
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

FLYWIRE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-0690799
(I.R.S. Employer
Identification No.)

**141 Tremont St #10
Boston, MA**
(Address of Principal Executive Offices)

02111
(Zip Code)

**Flywire Corporation 2021 Equity Incentive Plan
Flywire Corporation 2021 Employee Stock Purchase Plan**
(Full title of Plan)

Michael Massaro
Chief Executive Officer
Flywire Corporation
141 Tremont St #10
Boston, MA 02111
(Name and address of agent for service)

(617) 329-4524
(Telephone number, including area code, of agent for service)

Copies to:

David D. Gammell
Keith J. Scherer
Gunderson Dettmer Stough Villeneuve
Franklin & Hachigian, LLP
One Marina Park Drive, Suite 900
Boston, MA 02210
(617) 648-9100

Peter Butterfield
General Counsel & Chief
Compliance Officer
Flywire Corporation
141 Tremont St #10
Boston, MA 02111
(617) 329-4524

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

PART I

EXPLANATORY NOTE

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

This Registration Statement on Form S-8 registers additional shares of voting common stock to be issued pursuant to the Registrant's 2021 Equity Incentive Plan and 2021 Employee Stock Purchase Plan. The information contained in the Registrant's registration statement on Form S-8 (SEC File No. 333-256695), together with all exhibits filed therewith or incorporated therein by reference, are hereby incorporated by reference pursuant to General Instruction E to Form S-8.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1*	<u>Opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP.</u>
23.1*	<u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.</u>
23.2*	<u>Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included in the signature page to the registration statement).</u>
107*	<u>Filing Fee Table.</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts on this 29th day of March, 2022.

FLYWIRE CORPORATION

By: /s/ Michael Massaro

Michael Massaro
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Michael Massaro and Michael Ellis and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this registration statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorney-in-fact and agents or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on behalf the Registrant in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Michael Massaro</u> Michael Massaro	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 29, 2022
<u>/s/ Michael Ellis</u> Michael Ellis	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 29, 2022
<u>/s/ Phillip Riese</u> Phillip Riese	Chairman of the Board of Directors	March 29, 2022
<u>/s/ Jo Natauri</u> Jo Natauri	Director	March 29, 2022
<u>/s/ Alex Finkelstein</u> Alex Finkelstein	Director	March 29, 2022
<u>/s/ Matt Harris</u> Matt Harris	Director	March 29, 2022
<u>/s/ Edwin Santos</u> Edwin Santos	Director	March 29, 2022
<u>/s/ Yvonne Hao</u> Yvonne Hao	Director	March 29, 2022

March 29, 2022

Flywire Corporation
141 Tremont St #10
Boston, MA 02111

Re: Flywire Corporation Registration Statement on Form S-8

Ladies and Gentlemen:

We refer to the registration statement on Form S-8 (the "Registration Statement") to be filed by Flywire Corporation, a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of an aggregate of 6,386,554 shares of the Company's voting common stock, \$0.0001 par value per share (the "Shares"), that are issuable by the Company (i) upon the exercise or settlement of awards granted or to be granted under the Company's 2021 Equity Incentive Plan and (ii) upon the exercise of purchase rights to acquire shares of voting common stock pursuant to the Company's 2021 Employee Stock Purchase Plan. The Company's 2021 Equity Incentive Plan and 2021 Employee Stock Purchase Plan are collectively referred to in this letter as the "Plans."

As your counsel, we have examined such matters of fact and questions of law as we have deemed necessary in order to render the opinion set forth herein. In connection with our opinion expressed below, we have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible. We express no opinion as to matters governed by any laws other than the laws of the Delaware General Corporation Law and the federal laws of the United States.

Based upon and subject to the foregoing, we advise you that, in our opinion, when the Shares have been issued and sold pursuant to the applicable provisions of the Plans, and in accordance with the Registration Statement, such Shares will be validly issued, fully paid and nonassessable shares of the Company's voting common stock.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Gunderson Dettmer Stough Villeneuve
Franklin & Hachigian, LLP
GUNDERSON DETTMER STOUGH VILLENEUVE
FRANKLIN & HACHIGIAN, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Flywire Corporation of our report dated March 29, 2022, relating to the financial statements, appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
March 29, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Flywire Corporation
(Exact name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule(4)	Amount Registered(1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee(5)
Equity	Voting common stock, par value \$0.0001 per share	Rule 457(h) Rule 457(c)	5,322,128 (2)	\$27.3750 (4)	\$145,693,254.00	0.0000927	\$13,505.76
Equity	Voting common stock, par value \$0.0001 per share	Rule 457(h) Rule 457(c)	1,064,426 (3)	\$23.2688 (4)	\$24,767,862.49	0.0000927	\$2,295.98
Total Offering Amounts					\$170,461,116.49		\$15,801.75
Total Fee Offsets							—
Net Fee Due							\$15,801.75

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Registrant’s voting common stock, par value \$0.0001 per share (the “Common Stock”), that become issuable under (a) the Registrant’s 2021 Equity Incentive Plan (the “2021 EIP”) and (b) the Registrant’s 2021 Employee Stock Purchase Plan (the “2021 ESPP”), as a result of any stock dividend, stock split, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase to the number of outstanding shares of Registrant’s Common Stock, as applicable. Common Stock issuable under the 2021 EIP and 2021 ESPP were previously registered on a Registration Statement on June 2, 2021 (File No. 333-256695).
- (2) Represents 5,322,128 shares of Common Stock that were automatically added to the shares reserved for issuance under the 2021 EIP on January 1, 2022 pursuant to an “evergreen” provision contained in the 2021 EIP (the “2021 EIP Evergreen Shares”). The number of shares of Common Stock available for issuance under the 2021 EIP is subject to an automatic annual increase on the first day of each fiscal year of the Registrant equal to the least of (i) 5% of the total number of Common Stock actually issued and outstanding on the last day of the preceding fiscal year, or (ii) a number of shares of Common Stock determined by the Registrant’s board of directors.
- (3) Represents 1,064,426 shares of Common Stock that were automatically added to the shares reserved for issuance under the 2021 ESPP on January 1, 2022 pursuant to an “evergreen” provision contained in the 2021 ESPP (the “2021 ESPP Evergreen Shares”). The number of shares of Common Stock available for issuance under the 2021 ESPP is subject to an automatic annual increase on the first day of each fiscal year of the Registrant equal to the least of (i) one percent (1%) of the total number of shares of Common Stock actually issued and outstanding on the last day of the preceding fiscal year, (ii) 2,000,000 shares of Common Stock, or (iii) a number of shares of Common Stock determined by the Registrant’s board of directors.
- (4) This estimate is made pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price of the 2021 EIP Evergreen Shares are based upon the average of the high and low prices of the Common Stock on March 23, 2022, as reported on the Nasdaq Global Select Market, which date is within five business days prior to the filing of this Registration Statement. The price per share and aggregate offering price of the 2021 ESPP Evergreen Shares are based upon the average of the high and low prices of the Common Stock on March 23, 2022, as reported on the Nasdaq Global Select Market, which date is within five (5) business days prior to the filing of this Registration Statement, multiplied by 85%, which is the percentage of the price per share applicable to purchasers under the 2021 ESPP.
- (5) The Registrant does not have any fee offsets.