SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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	Last) (First) (Middle) C/O FLYWIRE CORPORATION		3. Date of Earliest Transaction (Month/Day/Year) 03/04/2022	General Counsel and CCO		
1. Name and Address of Reporting Person [*] Butterfield Peter			2. Issuer Name and Ticker or Trading Symbol <u>Flywire Corp</u> [FLYW]	ationship of Reporting F k all applicable) Director Officer (give title	10% Owner Other (specify	

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. Transa Code (8)		4. Securities Acquired Disposed Of (D) (Instr. 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Voting Common Stock	03/04/2022		A		54,008(1)	Α	\$0.00	71,508	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3A. Deemed Execution Date, 6. Date Exercisable and Expiration Date 7. Title and Amount of 8. Price of Derivative 9. Number of derivative 10. Ownership 11. Nature of Indirect 3. Transaction 5. Number Date Conversion Transaction (Month/Day/Year) Derivative Security or Exercise if any (Month/Day/Year) Code (Instr. (Month/Day/Year) Securities Security Securities Form: Beneficial Price of Derivative Securities Acquired Ownership (Instr. 4) (Instr. 3) 8) Underlying (Instr. 5) Beneficially Direct (D) Owned or Indirect Derivative (A) or Disposed of (D) (Instr. 3, 4 and 5) (I) (Instr. 4) Security Security (Instr. 3 and 4) Following Reported Transaction(s) (Instr. 4) Amount or Number Date Expiration of Shares v Title Code (A) (D) Exercisable Date

Explanation of Responses:

1. Represents shares of common stock underlying a time-based restricted stock unit award (RSU). The RSU vests with respect to 25% of the shares on March 4, 2023, with the remainder vesting in equal quarterly installments over the following three years, provided that the Reporting Person has provided continuous service to the Issuer through the applicable vesting date.

Remarks:

<u>/s/ Pe</u>	ter E	Butterf	ield		<u>03/08/2022</u>
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** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.