

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>Butterfield Peter</u>  (Last) (First) (Middle) <u>C/O FLYWIRE CORPORATION</u> <u>141 TREMONT STREET, SUITE 10</u>  (Street) <u>BOSTON MA 02111</u>  (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 <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <u>General Counsel and CCO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/13/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	03/13/2023		S <sup>(1)</sup>		9,856	D	\$24.0578 <sup>(2)</sup>	55,232	D	
Voting Common Stock	03/14/2023		A		71,599 <sup>(3)</sup>	A	\$0.00	126,831	D	
Voting Common Stock	03/14/2023		M		500	A	\$3.2766	127,331	D	
Voting Common Stock	03/14/2023		S <sup>(1)</sup>		500	D	\$27	126,831	D	
Voting Common Stock	03/14/2023		S <sup>(4)</sup>		3,126	D	\$26.308	123,705	D	

**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
Stock Option (right to buy)	\$3.2766	03/14/2023		M			500	(5)	11/27/2028	Voting Common Stock	500	\$0.00	111,482	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 \$24.00 to \$24.26, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of securities sold at each separate price within the ranges set forth in this footnote 2 to this Form 4.
- Represents shares of common stock underlying a time-based restricted stock unit award (RSU). The RSU vests with respect to 25% of the shares on March 1, 2024, with the remainder vesting in equal quarterly installments over the following three years, provided that the Reporting Person has provided continuous service to the Issuer through the applicable vesting date.
- These shares of common stock were automatically sold in a non-discretionary transaction by the Reporting Person in order to cover tax withholding obligations upon the settlement of certain RSUs.
- The shares originally subject to this option are fully vested as of the date hereof.

**Remarks:**

/s/ Peter Butterfield 03/15/2023  
 \*\* 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.