

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

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

1. Name and Address of Reporting Person* <u>Massaro Michael</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. Date of Event Requiring Statement (Month/Day/Year) <u>05/25/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Flywire Corp [FLYW]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive 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)
<u>Class A Common Stock⁽¹⁾</u>	<u>1,225,530</u>	<u>D</u>	
<u>Class A Common Stock⁽¹⁾</u>	<u>180,000</u>	<u>I</u>	<u>See footnote⁽²⁾</u>
<u>Class A Common Stock⁽¹⁾</u>	<u>120,000</u>	<u>I</u>	<u>By: GRAT⁽³⁾</u>

**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	Title	Amount or Number of Shares			
<u>Employee Stock Option (right to buy)</u>	<u>(4)</u>	<u>03/11/2024</u>	<u>Class A Common Stock⁽¹⁾</u>	<u>93,939</u>	<u>0.2</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(5)</u>	<u>04/29/2025</u>	<u>Class A Common Stock⁽¹⁾</u>	<u>78,792</u>	<u>0.35</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(5)</u>	<u>04/29/2025</u>	<u>Class A Common Stock⁽¹⁾</u>	<u>107,733</u>	<u>0.35</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(6)</u>	<u>07/25/2026</u>	<u>Class A Common Stock⁽¹⁾</u>	<u>105,948</u>	<u>0.59</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(6)</u>	<u>07/25/2026</u>	<u>Class A Common Stock⁽¹⁾</u>	<u>233,598</u>	<u>0.59</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(7)</u>	<u>02/27/2029</u>	<u>Class A Common Stock⁽¹⁾</u>	<u>856,506</u>	<u>3.27</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(8)</u>	<u>10/31/2029</u>	<u>Class A Common Stock⁽¹⁾</u>	<u>302,724</u>	<u>3.3</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(9)</u>	<u>01/20/2031</u>	<u>Class A Common Stock⁽¹⁾</u>	<u>300,000</u>	<u>3.95</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(10)</u>	<u>01/20/2031</u>	<u>Class A Common Stock⁽¹⁾</u>	<u>300,000</u>	<u>3.95</u>	<u>D</u>	

Explanation of Responses:

1. 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.

2. The shares are held by the Michael P. Massaro 2021 Irrevocable Trust, of which the Reporting Person's spouse 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.

3. The shares are held by the Michael P. Massaro 2021 Qualified Annuity Trust, 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.

4. The shares originally subject to this option vest in equal monthly installments over the next 48 months of continuous service to the Issuer after December 13, 2013.

5. The shares originally subject to this option vest in equal monthly installments over the next 48 months of continuous service to the Issuer after June 1, 2015.

6. The shares originally subject to this option vest in equal monthly installments over the next 48 months of continuous service to the Issuer after February 1, 2016.

7. The shares subject to this option vest in equal monthly installments over the next 48 months of continuous service to the Issuer after February 29, 2019.

8. The shares subject to this option vest in equal monthly installments over the next 48 months of continuous service to the Issuer after September 1, 2019.

9. The shares subject to this option vest in equal monthly installments over the next 48 months of continuous service to the Issuer after January 21, 2021.

10. The shares subject to this option vest in equal monthly installments over the next 60 months of continuous service to the Issuer after January 21, 2021.

Remarks:

/s/ Michael Massaro

05/25/2021

** 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 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.

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