

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>BAIN CAPITAL VENTURE INVESTORS, LLC</u> (Last) (First) (Middle) 200 CLARENDON STREET (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) 06/21/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	06/21/2021		X ⁽¹⁾		75,000	A	\$0.17	16,349,364	I	See footnotes ⁽³⁾ (4)(5)(6)
Voting Common Stock	06/21/2021		X ⁽²⁾		190,500	A	\$1.48	16,539,864	I	See footnotes ⁽³⁾ (4)(5)(6)

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	Title	Amount or Number of Shares				
Warrants (Right to Buy)	\$0.17	06/21/2021		X ⁽¹⁾			75,000	(1)	(1)	Voting Common Stock	75,000	\$0.00	0	I	See footnotes ⁽³⁾⁽⁴⁾ (5)(6)
Warrants (Right to Buy)	\$1.48	06/21/2021		X ⁽²⁾			190,500	(2)	(2)	Voting Common Stock	190,500	\$0.00	0	I	See footnotes ⁽³⁾⁽⁴⁾ (5)(6)

1. Name and Address of Reporting Person*
BAIN CAPITAL VENTURE INVESTORS, LLC

 (Last) (First) (Middle)
 200 CLARENDON STREET

 (Street)
 BOSTON MA 02116

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BCIP Venture Associates II, L.P.

 (Last) (First) (Middle)
 200 CLARENDON STREET

 (Street)
 BOSTON MA 02116

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BCIP Venture Associates II-B, LP

 (Last) (First) (Middle)
 200 CLARENDON STREET

 (Street)
 BOSTON MA 02116

 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Salem Enrique T		
(Last)	(First)	(Middle)
C/O BAIN CAPITAL VENTURE INVESTORS		
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Agarwal Ajay		
(Last)	(First)	(Middle)
C/O BAIN CAPITAL VENTURE INVESTORS		
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

Explanation of Responses:

- Each warrant was exercisable by the holder in whole or in part at any time and from time to time on or before August 22, 2022. On June 21, 2021, each of Bain Capital Venture Fund 2016, L.P. ("Venture Fund 2016"), BCIP Venture Associates II, LP ("BCIP Venture II") and BCIP Venture Associates II-B, LP ("BCIP Venture II-B") exercised warrants to purchase 67,668, 6,768 and 564 shares of the Issuer's Voting Common Stock, respectively.
- Each warrant was exercisable by the holder in whole or in part at any time and from time to time on or before January 15, 2025. On June 21, 2021, each of Venture Fund 2016, BCIP Venture II and BCIP Venture II-B exercised warrants to purchase 171,882, 17,187 and 1,431 shares of the Issuer's Voting Common Stock, respectively (together with the transaction described in footnote 1 above, the "Warrant Exercises").
- Includes 13,573,035 shares of the Issuer's Voting Common Stock held directly by Bain Capital Venture Fund 2014, L.P. ("Venture Fund 2014"), 904,821 shares of the Issuer's Voting Common Stock held directly by Venture Fund 2016, 1,383,753 shares of the Issuer's Voting Common Stock held directly by BCIP Venture Associates ("BCIP Venture"), 93,096 shares of the Issuer's Voting Common Stock held directly by BCIP Venture Associates-B ("BCIP Venture-B"), 134,475 shares of the Issuer's Voting Common Stock held directly by BCIP Venture II, 10,140 shares of the Issuer's Voting Common Stock held directly by BCIP Venture II-B, 423,600 shares of the Issuer's Voting Common Stock held directly by Bain Capital Venture Coinvestment Fund II, L.P. ("Venture Coinvestment Fund II") and 16,944 shares of the Issuer's Voting Common Stock held directly by BCV 2019-MD Coinvestment II, L.P. ("2019-MD Coinvestment II") and,
- (Continued from footnote 3) together with Venture Fund 2014, Venture Fund 2016, BCIP Venture, BCIP Venture-B, BCIP Venture II, BCIP Venture II-B and Venture Coinvestment Fund II, the "Bain Capital Venture Entities", in each case, after giving effect to the Warrant Exercises.
- Bain Capital Venture Investors, LLC ("BCVI") is (i) the general partner of Bain Capital Venture Partners 2014, L.P. ("Venture Partners 2014"), which is the general partner of Venture Fund 2014, (ii) the general partner of Bain Capital Venture Partners 2016, L.P. ("Venture Partners 2016"), which is the general partner of Venture Fund 2016 and (iii) the manager of Bain Capital Venture Coinvestment II Investors, LLC ("Venture Coinvestment II Investors"), which is the general partner of each of Venture Coinvestment Fund II and 2019-MD Coinvestment II. Boylston Coinvestors, LLC is (i) the managing partner of each of BCIP Venture and BCIP Venture-B and (ii) the general partner of each of BCIP Venture II and BCIP Venture II-B. The governance, investment strategy and decision-making process with respect to the investments held by the Bain Capital Venture Entities is directed by the Executive Committee of BCVI, which consists of Enrique Salem and Ajay Agarwal.
- (Continued From Footnote 5) As a result, each of BCVI, Venture Partners 2014, Venture Partners 2016, Venture Coinvestment II Investors and Messrs. Salem and Agarwal may be deemed to share voting and dispositive power with respect to all of the securities held by the Bain Capital Venture Entities. Each of BCVI, Venture Partners 2014, Venture Partners 2016, Venture Coinvestment II Investors and Messrs. Salem and Agarwal disclaims beneficial ownership of such securities except to the extent of its or his pecuniary interest therein.

Remarks:

Form 2 of 2.

[Bain Capital Venture Investors, LLC, By: /s/ Matthew C. Harris, 08/18/2021](#)
[Title: Managing Director](#)
[BCIP Venture Associates II, LP, By: Boylston Coinvestors, LLC, its general partner, By: /s/ Matthew C. Harris, Title: Authorized Signatory, 08/18/2021](#)
[BCIP Venture Associates II-B, LP, By: Boylston Coinvestors, LLC, its general partner, By: /s/ Matthew C. Harris, Title: Authorized Signatory, 08/18/2021](#)
[/s/ Enrique T. Salem 08/18/2021](#)
[/s/ Ajay Agarwal 08/18/2021](#)
 ** 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.

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.