

**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>Finkelstein Alex</u> (Last) (First) (Middle) <u>C/O FLYWIRE CORPORATION</u> <u>141 TREMONT STREET, SUITE 10</u> (Street) <u>BOSTON MA 02111</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)
Class A Common Stock ⁽¹⁾	627	I	See footnote ⁽²⁾
Class A Common Stock ⁽¹⁾	6,723	I	See footnote ⁽³⁾
Class A Common Stock ⁽¹⁾	679,368	I	See footnote ⁽⁴⁾
Class A Common Stock ⁽¹⁾	95,904	I	See footnote ⁽⁵⁾

**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 A Preferred Stock	(6)	(6)	Class A Common Stock ⁽¹⁾	53,250	(6)	I	See footnote ⁽²⁾
Series A Preferred Stock	(6)	(6)	Class A Common Stock ⁽¹⁾	8,139,309	(6)	I	See footnote ⁽⁵⁾
Series B-1 Preferred Stock	(6)	(6)	Class A Common Stock ⁽¹⁾	7,359	(6)	I	See footnote ⁽²⁾
Series B-1 Preferred Stock	(6)	(6)	Class A Common Stock ⁽¹⁾	1,125,039	(6)	I	See footnote ⁽⁵⁾
Series B Preferred Stock	(6)	(6)	Class A Common Stock ⁽¹⁾	15,945	(6)	I	See footnote ⁽²⁾
Series B Preferred Stock	(6)	(6)	Class A Common Stock ⁽¹⁾	2,437,785	(6)	I	See footnote ⁽⁵⁾
Series C Preferred Stock	(6)	(6)	Class A Common Stock ⁽¹⁾	19,983	(6)	I	See footnote ⁽²⁾
Series C Preferred Stock	(6)	(6)	Class A Common Stock ⁽¹⁾	3,054,843	(6)	I	See footnote ⁽⁵⁾
Series F-1 Preferred Stock	(6)	(6)	Class A Common Stock ⁽¹⁾	309	(6)	I	See footnote ⁽²⁾

**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 F-1 Preferred Stock	(6)	(6)	Class A Common Stock ⁽¹⁾	3,534	(6)	I	See footnote ⁽³⁾
Series F-1 Preferred Stock	(6)	(6)	Class A Common Stock ⁽¹⁾	357,141	(6)	I	See footnote ⁽⁴⁾
Series F-1 Preferred Stock	(6)	(6)	Class A Common Stock ⁽¹⁾	47,301	(6)	I	See footnote ⁽⁵⁾

Explanation of Responses:

- Immediately prior to the closing of the initial public offering of the Issuer's 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").
- These shares are held of record by Spark Capital Founders' Fund II, L.P. ("Spark Capital FF II"). Spark Management Partners II, LLC ("SMP II") is the general partner of Spark Capital FF II. Paul Conway, Bijan Sabet, Santo Politi, and the Reporting Person, a member of the Issuer's board of directors (the "Managing Members") are the managing members of SMP II. Each of the Managing Members may be deemed to share investment, voting and dispositive power over these shares. Each of SMP II and the Managing Members disclaim beneficial ownership of these shares and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- These shares are held of record by Spark Capital Growth Founders' Fund, L.P. ("Spark Capital Growth FF"). Spark Growth Management Partners, LLC ("SGMP") is the general partner of Spark Capital Growth FF. The Managing Members are the managing members of SGMP. Each of the Managing Members may be deemed to share investment, voting and dispositive power over these shares. Each of SGMP and the Managing Members disclaim beneficial ownership of these shares and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- These shares are held of record by Spark Capital Growth Fund, L.P. ("Spark Capital Growth"). SGMP is the general partner of Spark Capital Growth. The Managing Members are the managing members of SGMP. Each of the Managing Members may be deemed to share investment, voting and dispositive power over these shares. Each of SGMP and the Managing Members disclaim beneficial ownership of these shares and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- These shares are held of record by Spark Capital II, L.P. ("Spark Capital II"). SMP II is the general partner of Spark Capital II. The Managing Members are the managing members of SMP II. Each of the Managing Members may be deemed to share investment, voting and dispositive power over these shares. Each of SMP II and the Managing Members disclaim beneficial ownership of these shares and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- Each share of the Issuer's Series A, Series B, Series B-1, Series C, Series D, Series E-1 and Series F-1 Preferred Stock are 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 and each share of the Issuer's Series E-2 Preferred Stock 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. These shares have no expiration date.

Remarks:

/s/ Alex Finkelstein

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.