

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>Natauri Jo</u>			2. Date of Event Requiring Statement (Month/Day/Year) 05/25/2021		3. Issuer Name and Ticker or Trading Symbol <u>Flywire Corp [ FLYW ]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)			5. If Amendment, Date of Original Filed (Month/Day/Year)	
C/O GOLDMAN SACHS GROUP INC. 200 WEST STREET							
(Street)						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	
NEW YORK	NY	10282					
(City)	(State)	(Zip)					

## 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)
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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			
Series E-1 Preferred Stock <sup>(1)</sup>	(2)	(2)	Class A Common Stock <sup>(3)</sup>	2,909,892	(2)	I	See footnote <sup>(4)</sup>
Series E-2 Preferred Stock <sup>(1)</sup>	(5)	(5)	Class B Common Stock <sup>(3)</sup>	4,115,058	(5)	I	See footnote <sup>(4)</sup>
Series F-1 Preferred Stock <sup>(1)</sup>	(2)	(2)	Class A Common Stock <sup>(3)</sup>	172,125	(2)	I	See footnote <sup>(4)</sup>

## Explanation of Responses:

- The Reporting Person is a managing director of Goldman Sachs & Co., LLC ("Goldman Sachs"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of the Reporting Person's pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- Each share of Flywire Corporation's (the "Issuer") Series E-1 Preferred Stock and Series F-1 Preferred Stock is convertible into Class A Common Stock on a 1 for 1 basis at the holder's election and will automatically convert immediately prior to the Reclassification (as defined herein). The shares have no expiration date.
- Immediately prior to the closing of the initial public offering of the Issuer's Voting 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 (the "Reclassification").
- Goldman Sachs and The Goldman Sachs Group, Inc. ("GS Group") may be deemed to beneficially own indirectly, in the aggregate, 2,909,892 shares of the Issuer's Series E-1 Preferred Stock, 4,115,058 shares of the Issuer's Series E-2 Preferred Stock and 172,125 shares of the Issuer's Series F-1 Preferred Stock by reason of the direct or indirect beneficial ownership of such shares by Goldman Sachs PSI Global Holdings, LLC ("GSPSI"), StoneBridge 2020, L.P. ("SB Fund"), StoneBridge 2020 Offshore Holdings II, L.P. ("SB Fund Offshore" and, together with SB Fund, the "SB Funds") and Bridge Street Opportunity Advisors, L.L.C. ("Bridge Street"). Goldman Sachs is a subsidiary of GS Group. Goldman Sachs is the investment manager of the SB Funds, and Bridge Street is the general partner of the SB Funds. Each of Bridge Street and GSPSI is wholly owned by GS Group.
- Each share of the Issuer's Series E-2 Preferred Stock is convertible into Class B Common Stock on a 1 for 1 basis at the holder's election and will automatically convert immediately prior to the Reclassification. The shares have no expiration date.

## Remarks:

/s/ Jo Natauri

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.

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.