

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>BAIN CAPITAL VENTURE INVESTORS, LLC</u>			2. Issuer Name and Ticker or Trading Symbol <u>Elywire Corp [ FLYW ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/28/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
200 CLARENDON STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BOSTON MA 02116</u>								
(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)	3A. 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			
Class A Common Stock	05/28/2021		C		554,376	A	(1)	6,866,742	I	See footnotes <sup>(3)(4)(5)(6)(7)(8)(9)(10)(11)(12)</sup>
Class A Common Stock	05/28/2021		C		1,540,935	A	(1)	8,407,677	I	See footnotes <sup>(3)(4)(5)(6)(7)(8)(9)(10)(11)(12)</sup>
Class A Common Stock	05/28/2021		C		166,437	A	(1)	8,574,114	I	See footnotes <sup>(3)(4)(5)(6)(7)(8)(9)(10)(11)(12)</sup>
Class A Common Stock	05/28/2021		C		7,700,250	A	(1)	16,274,364	I	See footnotes <sup>(3)(4)(5)(6)(7)(8)(9)(10)(11)(12)</sup>
Class A Common Stock	05/28/2021		J <sup>(2)</sup>		16,274,364	D	(2)	0	I	See footnotes <sup>(3)(4)(5)(6)(7)(8)(9)(10)(11)(12)</sup>
Voting Common Stock	05/28/2021		J <sup>(2)</sup>		16,274,364	A	(2)	16,274,364	I	See footnotes <sup>(3)(4)(5)(6)(7)(8)(9)(10)(11)(12)</sup>

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	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	05/28/2021		C		554,376		(1)	(1)	Class A Common Stock	554,376	(1)	0	I	See footnotes <sup>(3)(4)(5)(6)(7)(8)(9)(10)(11)(12)</sup>
Series B Preferred Stock	(1)	05/28/2021		C		1,540,935		(1)	(1)	Class A Common Stock	1,540,935	(1)	0	I	See footnotes <sup>(3)(4)(5)(6)(7)(8)(9)(10)(11)(12)</sup>
Series B-1 Preferred Stock	(1)	05/28/2021		C		166,437		(1)	(1)	Class A Common Stock	166,437	(1)	0	I	See footnotes <sup>(3)(4)(5)(6)(7)(8)(9)(10)(11)(12)</sup>
Series C Preferred Stock	(1)	05/28/2021		C		7,700,250		(1)	(1)	Class A Common Stock	7,700,250	(1)	0	I	See footnotes <sup>(3)(4)(5)(6)(7)(8)(9)(10)(11)(12)</sup>

1. Name and Address of Reporting Person\*  
BAIN CAPITAL VENTURE INVESTORS, LLC

(Last) (First) (Middle)  
200 CLARENDON STREET

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Bain Capital Venture Coinvestment Fund II, L.P.

(Last) (First) (Middle)  
200 CLARENDON STREET

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BCV 2019-MD Coinvestment II, L.P.

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Bain Capital Venture Coinvestment II Investors, LLC](#)

(Last) (First) (Middle)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BAIN CAPITAL VENTURE FUND 2014, L.P.](#)

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1. Name and Address of Reporting Person\*

[Bain Capital Venture Partners 2014, L.P.](#)

(Last) (First) (Middle)

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[Bain Capital Venture Fund 2016, L.P.](#)

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(Last) (First) (Middle)

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1. Name and Address of Reporting Person\*

[BCIP Venture Associates](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BCIP VENTURE ASSOCIATES-B](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

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(City) (State) (Zip)

