

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>Natauri Jo</u> (Last) (First) (Middle) <u>C/O GOLDMAN SACHS GROUP INC.</u> <u>200 WEST STREET</u> (Street) <u>NEW YORK NY 10282</u> (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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/28/2021</u>	
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			
Class A Common Stock ⁽¹⁾	05/28/2021		C		2,909,892	A	(2)	2,909,892	I	See footnote ⁽³⁾
Class A Common Stock ⁽¹⁾	05/28/2021		C		172,125	A	(2)	3,082,017	I	See footnote ⁽⁴⁾
Class A Common Stock ⁽¹⁾	05/28/2021		J ⁽⁵⁾		3,082,017	D	(5)	0	I	See footnote ⁽⁴⁾
Voting Common Stock ⁽¹⁾	05/28/2021		J ⁽⁵⁾		3,082,017	A	(5)	3,082,017	I	See footnote ⁽⁴⁾

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				
Series E-1 Preferred Stock ⁽¹⁾	(2)	05/28/2021		C		2,909,892		(2)	(2)	Class A Common Stock	2,909,892	(2)	0	I	See footnote ⁽⁴⁾
Series E-2 Preferred Stock ⁽¹⁾	(2)	05/28/2021		C		4,115,058		(2)	(2)	Class B Common Stock	4,115,058	(2)	0	I	See footnote ⁽⁴⁾
Class B Common Stock ⁽¹⁾	(2)	05/28/2021		C		4,115,058		(2)	(2)	Non-Voting Common Stock	4,115,058	(2)	4,115,058	I	See footnote ⁽⁴⁾
Class B Common Stock ⁽¹⁾	(6)	05/28/2021		J ⁽⁶⁾		4,115,058		(6)	(6)	Non-Voting Common Stock	4,115,058	(6)	0	I	See footnote ⁽⁴⁾
Non-Voting Common Stock ⁽¹⁾	(2)	05/28/2021		J ⁽⁶⁾		4,115,058		(6)	(6)	Voting Common Stock	4,115,058	(6)	4,115,058	I	See footnote ⁽⁴⁾
Series F-1 Preferred Stock ⁽¹⁾	(2)	05/28/2021		C		172,125		(2)	(2)	Class A Common Stock	172,125	(2)	0	I	See footnote ⁽⁴⁾

Explanation of Responses:

- The Reporting Person is a managing director of Goldman Sachs & Co., LLC ("Goldman Sachs"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of the Reporting Person's pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- Each share of the Issuer's Series E-1 Preferred Stock and Series F-1 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, and each share of the Issuer's Series E-2 Preferred Stock automatically converted on a one for one basis into Class B Common Stock immediately prior to the closing of the Issuer's initial public offering (the "Conversion"). The shares have no expiration date.
- Goldman Sachs and The Goldman Sachs Group, Inc. ("GS Group") may be deemed to beneficially own indirectly these shares by reason of the direct or indirect beneficial ownership of such shares by Goldman Sachs PSI Global Holdings, LLC ("GSPSI"), StoneBridge 2020, L.P. ("SB Fund"), StoneBridge 2020 Offshore Holdings II, L.P. ("SB Fund Offshore" and, together with SB Fund, the "SB Funds") and Bridge Street Opportunity Advisors, L.L.C. ("Bridge Street"). Goldman Sachs is a subsidiary of GS Group. Goldman Sachs is the investment manager of the SB Funds, and Bridge Street is the general partner of the SB Funds. Each of Bridge Street and GSPSI is wholly owned by GS Group.
- Goldman Sachs and GS Group may be deemed to beneficially own indirectly these shares by reason of the direct or indirect beneficial ownership of such shares by GSPSI, the SB Funds and Bridge Street. Goldman Sachs is a subsidiary of GS Group. Goldman Sachs is the investment manager of the SB Funds, and Bridge Street is the general partner of the SB Funds. Each of Bridge Street and GSPSI is wholly owned by GS Group.
- 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.
- Pursuant to a reclassification exempt under Rule 16b-7, each share of the Issuer's Class B Common Stock was automatically reclassified into one share of Non-Voting Common Stock following the Conversion, and immediately prior to the closing of the Issuer's initial public offering.

Remarks:

/s/ Jo Natauri

05/28/2021

** Signature of Reporting Person

Date

* 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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