UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Flywire Corporation (Name of Issuer)

Common Stock, \$0.0001 par value per share (Title of Class of Securities)

> 302492103 (CUSIP Number)

December 31, 2022 (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
□ Rule 13d-1(b)
□ Rule 13d-1(c)
⊠ Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	. NAMES OF REPORTING PERSONS				
	Spark Capital II, L.P.				
2.	,				
	(a) □ ((D) L			
3.	SEC USE O	NLY	,		
4.	CITIZENSI	HIP (OR PLACE OF ORGANIZATION		
	Delaware				
		5.	SOLE VOTING POWER		
NII	DADED OF		0		
	JMBER OF	6.	SHARED VOTING POWER		
	SHARES	0.	SHARED VOTINGTOWER		
BENEFICIALLY OWNED BY			0		
EACH		7.	SOLE DISPOSITIVE POWER		
REPORTING					
	PERSON		0		
	WITH	8.	SHARED DISPOSITIVE POWER		
			0		
9.	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	0				
10.	CHECK IF	THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)		
11.	PERCENT (OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	0%				
12.		EPO	PRTING PERSON (see instructions)		
	DNI				
	PN				

1.	NAMES OF	REI	PORTING PERSONS		
1.	TATIVILES OF REFORMOTERSONS				
	Spark Capital Founders' Fund II, L.P.				
2.			PPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		
	(a) \square (b) ⊠			
	and tion o				
3.	SEC USE O	NLY			
4.	CITIZENSE	IID C	OR PLACE OF ORGANIZATION		
٦.	CITIZENSI	III C	RTLACE OF ORGANIZATION		
	Delaware				
		5.	SOLE VOTING POWER		
NU	JMBER OF		0		
	SHARES	6.	SHARED VOTING POWER		
BENEFICIALLY OWNED BY			0		
O	EACH	7.	SOLE DISPOSITIVE POWER		
REPORTING		, .			
	PERSON		0		
	WITH	8.	SHARED DISPOSITIVE POWER		
9.	A CCDEC A	TE A	0 MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9.	AUUKEUA	IE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	0				
10.	CHECK IF	THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)		
11.	PERCENT (OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	0%				
12.		EPO	RTING PERSON (see instructions)		
	PN				

1.	. NAMES OF REPORTING PERSONS				
	Spark Management Partners II, LLC				
2.	 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) □ (b) ☒ 				
	(a) 🗆 (U) L			
3.	SEC USE O	NLY	7		
4.	CITIZENSH	HIP (OR PLACE OF ORGANIZATION		
	Delaware				
		5.	SOLE VOTING POWER		
NI	JMBER OF		0		
SHARES BENEFICIALLY OWNED BY		6.	SHARED VOTING POWER		
EACH		7.	SOLE DISPOSITIVE POWER		
REPORTING PERSON					
	WITH		0		
	W1111	8.	SHARED DISPOSITIVE POWER		
			0		
9.	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	0				
10.	CHECK IF	THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)		
11.					
	0%				
12.		EPC	PRTING PERSON (see instructions)		
	00				
	50				

1.	NAMESOE	DEI	DODITING DED SONS		
1.	NAMES OF REPORTING PERSONS				
	Spark Capital Growth Fund, L.P.				
2.					
_,		b) 🗵	·		
3.	SEC USE O	NLY			
4.	CITIZENSE	HIP C	OR PLACE OF ORGANIZATION		
	D 1				
	Delaware	5.	SOLE VOTING POWER		
		Э.	SOLE VOTING POWER		
N.T.	n (DED OF		0		
	JMBER OF SHARES	6.	SHARED VOTING POWER		
	NEFICIALLY				
	WNED BY		0		
	EACH	7.	SOLE DISPOSITIVE POWER		
	EPORTING				
	PERSON WITH		0		
	WIII	8.	SHARED DISPOSITIVE POWER		
			0		
9.	AGGDEGA'	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9.	AUUKLUA	ILA	MOONT BENEFICIALLY OWNED BY EACH REFORTING LEASON		
	0				
10.	CHECK IF	THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)		
11.	PERCENT (OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	0%				
12.					
12.	TILOTK	LIO	RTITO I EROOT (See instructions)		
	PN				

1.	NAMES OF REPORTING PERSONS				
	Spark Capital Growth Founders' Fund, L.P.				
2.	2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) □ (b) ⊠				
	(a) 🗀 (U) E			
3.	SEC USE O	NLY			
4.	CITIZENSI	HIP (OR PLACE OF ORGANIZATION		
	Delaware				
		5.	SOLE VOTING POWER		
NU	JMBER OF		0		
	SHARES	6.	SHARED VOTING POWER		
BENEFICIALLY			0		
OWNED BY EACH		7.	SOLE DISPOSITIVE POWER		
REPORTING		7.	SOLE DISPOSITIVE FOWER		
	PERSON		0		
	WITH	8.	SHARED DISPOSITIVE POWER		
			0		
9.	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	0				
10.	· ·				
11.	PERCENT (OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	0%				
12.		EPO	PRTING PERSON (see instructions)		
	D. 1				
	PN				

1.	NAMES OF REPORTING PERSONS				
	Spark Growth Management Partners, LLC				
2.					
	(a) □ (b) 🛭			
3.	SEC USE C	NLY	T .		
4.	CITIZENSI	11D (OR PLACE OF ORGANIZATION		
4.	CITIZENSI	111 (OK I LACE OF ORGANIZATION		
	Delaware				
		5.	SOLE VOTING POWER		
NU	NUMBER OF		0		
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6.	SHARED VOTING POWER		
			0		
		7.	SOLE DISPOSITIVE POWER		
		8.	SHARED DISPOSITIVE POWER		
			0		
9.	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	0				
10.	T T T T T T T T T T T T T T T T T T T				
11.		OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)		
12.	0% TYPE OF R	EPC	DRTING PERSON (see instructions)		
	-112011				
	OO				