**Explanation of Responses:**

1. Each share of the Issuer's Series A, Series B, Series B-1 and Series C Preferred Stock automatically converted into one share of the Issuer's Class A Common Stock immediately prior to the closing of the Issuer's initial public offering (the "Conversion"). The shares had no expiration date.
2. Pursuant to a reclassification exempt under Rule 16b-7, each share of the Issuer's Class A Common Stock was reclassified into one share of the Issuer's Voting Common Stock following the Conversion and immediately prior to the closing of the Issuer's initial public offering (the "Reclassification").
3. In the Conversion, the 488,607 shares of Series A Preferred Stock, 915,603 shares of Series B Preferred Stock and 6,819,693 shares of Series C Preferred Stock held by Bain Capital Venture Fund 2014, L.P. ("Venture Fund 2014") automatically converted into an aggregate of 8,223,903 shares of the Issuer's Class A Common Stock. Following the Conversion, Venture Fund 2014 held 13,573,035 shares of the Issuer's Class A Common Stock, which were automatically reclassified into 13,573,035 shares of the Issuer's Voting Common Stock in the Reclassification.
4. In the Conversion, the 11,376 shares of Series A Preferred Stock, 245,901 shares of Series B Preferred Stock and 64,047 shares of Series C Preferred Stock held by Bain Capital Venture Fund 2016, L.P. ("Venture Fund 2016") automatically converted into an aggregate of 321,324 shares of the Issuer's Class A Common Stock. Following the Conversion, Venture Fund 2016 held 665,271 shares of the Issuer's Class A Common Stock, which were automatically reclassified into 665,271 shares of the Issuer's Voting Common Stock in the Reclassification.
5. In the Conversion, the 49,803 shares of Series A Preferred Stock, 93,345 shares of Series B Preferred Stock and 695,265 shares of Series C Preferred Stock held by BCIP Venture Associates ("BCIP Venture") automatically converted into an aggregate of 838,413 shares of the Issuer's Class A Common Stock. Following the Conversion, BCIP Venture held 1,383,753 shares of the Issuer's Class A Common Stock, which were automatically reclassified into 1,383,753 shares of the Issuer's Voting Common Stock in the Reclassification.
6. In the Conversion, the 3,357 shares of Series A Preferred Stock, 6,279 shares of Series B Preferred Stock and 46,773 shares of Series C Preferred Stock held by BCIP Venture Associates-B ("BCIP Venture-B") automatically converted into an aggregate of 56,409 shares of the Issuer's Class A Common Stock. Following the Conversion, BCIP Venture-B held 93,096 shares of the Issuer's Class A Common Stock, which were automatically reclassified into 93,096 shares of the Issuer's Voting Common Stock in the Reclassification.
7. In the Conversion, the 1,137 shares of Series A Preferred Stock, 47,454 shares of Series B Preferred Stock, 15,030 shares of Series B-1 Preferred Stock and 12,504 shares of Series C Preferred Stock held by BCIP Venture Associates II, LP ("BCIP Venture II") automatically converted into an aggregate of 76,125 shares of the Issuer's Class A Common Stock. Following the Conversion, BCIP Venture II held 110,520 shares of the Issuer's Class A Common Stock, which were automatically reclassified into 110,520 shares of the Issuer's Voting Common Stock in the Reclassification.
8. In the Conversion, the 96 shares of Series A Preferred Stock, 3,402 shares of Series B Preferred Stock, 888 shares of Series B-1 Preferred Stock and 894 shares of Series C Preferred Stock held by BCIP Venture Associates II-B, LP ("BCIP Venture II-B") automatically converted into an aggregate of 5,280 shares of the Issuer's Class A Common Stock. Following the Conversion, BCIP Venture II-B held 8,145 shares of the Issuer's Class A Common Stock, which were automatically reclassified into 8,145 shares of the Issuer's Voting Common Stock in the Reclassification.
9. In the Conversion, the 220,146 shares of Series B Preferred Stock, 144,729 shares of Series B-1 Preferred Stock and 58,725 shares of Series C Preferred Stock held by Bain Capital Venture Coinvestment Fund II, L.P. ("Venture Coinvestment Fund II") automatically converted into an aggregate of 423,600 shares of the Issuer's Class A Common Stock. Following the Conversion, Venture Coinvestment Fund II held 423,600 shares of the Issuer's Class A Common Stock, which were automatically reclassified into 423,600 shares of the Issuer's Voting Common Stock in the Reclassification.
10. In the Conversion, the 8,805 shares of Series B Preferred Stock, 5,790 shares of Series B-1 Preferred Stock and 2,349 shares of Series C Preferred Stock held by BCV 2019-MD Coinvestment II, L.P. ("2019-MD Coinvestment II") and, together with Venture Fund 2014, Venture Fund 2016, BCIP Venture, BCIP Venture-B, BCIP Venture II, BCIP Venture II-B and Venture Coinvestment Fund II, the "Bain Capital Venture Entities" automatically converted into an aggregate of 16,944 shares of the Issuer's Class A Common Stock. Following the Conversion, 2019-MD Coinvestment II held 16,944 shares of the Issuer's Class A Common Stock, which were automatically reclassified into 16,944 shares of the Issuer's Voting Common Stock in the Reclassification.
11. Bain Capital Venture Investors, LLC ("BCVI") is (i) the general partner of Bain Capital Venture Partners 2014, L.P. ("Venture Partners 2014"), which is the general partner of Venture Fund 2014, (ii) the general partner of Bain Capital Venture Partners 2016, L.P. ("Venture Partners 2016"), which is the general partner of Venture Fund 2016 and (iii) the manager of Bain Capital Venture Coinvestment II Investors, LLC ("Venture Coinvestment II Investors"), which is the general partner of each of Venture Coinvestment Fund II and 2019-MD Coinvestment II. Boylston Coinvestors, LLC is (i) the managing partner of each of BCIP Venture and BCIP Venture-B and (ii) the general partner of each of BCIP Venture II and BCIP Venture II-B. The governance, investment strategy and decision-making process with respect to the investments held by the Bain Capital Venture Entities is directed by the Executive Committee of BCVI, which consists of Enrique Salem and Ajay Agarwal.
12. (Continued From Footnote 11) As a result, each of BCVI, Venture Partners 2014, Venture Partners 2016, Venture Coinvestment II Investors and Messrs. Salem and Agarwal may be deemed to share voting and dispositive power with respect to all of the securities held by the Bain Capital Venture Entities. Each of BCVI, Venture Partners 2014, Venture Partners 2016, Venture Coinvestment II Investors and Messrs. Salem and Agarwal disclaims beneficial ownership of such securities except to the extent of its or his pecuniary interest therein.

