle)  
 200 CLARENDON STREET  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Bain Capital Venture Coinvestment Fund II, L.P.  
 (Last) (First) (Middle)  
 200 CLARENDON STREET  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BCV 2019-MD Coinvestment II, L.P.

(Last) (First) (Middle)  
200 CLARENDON STREET

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Bain Capital Venture Coinvestment II Investors, LLC](#)

(Last) (First) (Middle)  
200 CLARENDON STREET

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BAIN CAPITAL VENTURE FUND 2014, L.P.](#)

(Last) (First) (Middle)  
200 CLARENDON STREET

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Bain Capital Venture Partners 2014, L.P.](#)

(Last) (First) (Middle)  
200 CLARENDON STREET

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Bain Capital Venture Fund 2016, L.P.](#)

(Last) (First) (Middle)  
200 CLARENDON STREET

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Bain Capital Venture Partners 2016, L.P.](#)

(Last) (First) (Middle)  
200 CLARENDON STREET

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BCIP Venture Associates](#)

(Last) (First) (Middle)  
200 CLARENDON STREET

(Street)	BOSTON	MA	02116
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<b>BCIP VENTURE ASSOCIATES-B</b>			
(Last)	(First)	(Middle)	
200 CLARENDON STREET			
(Street)	BOSTON	MA	02116
(City)	(State)	(Zip)	

**Explanation of Responses:**

- On November 17, 2022, each of Bain Capital Venture Fund, 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") distributed shares of the Issuer's Voting Common Stock to one or more partners in pro rata in-kind distributions without consideration, which included subsequent distributions by general partners or managing members to their respective partners or members (the "Distribution").
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.23 to \$20.99, inclusive. The reporting persons undertake to provide to Flywire Corporation, any security holder of Flywire Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- Includes 9,556,504 shares of the Issuer's Voting Common Stock held directly by Venture Fund 2014, 637,066 shares of the Issuer's Voting Common Stock held directly by Venture Fund 2016, 974,274 shares of the Issuer's Voting Common Stock held directly by BCIP Venture, 65,547 shares of the Issuer's Voting Common Stock held directly by BCIP Venture-B, 94,681 shares of the Issuer's Voting Common Stock held directly by BCIP Venture II, 7,138 shares of the Issuer's Voting Common Stock held directly by BCIP Venture II-B, 298,248 shares of the Issuer's Voting Common Stock held directly by Venture Coinvestment Fund II and 11,930 shares of the Issuer's Voting Common Stock held directly by 2019-MD Coinvestment II, in each case, after giving effect to the Distribution and sales referenced in footnote 2 above.
- Bain Capital Venture Investors, LLC ("BCVI") is (i) the general partner of Bain Capital Venture Partners 2014, L.P. ("Venture Partners 2014"), which is the general partner of Venture Fund 2014. As a result, Venture Partners 2014 may be deemed to share voting and dispositive power with respect to the securities held by Venture Fund 2014. Venture Partners 2014 disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- BCVI is the general partner of Bain Capital Venture Partners 2016, L.P. ("Venture Partners 2016"), which is the general partner of Venture Fund 2016. As a result, Venture Partners 2016 may be deemed to share voting and dispositive power with respect to the securities held by Venture Fund 2016. Venture Partners 2016 disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- BCVI is the manager of Bain Capital Venture Coinvestment II Investors, LLC ("Venture Coinvestment II Investors"), which is the general partner of each of Venture Coinvestment Fund II and 2019-MD Coinvestment II. As a result, Venture Coinvestment II Investors may be deemed to share voting and dispositive power with respect to the securities held by each of Venture Coinvestment Fund II and 2019-MD Coinvestment II. Venture Coinvestment II Investors disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- Boylston Coinvestors, LLC is (i) the managing partner of each of BCIP Venture and BCIP Venture-B and (ii) the general partner of each of BCIP Venture II and BCIP Venture II-B.
- The governance, investment strategy and decision-making process with respect to the investments held by the Bain Capital Venture Entities is directed by the Executive Committee of BCVI. As a result, BCVI may be deemed to share voting and dispositive power with respect to all of the securities held by the Bain Capital Venture Entities. BCVI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

**Remarks:**

Form 1 of 2.

[Bain Capital Venture Investors, LLC, By: /s/ Matthew C. Harris, Title: Managing Director](#) 11/21/2022

[Bain Capital Venture Fund 2014, L.P., By: Bain Capital Venture Partners 2014, L.P., its general partner, By: Bain Capital Venture Investors, LLC, its general partner, By: /s/ Matthew C. Harris, Title: Managing Director](#) 11/21/2022

[Bain Capital Venture Partners 2014, L.P., By: Bain Capital Venture Investors, LLC, its general partner, By: /s/ Matthew C. Harris, Title: Managing Director](#) 11/21/2022

[Bain Capital Venture Fund 2016, L.P., By: Bain Capital Venture Partners 2016, L.P., its general partner, By: Bain Capital Venture Investors, LLC, its general partner, By: /s/ Matthew C. Harris, Title: Managing Director](#) 11/21/2022

[Bain Capital Venture Partners 2016, L.P., By: Bain Capital Venture Investors, LLC, its general partner, By: /s/ Matthew C. Harris, Title: Managing Director](#) 11/21/2022

[Bain Capital Venture Coinvestment Fund II, L.P., By: Bain Capital Venture Coinvestment II Investors,](#) 11/21/2022

LLC, its general partner, By:  
Bain Capital Venture  
Investors, LLC, its manager,  
By: /s/ Matthew C. Harris,  
Title: Managing Director  
BCV 2019-MD Coinvestment  
II, L.P., By: Bain Capital  
Venture Coinvestment II  
Investors, LLC, its general  
partner, By: Bain Capital 11/21/2022  
Venture Investors, LLC, its  
manager, By: /s/ Matthew C.  
Harris, Title: Managing  
Director

Bain Capital Venture  
Coinvestment II Investors,  
LLC, By: Bain Capital  
Venture Investors, LLC, its 11/21/2022  
manager, By: /s/ Matthew C.  
Harris, Title: Managing  
Director

BCIP Venture Associates, By:  
Boylston Coinvestors, LLC,  
its managing partner, By: /s/ 11/21/2022  
Matthew C. Harris, Title:  
Authorized Signatory

BCIP Venture Associates-B,  
By: Boylston Coinvestors,  
LLC, its managing partner, 11/21/2022  
By: /s/ Matthew C. Harris,  
Title: Authorized Signatory

\*\* 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.**