

OMB APPROVAL	
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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* <b>GOLDMAN SACHS GROUP INC</b>			2. Issuer Name and Ticker or Trading Symbol <b>Flywire Corp [ FLYW ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/28/2021</b>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
200 WEST STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>NEW YORK NY 10282</b>								
(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			
Class A Common Stock	05/28/2021		C		2,909,892	A	(1)	2,909,892	I	See footnote <sup>(2)(3)(4)(5)(6)</sup>
Class A Common Stock	05/28/2021		C		172,125	A	(1)	3,082,017	I	See footnote <sup>(2)(3)(4)(5)(6)</sup>
Class A Common Stock	05/28/2021		C <sup>(7)</sup>		3,082,017	D	(7)	0	I	See footnote <sup>(2)(3)(4)(5)(6)</sup>
Voting Common Stock	05/28/2021		C <sup>(7)</sup>		3,082,017	A	(7)	3,082,017	I	See footnote <sup>(2)(3)(4)(5)(6)</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	Title	Amount or Number of Shares				
Series E-1 Preferred Stock	(1)	05/28/2021		C		2,909,892		(1)	(1)	Class A Common Stock	2,909,892	(1)	0	I	See footnote <sup>(2)(3)(4)(5)(6)</sup>
Series E-2 Preferred Stock	(1)	05/28/2021		C		4,115,058		(1)	(1)	Class B Common Stock	4,115,058	(1)	0	I	See footnote <sup>(2)(3)(4)(5)(6)</sup>
Class B Common Stock	(1)	05/28/2021		C		4,115,058		(1)	(1)	Non-Voting Common Stock	4,115,058	(1)	4,115,058	I	See footnote <sup>(2)(3)(4)(5)(6)</sup>
Class B Common Stock	(8)	05/28/2021		C <sup>(8)</sup>		4,115,058		(8)	(8)	Non-Voting Common Stock	4,115,058	(8)	0	I	See footnote <sup>(2)(3)(4)(5)(6)</sup>
Non-Voting Common Stock	(1)	05/28/2021		C <sup>(8)</sup>		4,115,058		(8)	(8)	Voting Common Stock	4,115,058	(8)	4,115,058	I	See footnote <sup>(2)(3)(4)(5)(6)</sup>
Series F-1 Preferred Stock	(1)	05/28/2021		C		172,125		(1)	(1)	Class A Common Stock	172,125	(1)	0	I	See footnote <sup>(2)(3)(4)(5)(6)</sup>

1. Name and Address of Reporting Person\*  
**GOLDMAN SACHS GROUP INC**

(Last) (First) (Middle)  
**200 WEST STREET**

(Street)  
**NEW YORK NY 10282**

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**GOLDMAN SACHS & CO. LLC**

(Last) (First) (Middle)  
**200 WEST STREET**

(Street)  
**NEW YORK NY 10282**

(City) (State) (Zip)

1. Name and Address of Reporting Person \*  
[Bridge Street Opportunity Advisors, L.L.C.](#)

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(Last) (First) (Middle)  
 200 WEST STREET

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(Street)  
 NEW YORK NY 10282

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*  
[Goldman Sachs PSI Global Holdings, LLC](#)

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(Last) (First) (Middle)  
 200 WEST STREET

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(Street)  
 NEW YORK NY 10282

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*  
[StoneBridge 2020, L.P.](#)

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(Last) (First) (Middle)  
 200 WEST STREET

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(Street)  
 NEW YORK NY 10282-2198

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*  
[Stonebridge 2020 Offshore Holdings II, L.P.](#)

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(Last) (First) (Middle)  
 200 WEST STREET

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(Street)  
 NEW YORK NY 10282

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(City) (State) (Zip)

**Explanation of Responses:**

- Each share of Flywire Corporation's (the "Issuer") Series E-1 Preferred Stock and Series F-1 Preferred Stock automatically converted on a one for one basis into Class A Common Stock immediately prior to the closing of the Issuer's initial public offering, and each share of the Issuer's Series E-2 Preferred Stock automatically converted on a one for one basis into Class B Common Stock immediately prior to the closing of the Issuer's initial public offering (the "Conversion"). The shares have no expiration date.
- This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman Sachs & Co. LLC ("Goldman Sachs"), Goldman Sachs PSI Global Holdings, LLC ("GSPSI"), StoneBridge 2020, L.P. ("SB Fund"), StoneBridge 2020 Offshore Holdings II, L.P. ("SB Fund Offshore" and, together with SB Fund, the "SB Funds") and Bridge Street Opportunity Advisors, L.L.C. ("Bridge Street"). Ms. Jo Natauri serves as a member of the Board of Directors of the Issuer and is an employee of GS Group. Each of GS Group, Goldman Sachs, GSPSI, the SB Funds and Bridge Street is a director by deputization of the Issuer for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, if any. (Continued in Footnote 3 below)
- (Continued from Footnote 2 above). This report shall not be deemed an admission that any of the Reporting Persons are a member of a group or the beneficial owner of any securities not directly owned by the Reporting Person.
- Goldman Sachs is a subsidiary of GS Group. Goldman Sachs is the investment manager of the SB Funds, and Bridge Street is the general partner of the SB Funds. Each of Bridge Street and GSPSI is wholly owned by GS Group.
- GSPSI held 2,855,574 shares of Series E-1 Preferred Stock, 4,038,246 shares of Series E-2 Preferred Stock and 168,915 shares of Series F-1 Preferred Stock. SB Fund held 35,547 shares of Series E-1 Preferred Stock, 50,268 shares of Series E-2 Preferred Stock and 2,103 shares of Series F-1 Preferred Stock. SB Fund Offshore held 18,771 shares of Series E-1 Preferred Stock, 26,544 shares of Series E-2 Preferred Stock and 1,107 shares of Series F-1 Preferred Stock. All of these shares were converted into shares of Class A Common Stock or Class B Common Stock, as applicable, on a one-for-one basis in connection with the Conversion. (Continued in Footnote 6 below)
- (Continued from Footnote 5 above). Because of the relationships among GS Group, Goldman Sachs, Bridge Street, the SB Funds and GSPSI, each of GS Group and Goldman Sachs may be deemed a beneficial owner of the Class A Common Stock and Class B Common Stock and, following the Reclassification (as defined below), the Voting Common Stock and Non-Voting Common Stock held by GSPSI and the SB Funds, and Bridge Street may be deemed a beneficial owner of the shares of Class A Common Stock and Class B Common Stock and, following the Reclassification, the Voting Common Stock and Non-Voting Common Stock held by the SB Funds.
- Each share of the Issuer's Class A Common Stock was automatically converted into one share of Voting Common Stock following the Conversion, and immediately prior to the closing of the Issuer's initial public offering (the "Reclassification").
- Each share of the Issuer's Class B Common Stock was automatically converted into one share of Non-Voting Common Stock following the Conversion, and immediately prior to the closing of the Issuer's initial public offering.

**Remarks:**

[/s/ Jamison Yardley, Attorney-in-fact](#) 06/03/2021  
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[/s/ Jamison Yardley, Attorney-in-fact](#) 06/03/2021

\*\* 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.

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