CUSIP No. 302492103 13G

1.	. NAMES OF REPORTING PERSONS				
	Spark Capital Partners, LLC				
2.	 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) □ (b) ⋈ 				
	(a) 🗆 (0) 🗠			
3.	SEC USE O	NLY			
4.	CITIZENSH	IIP C	OR PLACE OF ORGANIZATION		
	Delaware				
	Beamare	5.	SOLE VOTING POWER		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			0		
		6.	SHARED VOTING POWER		
			27,309 (1)		
		7.	SOLE DISPOSITIVE POWER		
			0		
		8.	SHARED DISPOSITIVE POWER		
			27,309 (1)		
9.	AGGREGA	ГЕ А	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	27,309 (1)				
10.	CHECK IF	ГНЕ	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)		
11.	1. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.0% (2)				
12.	TYPE OF REPORTING PERSON (see instructions)				
	OO				

- (1) All such securities are held of record by Spark Capital (as defined in Item 2(a) of the Original Schedule 13G (as defined below)). Jeremy Philips, Santo Politi, and Alex Finkelstein, a member of the Issuer's board of directors, are the principal managing members of Spark Capital and may be deemed to share voting, investment and dispositive power with respect to these securities.
- (2) Based on 104,390,654 shares of Voting Common Stock outstanding as of November 10, 2022 as reported by the Issuer in its Form 10-Q for the quarter ended September 30, 2022, filed with the United States Securities and Exchange Commission on November 14, 2022 (the "Form 10-Q").

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1.	NAMES C)FR	EPORTING PERSONS		
	Alex Finkelstein				
2.	CHECK T (a) □	HE / (b)	APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) ⊠		
3.	SEC USE	ONI	Y		
4.	CITIZENS	SHIP	OR PLACE OF ORGANIZATION		
	United Sta	tes o	of America		
		5.	SOLE VOTING POWER		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			260,290		
		6.	SHARED VOTING POWER		
			27,309 (1)		
		7.	SOLE DISPOSITIVE POWER		
			260,290		
	W1111	8.	SHARED DISPOSITIVE POWER		
2	A COREC	ATEX	27,309 (1)		
9.	AGGREG.	AIE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	287,599 (1) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)				
10.	CHECK II	r IH	LE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)		
11	DED CENT	OF	GLAGG BERNEGENERE RVANGVINE BURGW (0)		
11.	PERCENT	OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)		
10	0.3% (2)				
12.	TYPE OF REPORTING PERSON (see instructions)				
	IN				

(1) Includes all securities held of record by Spark Capital. Mr. Finkelstein is a principal managing member of Spark Capital and may be deemed to share voting, investment and dispositive power with respect to these securities.

(2) Based on 104,390,654 shares of Voting Common Stock outstanding as of November 10, 2022 as reported by the Issuer in the Form 10-Q.

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Introductory Note: This Amendment No. 1 (this "Amendment") amends and supplements the Schedule 13G originally filed by the Reporting Persons with the United States Securities and Exchange Commission on February 10, 2022 (the "Original Schedule 13G"). Only those items that are hereby reported are amended; all other items reported in the Original Schedule 13G remain unchanged. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable. Capitalized terms not defined in this Amendment have the meanings ascribed to them in the Original Schedule 13G.

Item 4. Ownership.

(a) Amount beneficially owned:

See Row 9 of the cover page for each Reporting Person and the corresponding footnotes.*

(b) Percent of class:

See Row 11 of the cover page for each Reporting Person and the corresponding footnotes.*

- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote

See Row 5 of the cover page for each Reporting Person and the corresponding footnotes.*

(ii) Shared power to vote or to direct the vote

See Row 6 of the cover page for each Reporting Person and the corresponding footnotes.*

(iii) Sole power to dispose or to direct the disposition of

See Row 7 of the cover page for each Reporting Person and the corresponding footnotes.*

(iv) Shared power to dispose or to direct the disposition of

See Row 8 of the cover page for each Reporting Person and the corresponding footnotes.*

* Except to the extent of his or its pecuniary interest therein, each Reporting Person disclaims beneficial ownership of such shares of Common Stock, except for the shares, if any, such Reporting Person holds of record.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following:

...

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 3, 2023

SPARK CAPITAL II, L.P.

By: Spark Management Partners II, LLC

Its: General Partner

By: /s/ Paul Conway

Paul Conway

Its: Managing Member

SPARK CAPITAL FOUNDERS' FUND II, L.P.

By: Spark Management Partners II, LLC

Its: General Partner

By: /s/ Paul Conway

Paul Conway

Its: Managing Member

SPARK MANAGEMENT PARTNERS II, LLC

By: /s/ Paul Conway

Paul Conway

Its: Managing Member

SPARK CAPITAL GROWTH FUND, L.P.

By: Spark Growth Management Partners, LLC

Its: General Partner

By: /s/ Paul Conway

Paul Conway

Its: Managing Member

SPARK CAPITAL GROWTH FOUNDERS' FUND, L.P.

By: Spark Growth Management Partners, LLC

Its: General Partner

By: /s/ Paul Conway

Paul Conway

Its: Managing Member

SPARK GROWTH MANAGEMENT PARTNERS, LLC

By: /s/ Paul Conway

Paul Conway

Its: Managing Member

SPARK CAPITAL PARTNERS, LLC

By: /s/ Paul Conway

Paul Conway

Its: Managing Member

/s/ Alex Finkelstein

Alex Finkelstein