

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

1. Name and Address of Reporting Person* <u>Harris Matthew C</u>  (Last) (First) (Middle) <u>C/O BAIN CAPITAL VENTURE INVESTORS, LLC</u> <u>200 CLARENDON STREET</u>  (Street) <u>BOSTON MA 02116</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/18/2023</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	05/18/2023		S		1,000,000	D	\$30.6	7,795,388	I	See footnotes <sup>(1)</sup> (2)
Voting Common Stock								19,224	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					

**Explanation of Responses:**

1. Consists of securities held by Bain Capital Venture Fund 2014, L.P. ("BCV Fund 2014"), Bain Capital Venture Fund 2016, L.P. ("BCV Fund 2016"), Bain Capital Venture Coinvestment Fund II, L.P. ("BCV Coinvest Fund II"), BCV 2019-MD Coinvestment II, L.P. ("BCV 2019-MD Coinvest II"), BCIP Venture Associates ("BCIP Venture"), BCIP Venture Associates-B ("BCIP Venture-B"), BCIP Venture Associates II, LP ("BCIP Venture II") and BCIP Venture Associates II-B, LP ("BCIP Venture II-B" and, together with BCV Fund 2014, BCV Fund 2016, BCV Coinvest Fund II, BCV 2019-MD Coinvest II, BCIP Venture, BCIP Venture-B and BCIP Venture II, the "Bain Capital Venture Entities").

2. Bain Capital Venture Investors, LLC ("BCVI") (i) is the ultimate general partner of BCV Fund 2014, BCV Fund 2016, BCV Coinvest Fund II and BCV 2019-MD Coinvest II and (ii) governs the investment strategy and decision-making process with respect to investments held by BCIP Venture, BCIP Venture-B, BCIP Venture II and BCIP Venture II-B. Mr. Harris is a Partner of BCVI. By virtue of the relationships described in this footnote, Mr. Harris may be deemed to share voting and dispositive power with respect to the securities held by the Bain Capital Venture Entities. Mr. Harris disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

/s/ Matthew C Harris 05/22/2023

\*\* 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.

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