

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Butterfield Peter</u>			2. Issuer Name and Ticker or Trading Symbol <u>Flywire Corp [ FLYW ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>General Counsel and CCO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/18/2023</u>			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		
C/O FLYWIRE CORPORATION 141 TREMONT STREET, SUITE 10			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
BOSTON	MA	02111						
(City)	(State)	(Zip)						

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	08/18/2023		M		11,232	A	\$3.9466	120,753	D	
Voting Common Stock	08/18/2023		s <sup>(1)</sup>		2,400 <sup>(2)</sup>	D	\$30.3814 <sup>(3)</sup>	118,353	D	
Voting Common Stock	08/18/2023		s <sup>(1)</sup>		8,832 <sup>(3)</sup>	D	\$31.213 <sup>(4)</sup>	109,521	D	
Voting Common Stock	08/21/2023		M		40,000	A	\$0.353	149,521	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						Amount or Number of Shares
Stock Option (right to buy)	\$3.9466	08/18/2023		M		11,232		(5)	01/20/2031	Voting Common Stock	11,232	\$0.00	94,233	D	
Stock Option (right to buy)	\$0.353	08/21/2023		M		40,000		(6)	03/10/2025	Voting Common Stock	40,000	\$0.00	84,542	D	

Explanation of Responses:

- The reported transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person, entered into prior to the effectiveness of the revised requirements of Rule 10b5-1(c).
- The Reporting Person is subject to a lock-up agreement with the underwriter for the public offering of Voting Common Stock by the Issuer for which the underwriting agreement was entered into on August 9, 2023. The transaction was pursuant to an exception to the lock-up agreement for sales pursuant to a trading plan that complies with Rule 10b5-1 that has been entered into by the Reporting Person prior to the date of the lock-up agreement.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.115 to \$30.565, 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 3 to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.62 to \$31.58, 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 4 to this Form 4.
- The shares subject to this option 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.
- The shares subject to this option are fully vested.

/s/ Peter Butterfield

08/22/2023

\*\* 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.

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.