

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>Spark Management Partners II, LLC</u>  (Last) (First) (Middle) 137 NEWBURY STREET, FLOOR 8  (Street) BOSTON MA 02116  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2021	
	4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

**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			
Class A Common Stock	05/28/2021		C		53,250	A	(1)	53,877	I	See footnote(2)
Class A Common Stock	05/28/2021		C		8,139,309	A	(1)	8,235,213	I	See footnote(5)
Class A Common Stock	05/28/2021		C		7,359	A	(1)	61,236	I	See footnote(2)
Class A Common Stock	05/28/2021		C		1,125,039	A	(1)	9,360,252	I	See footnote(5)
Class A Common Stock	05/28/2021		C		15,945	A	(1)	77,181	I	See footnote(2)
Class A Common Stock	05/28/2021		C		2,437,785	A	(1)	11,798,037	I	See footnote(5)
Class A Common Stock	05/28/2021		C		19,983	A	(1)	97,164	I	See footnote(2)
Class A Common Stock	05/28/2021		C		3,054,843	A	(1)	14,852,880	I	See footnote(5)
Class A Common Stock	05/28/2021		C		309	A	(1)	97,473	I	See footnote(2)
Class A Common Stock	05/28/2021		C		3,534	A	(1)	10,257	I	See footnote(3)
Class A Common Stock	05/28/2021		C		357,141	A	(1)	1,036,509	I	See footnote(4)
Class A Common Stock	05/28/2021		C		47,301	A	(1)	14,900,181	I	See footnote(5)
Class A Common Stock	05/28/2021		J(6)		97,473	D	(6)	0	I	See footnote(2)
Class A Common Stock	05/28/2021		J(6)		10,257	D	(6)	0	I	See footnote(3)
Class A Common Stock	05/28/2021		J(6)		1,036,509	D	(6)	0	I	See footnote(4)
Class A Common Stock	05/28/2021		J(6)		14,900,181	D	(6)	0	I	See footnote(5)
Voting Common Stock	05/28/2021		J(6)		97,473	A	(6)	97,473	I	See footnote(2)
Voting Common Stock	05/28/2021		J(6)		10,257	A	(6)	10,257	I	See footnote(3)
Voting Common Stock	05/28/2021		J(6)		1,036,509	A	(6)	1,036,509	I	See footnote(4)
Voting Common Stock	05/28/2021		J(6)		14,900,181	A	(6)	14,900,181	I	See footnote(5)

**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 (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Series A Preferred Stock	(1)	05/28/2021		C	53,250	(1)	Class A Common Stock	(1)	0	I	See footnote <sup>(2)</sup>
Series A Preferred Stock	(1)	05/28/2021		C	8,139,309	(1)	Class A Common Stock	(1)	0	I	See footnote <sup>(5)</sup>
Series B-1 Preferred Stock	(1)	05/28/2021		C	7,359	(1)	Class A Common Stock	(1)	0	I	See footnote <sup>(2)</sup>
Series B-1 Preferred Stock	(1)	05/28/2021		C	1,125,039	(1)	Class A Common Stock	(1)	0	I	See footnote <sup>(5)</sup>
Series B Preferred Stock	(1)	05/28/2021		C	15,945	(1)	Class A Common Stock	(1)	0	I	See footnote <sup>(2)</sup>
Series B Preferred Stock	(1)	05/28/2021		C	2,437,785	(1)	Class A Common Stock	(1)	0	I	See footnote <sup>(5)</sup>
Series C Preferred Stock	(1)	05/28/2021		C	19,983	(1)	Class A Common Stock	(1)	0	I	See footnote <sup>(2)</sup>
Series C Preferred Stock	(1)	05/28/2021		C	3,054,843	(1)	Class A Common Stock	(1)	0	I	See footnote <sup>(5)</sup>
Series F-1 Preferred Stock	(1)	05/28/2021		C	309	(1)	Class A Common Stock	(1)	0	I	See footnote <sup>(2)</sup>
Series F-1 Preferred Stock	(1)	05/28/2021		C	3,534	(1)	Class A Common Stock	(1)	0	I	See footnote <sup>(3)</sup>
Series F-1 Preferred Stock	(1)	05/28/2021		C	357,141	(1)	Class A Common Stock	(1)	0	I	See footnote <sup>(4)</sup>
Series F-1 Preferred Stock	(1)	05/28/2021		C	47,301	(1)	Class A Common Stock	(1)	0	I	See footnote <sup>(5)</sup>

1. Name and Address of Reporting Person\*  
[Spark Management Partners II, LLC](#)  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 137 NEWBURY STREET, FLOOR 8  
 \_\_\_\_\_  
 (Street)  
 BOSTON MA 02116  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[SPARK CAPITAL FOUNDERS FUND II LP](#)  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 137 NEWBURY STREET, FLOOR 8  
 \_\_\_\_\_  
 (Street)  
 BOSTON 02116  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Spark Growth Management Partners LLC](#)  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 137 NEWBURY STREET, FLOOR 8  
 \_\_\_\_\_  
 (Street)  
 BOSTON MA 02116  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Spark Capital II LP](#)  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 137 NEWBURY STREET, FLOOR 8

(Street)	BOSTON	MA	02116
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<a href="#">Spark Capital Growth Founders' Fund, L.P.</a>			
(Last)	(First)	(Middle)	
137 NEWBURY STREET, FLOOR 8			
(Street)	BOSTON	MA	02116
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<a href="#">Spark Capital Growth Fund LP</a>			
(Last)	(First)	(Middle)	
137 NEWBURY STREET, FLOOR 8			
(Street)	BOSTON	MA	02116
(City)	(State)	(Zip)	

**Explanation of Responses:**

- Each share of the Issuer's preferred stock automatically converted on a one for one basis into Class A Common Stock immediately prior to the closing of the Issuer's initial public offering (the "Conversion"). The shares have no expiration date.
- 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 Alexander J. Finkelstein, 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.
- Pursuant to a reclassification exempt under Rule 16b-7, each share of the Issuer's Class A Common Stock was automatically reclassified into one share of Voting Common Stock following the Conversion, and immediately prior to the closing of the Issuer's initial public offering.

**Remarks:**

[Spark Growth Management Partners, LLC, /s/ Alex Finkelstein, Managing Member](#) 05/28/2021

[Spark Management Partners II, LLC, /s/ Alex Finkelstein, Managing Member](#) 05/28/2021

[Spark Capital II, L.P., /s/ Alex Finkelstein, Managing Member of Spark Management Partners II, LLC, its general partner](#) 05/28/2021

[Spark Capital Founders' Fund II, L.P., /s/ Alex Finkelstein, Managing Member of Spark Management Partners II, LLC, its general partner](#) 05/28/2021

[Spark Capital Growth Founders' Fund, L.P., /s/ Alex Finkelstein, Managing Member of Spark Growth Management Partners, LLC, its general partner](#) 05/28/2021

[Spark Capital Growth Fund, L.P., /s/ Alex Finkelstein, Managing Member of Spark Growth Management Partners, LLC, its general partner](#) 05/28/2021

\*\* 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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