Instruction 1(b)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	$D \subset$	20549	
vasilligion,	D.C.	20349	

Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL							
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Ellis M (Last) C/O FLY	(Fir WIRE CO	Reporting Person* st) (r RPORATION REET, SUITE 1	Middle)	3. 02	2. Issuer Name and Ticker or Trading Symbol <u>Flywire Corp</u> [FLYW] 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2023 4. If Amendment, Date of Original Filed (Month/Day/Year)								(Check	below) below Chief Financial Officer Individual or Joint/Group Filing (Check				vner specify
(Street) BOSTO			2111	_									X	Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(St		Zip) 	/ative	Sacu	ritios	Α.	auire	ad D	ienoeed o	f or B	enefic	vileir	Own				
1. Title of Security (Instr. 3) 2. Transa Date		2. Transac	tion	n 2A. Deemed Execution Date,		3. 4. Securi		4. Securities	of, or Beneficiall s Acquired (A) or f (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially		Forn (D) c	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)				(1115411 4)
Voting Common Stock 02/01/20			.023	23			S ⁽¹⁾		18,250	D	\$28.1	.44(2)	4 ⁽²⁾ 111,746 ⁽³⁾			D		
Voting Common Stock											18,125				By GRAT ⁽⁴⁾			
Voting Common Stock													28,927		I		By GRAT ⁽⁵⁾	
	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	Cod	nsaction e (Instr.	5. Nu of Deriv Secu Acqu (A) o Dispo of (D (Instr and §	vative rities iired r osed) r. 3, 4	Expiration Date (Month/Day/Year)		Date Amount of Securities Underlying Derivative Security (Ins 3 and 4) Amount of Securities (Inderlying Derivative Security (Ins 3 and 4)		nt of ities lying ative ity (Instr 4) Amount or Number	ınt		9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

- 1. Shares were sold pursuant to a Rule 10b5-1 trading plan.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.31, 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.
- 3. Adjusted to reflect 257 shares acquired under the Issuer's Employee Stock Purchase Plan.
- 4. 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.
- 5. 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.

Remarks:

/s/ Michael G. Ellis

02/03/2023

** 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.