**Remarks:**

Form 1 of 2

[Bain Capital Venture Investors, LLC, By: /s/ Matthew C. Harris, Title: Managing Director](#) 06/01/2021

[Bain Capital Venture Fund 2014, L.P., By: Bain Capital Venture Partners 2014, L.P., its general partner, By: Bain Capital Venture Investors, LLC, its general partner, By: /s/ Matthew C. Harris, Title: Managing Director](#) 06/01/2021

[Bain Capital Venture Partners 2014, L.P., By: Bain Capital Venture Investors, LLC, its general partner, By: /s/ Matthew C. Harris, Title: Managing Director](#) 06/01/2021

[Bain Capital Venture Fund 2016, L.P., By: Bain Capital Venture Partners 2016, L.P., its general partner, By: Bain Capital Venture Investors, LLC, its general partner, By: /s/ Matthew C. Harris, Title: Managing Director](#) 06/01/2021

[Bain Capital Venture Partners 2016, L.P., By: Bain Capital Venture Investors, LLC, its general partner, By: /s/ Matthew C. Harris, Title: Managing Director](#) 06/01/2021

[Bain Capital Venture Coinvestment Fund II, L.P., By: Bain Capital Venture Coinvestment II Investors, LLC, its general partner, By: Bain Capital Venture Investors, LLC, its manager, By: /s/ Matthew C. Harris, Title: Managing Director](#) 06/01/2021

[BCV 2019-MD Coinvestment II, L.P., By: Bain Capital Venture Coinvestment II Investors, LLC, its general partner, By: Bain Capital Venture Investors, LLC, its manager, By: /s/ Matthew C. Harris, Title: Managing Director](#) 06/01/2021

[Bain Capital Venture Coinvestment II Investors, LLC, By: Bain Capital Venture Investors, LLC, its manager, By: /s/ Matthew C. Harris, Title: Managing Director](#) 06/01/2021

[BCIP Venture Associates, By: Boylston Coinvestors, LLC, its managing partner, By: /s/ Matthew C. Harris, Title: Authorized Signatory](#) 06/01/2021

[BCIP Venture Associates-B, By: Boylston Coinvestors, LLC, its managing partner, By: /s/ Matthew C. Harris, Title: Authorized Signatory](#) 06/01/2021

\*\* 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 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.

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