

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>Ellis Michael G</u>  (Last) (First) (Middle) C/O FLYWIRE CORPORATION 141 TREMONT STREET, SUITE 10  (Street) BOSTON MA 02111  (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)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication  <input checked="" 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.		

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	08/15/2023		M		75,000	A	\$3.95	321,345 <sup>(1)(2)(3)</sup>	D	
Voting Common Stock	08/15/2023		s <sup>(4)</sup>		75,000	D	\$30.2889 <sup>(5)</sup>	246,345	D	
Voting Common Stock								27,805 <sup>(3)</sup>	I	By GRAT <sup>(6)</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					
Stock Option (right to buy)	\$3.95	08/15/2023		M			75,000	<sup>(7)</sup>	01/20/2031	Voting Common Stock	75,000	120,000	D	

Explanation of Responses:

- Adjusted to reflect 639 shares acquired under the Issuer's Employee Stock Purchase Plan.
- Amount reflects an annuity payment and final distribution of 18,125 shares from the Michael Ellis 2021 Grantor Retained Annuity Trust No. 1, of which the Reporting Person is a trustee, to the Reporting Person.
- Amount reflects an annuity payment of 1,122 shares from the Michael Ellis 2021 Grantor Retained Annuity Trust No. 2, of which the Reporting Person is a trustee, to the Reporting Person.
- 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 \$29.93 to \$30.48, 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 5 to this Form 4.
- The shares are held by the Michael Ellis 2021 Grantor Retained Annuity Trust No. 2, of which the Reporting Person is a trustee. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose, except to the extent of the Reporting Person's pecuniary interests therein, if any.
- The shares originally 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.

/s/ Michael G. Ellis 08/17/2023  
 \*\* 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.