

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* <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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/17/2022</u>	
	4. 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 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	11/17/2022		J <sup>(3)</sup>		1,903,864	D	\$0.00	11,741,524	I	See footnotes <sup>(1)(2)</sup>
Voting Common Stock	11/21/2022		S		96,136	D	\$20.5118 <sup>(4)</sup>	11,645,388	I	See footnotes <sup>(1)(2)</sup>
Voting Common Stock								19,224 <sup>(5)</sup>	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:**

- Consists of securities held by Bain Capital Venture Fund 2014, L.P. ("Venture Fund 2014"), Bain Capital Venture Fund 2016, L.P. ("Venture Fund 2016"), Bain Capital Venture Coinvestment Fund II, L.P. ("Venture Coinvestment Fund II"), BCV 2019-MD Coinvestment II, L.P. ("2019-MD Coinvestment 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 Venture Fund 2014, Venture Fund 2016, Venture Coinvestment Fund II, 2019-MD Coinvestment II, BCIP Venture, BCIP Venture-B and BCIP Venture II, the "Bain Capital Venture Entities".
- Bain Capital Venture Investors, LLC ("BCVI") (i) is the ultimate general partner of Venture Fund 2014, Venture Fund 2016, Venture Coinvestment Fund II and 2019-MD Coinvestment II and (ii) governs the investment strategy and decision-making process with respect to investments held by each of BCIP Venture, BCIP Venture-B, BCIP Venture II and BCIP Venture II-B. Mr. Harris is a Managing Director 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.
- On November 17, 2022, certain of the Bain Capital Venture Entities distributed an aggregate of 1,903,864 shares of Voting Common Stock to one or more partners in pro-rata in-kind distributions without consideration, including an aggregate of 19,224 shares of Voting Common Stock that were distributed to Mr. Harris.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.23 to \$20.99, inclusive. The reporting person undertakes to provide to Flywire Corporation, any security holder of Flywire Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- Includes 19,224 shares of Voting Common Stock received in the distributions referred to in footnote (3) above.

**Remarks:**

/s/ Matthew C. Harris 11/21/2022  
 \*\* 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.