

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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) 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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/12/2022	
	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 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			
Voting Common Stock	05/12/2022		J ⁽¹⁾		5,974,393	D	\$0.00	5,974,393	I	See footnote ⁽²⁾
Voting Common Stock	05/12/2022		J ⁽³⁾		1,537,962	A	\$0.00	1,537,962	I	See footnote ⁽⁴⁾
Voting Common Stock	05/12/2022		J ⁽⁵⁾		1,537,962	D	\$0.00	0	I	See footnote ⁽⁴⁾
Voting Common Stock	05/12/2022		J ⁽⁶⁾		39,083	D	\$0.00	39,083	I	See footnote ⁽⁷⁾
Voting Common Stock	05/12/2022		J ⁽⁸⁾		10,257	D	\$0.00	0	I	See footnote ⁽⁹⁾
Voting Common Stock	05/12/2022		J ⁽¹⁰⁾		1,036,509	D	\$0.00	0	I	See footnote ⁽¹¹⁾
Voting Common Stock	05/12/2022		J ⁽¹⁹⁾		9,571	A	\$0.00	9,571	I	See footnote ⁽¹³⁾
Voting Common Stock	05/12/2022		J ⁽¹⁴⁾		9,571	D	\$0.00	0	I	See footnote ⁽¹³⁾
Voting Common Stock	05/12/2022		J ⁽¹²⁾		406,660	A	\$0.00	406,660	I	See footnote ⁽¹³⁾
Voting Common Stock	05/12/2022		J ⁽¹⁴⁾		406,660	D	\$0.00	0	I	See footnote ⁽¹³⁾
Voting Common Stock	05/12/2022		J ⁽¹⁵⁾		9,996	A	\$0.00	14,934	I	See footnote ⁽¹⁷⁾
Voting Common Stock	05/12/2022		J ⁽¹⁶⁾		2,682	A	\$0.00	17,616	I	See footnote ⁽¹⁷⁾
Voting Common Stock	05/12/2022		J ⁽¹⁸⁾		125,354	A	\$0.00	182,337	D	

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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Spark Capital II, L.P. ("Spark Capital II") to its partners.

2. These shares are held of record by Spark Capital II. Spark Management Partners II, LLC ("SMP II") is the general partner of Spark Capital II. The Reporting Person is a managing member of SMP II. The Reporting Person may be deemed to share investment, voting and dispositive power over these shares. Each of SMP II and the Reporting Person disclaims 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.
3. Represents a change in the form of ownership of SMP II by virtue of the receipt of shares in the pro-rata in-kind distribution of voting common stock of the Issuer for no consideration by Spark Capital II.
4. The shares are held by SMP II. The Reporting Person is a managing member of SMP II. The Reporting Person may be deemed to share investment, voting and dispositive power over these shares. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.
5. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by SMP II to its members.
6. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Spark Capital Founders' Fund II, L.P. ("Spark Capital FF II") to its partners.
7. These shares are held of record by Spark Capital FF II. SMP II is the general partner of Spark Capital FF II. The Reporting Person is a managing member of SMP II. The Reporting Person may be deemed to share investment, voting and dispositive power over these shares. Each of SMP II and the Reporting Person disclaims 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.
8. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Spark Capital Growth Founders' Fund, L.P. ("Spark Capital Growth FF") to its partners.
9. These shares are held of record by Spark Capital Growth FF. Spark Growth Management Partners, LLC ("SGMP") is the general partner of Spark Capital Growth FF. The Reporting Person holds an interest in SGMP and may be deemed to share investment, voting and dispositive power over these shares. Each of SGMP and the Reporting Person disclaims 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.
10. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Spark Capital Growth Fund, L.P. ("Spark Capital Growth") to its partners.
11. These shares are held of record by Spark Capital Growth. SGMP is the general partner of Spark Capital Growth. The Reporting Person holds an interest in SGMP and may be deemed to share investment, voting and dispositive power over these shares. Each of SGMP and the Reporting Person disclaims 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.
12. Represents a change in the form of ownership of SGMP by virtue of the receipt of shares in the pro-rata in-kind distribution of voting common stock of the Issuer for no consideration by Spark Capital Growth.
13. These shares are held by SGMP. The Reporting Person holds an interest in SGMP and may be deemed to share investment, voting and dispositive power over these shares. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.
14. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by SGMP to its members.
15. Represents a change in the form of ownership of Spark Capital Partners, LLC ("SCP") by virtue of the receipt of shares in the pro-rata in-kind distribution of voting common stock of the Issuer for no consideration by SMP II.
16. Represents a change in the form of ownership of SCP by virtue of the receipt of shares in the pro-rata in-kind distribution of voting common stock of the Issuer for no consideration by SGMP.
17. These shares are held by SCP. The Reporting Person is a managing member of SCP and may be deemed to share investment, voting and dispositive power over these shares. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein, if any.
18. Represents a change in the form of ownership of the Reporting Person by virtue of the receipt of shares in the pro-rata in-kind distributions of voting common stock of the Issuer for no consideration by SMP II and SGMP.
19. Represents a change in the form of ownership of SGMP by virtue of the receipt of shares in the pro-rata in-kind distribution of voting common stock of the Issuer for no consideration by Spark Capital Growth FF.

Remarks:

/s/ Alex Finkelstein

05/16/2022

** 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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