

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Ellis Michael G</u>  (Last) (First) (Middle) C/O FLYWIRE CORPORATION 141 TREMONT STREET, SUITE 10  (Street) BOSTON MA 02111  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/25/2021	3. Issuer Name and Ticker or Trading Symbol <u>Flywire Corp [ FLYW ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>	5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock <sup>(1)</sup>	37,500	D	
Class A Common Stock <sup>(1)</sup>	30,000	I	By GRAT <sup>(2)</sup>
Class A Common Stock <sup>(1)</sup>	30,000	I	By GRAT <sup>(3)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (right to buy)	(4)	04/29/2025	Class A Common Stock <sup>(1)</sup>	201,729	0.35	D
Employee Stock Option (right to buy)	(5)	11/27/2028	Class A Common Stock <sup>(1)</sup>	195,000	3.28	D
Employee Stock Option (right to buy)	(6)	01/20/2031	Class A Common Stock <sup>(1)</sup>	195,000	3.95	D

**Explanation of Responses:**

- Immediately prior to the closing of the initial public offering of the Issuer's Common Stock, each share of Class A Common Stock will be reclassified into one share of Voting Common Stock and each share of Class B Common Stock will be reclassified into one share of Non-Voting Common Stock.
- The shares are held by the Michael Ellis 2021 Grantor Retained Annuity Trust No. 1, of which the Reporting Person is a trustee. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose, except to the extent of the Reporting Person's pecuniary interests therein, if any.
- The shares are held by the Michael Ellis 2021 Grantor Retained Annuity Trust No. 2, of which the Reporting Person is a trustee. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose, except to the extent of the Reporting Person's pecuniary interests therein, if any.
- The shares originally subject to this option shall vest over 4 years of service following April 20, 2015, with 25% vesting upon completion of 1 year of continuous service to the Issuer and the balance vesting in 36 equal monthly installments thereafter.
- The shares originally subject to this option shall vest over 4 years of service following October 3, 2018, with 25% vesting upon completion of 1 year of continuous service to the Issuer and the balance vesting in 36 equal monthly installments thereafter.
- The shares originally subject to this option shall vest over 4 years of service following January 21, 2021, with 25% vesting upon completion of 1 year of continuous service to the Issuer and the balance vesting in 36 equal monthly installments thereafter.

**Remarks:**

/s/ Michael G Ellis

05/25/2021

\*\* Signature of Reporting Person

Date

\* If the form is filed by more than one reporting person, see Instruction 5 (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.**