

**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>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. 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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	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 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<sup>(1)</sup></u>	<u>6,312,366</u>	<u>I</u>	<u>See footnotes<sup>(5)(6)</sup></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>Series A Preferred Stock</u>	<u>(2)</u>	<u>(2)</u>	<u>Class A Common Stock<sup>(1)</sup></u>	<u>554,376</u>	<u>(2)</u>	<u>I</u>	<u>See footnotes<sup>(5)(6)</sup></u>
<u>Series B Preferred Stock</u>	<u>(2)</u>	<u>(2)</u>	<u>Class A Common Stock<sup>(1)</sup></u>	<u>1,540,935</u>	<u>(2)</u>	<u>I</u>	<u>See footnotes<sup>(5)(6)</sup></u>
<u>Series B-1 Preferred Stock</u>	<u>(2)</u>	<u>(2)</u>	<u>Class A Common Stock<sup>(1)</sup></u>	<u>166,437</u>	<u>(2)</u>	<u>I</u>	<u>See footnotes<sup>(5)(6)</sup></u>
<u>Series C Preferred Stock</u>	<u>(2)</u>	<u>(2)</u>	<u>Class A Common Stock<sup>(1)</sup></u>	<u>7,700,250</u>	<u>(2)</u>	<u>I</u>	<u>See footnotes<sup>(5)(6)</sup></u>
<u>Warrants (Right to Buy)</u>	<u>(3)</u>	<u>(3)</u>	<u>Class A Common Stock<sup>(1)</sup></u>	<u>75,000</u>	<u>0.17</u>	<u>I</u>	<u>See footnotes<sup>(5)(6)</sup></u>
<u>Warrants (Right to Buy)</u>	<u>(4)</u>	<u>(4)</u>	<u>Series C Preferred Stock<sup>(2)</sup></u>	<u>190,500</u>	<u>1.48</u>	<u>I</u>	<u>See footnotes<sup>(5)(6)</sup></u>

**Explanation of Responses:**

- Immediately prior to the closing of the Issuer's initial public offering, each share of Class A Common Stock will be reclassified into one share of Voting Common Stock.
- Each share of the Issuer's Series A, Series B, Series B-1 and Series C Preferred Stock is convertible into the Issuer's Class A Common Stock on a 1-for-1 basis at the holder's election and will automatically convert immediately prior to the closing of the Issuer's initial public offering. These shares have no expiration date.
- Each warrant is exercisable by the holder in whole or in part at any time and from time to time on or before August 22, 2022 (the "Common Stock Warrant Expiration Date"). In the event that, upon the Common Stock Warrant Expiration Date, the fair market value of one share of the Issuer's Class A Common Stock is greater than the exercise price in effect on such date, then the warrant will be automatically exercised on a cashless basis.
- Each warrant is exercisable by the holder in whole or in part at any time and from time to time on or before January 15, 2025 (the "Preferred Stock Warrant Expiration Date"). In the event that, upon the Preferred Stock Warrant Expiration Date, the fair market value of one share of the Issuer's Series C Preferred Stock is greater than the exercise price in effect on such date, then the warrant will be automatically exercised on a cashless basis. Immediately prior to the closing of the Issuer's initial public offering, each warrant will automatically become a warrant to acquire an equivalent number of shares of the Issuer's Voting Common Stock at an exercise price of \$1.48 per share.
- 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").

6. 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.

**Remarks:**

/s/ Matthew C. Harris

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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