

**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>Natauri Jo</u>  (Last) (First) (Middle) <u>C/O GOLDMAN SACHS GROUP INC.,</u> <u>200 WEST STREET</u>  (Street) <u>NEW YORK NY 10282</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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/12/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 <sup>(1)</sup>	12/12/2022		C		147,816	A	(2)	1,218,798	I	See footnote <sup>(3)(4)</sup>
Voting Common Stock <sup>(1)</sup>	12/12/2022		S		147,816	D	\$22.2	1,070,982	I	See footnote <sup>(3)(4)</sup>
Voting Common Stock <sup>(1)</sup>	12/13/2022		C		166,095	A	(5)	567,273	I	See footnote <sup>(3)(4)</sup>
Voting Common Stock <sup>(1)</sup>	12/13/2022		S		166,095	D	\$23.02	401,178	I	See footnote <sup>(3)(4)</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
Non-Voting Common Stock	(2)	12/12/2022		C		147,816		(2)	(2)	Voting Common Stock	147,816	\$0.00	166,095	I	See footnote <sup>(3)(4)</sup>
Non-Voting Common Stock	(5)	12/13/2022		C		166,095		(5)	(5)	Voting Common Stock	166,095	\$0.00	0	I	See footnote <sup>(3)(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.
- The Non-Voting Common Stock is convertible into an equal number of shares of Voting Common Stock immediately prior to the execution of the sale of such shares as reported in Table I. On December 12, 2022, the reporting person consummated the sale of all 147,816 shares of Non-Voting Common Stock, resulting in the automatic conversion of such shares into Voting Common Stock upon the execution of the sale of such shares as reported in Table I.
- Goldman Sachs and The Goldman Sachs Group, Inc. ("GS Group") may be deemed to beneficially own indirectly these shares 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.
- Goldman Sachs and GS Group may be deemed to beneficially own indirectly these shares by reason of the direct or indirect beneficial ownership of such shares by GSPSI, the SB Funds and 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.
- The Non-Voting Common Stock is convertible into an equal number of shares of Voting Common Stock immediately prior to the execution of the sale of such shares as reported in Table I. On December 13, 2022, the reporting person consummated the sale of all 166,095 shares of Non-Voting Common Stock, resulting in the automatic conversion of such shares into Voting Common Stock upon the execution of the sale of such shares as reported in Table I.

**Remarks:**

/s/ Jamison Yardley, Attorney-in-fact 12/14/2022

\*\* 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.

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