

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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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>GOLDMAN SACHS GROUP INC</u> (Last) (First) (Middle) <u>200 WEST STREET</u> (Street) <u>NEW YORK NY 10282</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/25/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Flywire Corp [FLYW]</u>	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series E-1 Preferred Stock	(1)	(1)	Class A Common Stock ⁽²⁾	2,909,892	(1)	I	See footnote ⁽³⁾⁽⁴⁾ (5)(6)
Series E-2 Preferred Stock	(7)	(7)	Class B Common Stock ⁽²⁾	4,115,058	(7)	I	See footnote ⁽³⁾⁽⁴⁾ (5)(6)
Series F-1 Preferred Stock	(1)	(1)	Class A Common Stock ⁽²⁾	172,125	(1)	I	See footnote ⁽³⁾⁽⁴⁾ (5)(6)

1. Name and Address of Reporting Person*
GOLDMAN SACHS GROUP INC
 (Last) (First) (Middle)
200 WEST STREET
 (Street)
NEW YORK NY 10282
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GOLDMAN SACHS & CO. LLC
 (Last) (First) (Middle)
200 WEST STREET
 (Street)
NEW YORK NY 10282

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Goldman Sachs PSI Global Holdings, LLC		
(Last)	(First)	(Middle)
200 WEST STREET		
(Street)		
NEW YORK	NY	10282
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Stonebridge 2020 Offshore Holdings II, L.P.		
(Last)	(First)	(Middle)
200 WEST STREET		
(Street)		
NEW YORK	NY	10282
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Bridge Street Opportunity Advisors, L.L.C.		
(Last)	(First)	(Middle)
200 WEST STREET		
(Street)		
NEW YORK	NY	10282
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
StoneBridge 2020, L.P.		
(Last)	(First)	(Middle)
200 WEST STREET		
(Street)		
NEW YORK	NY	10282-2198
(City)	(State)	(Zip)

Explanation of Responses:

- Each share of Flywire Corporation's (the "Issuer") Series E-1 Preferred Stock and Series F-1 Preferred Stock is convertible into Class A Common Stock on a 1 for 1 basis at the holder's election and will automatically convert immediately prior to the Reclassification (as defined herein). The shares have no expiration date.
- Immediately prior to the closing of the initial public offering of the Issuer's Voting Common Stock, each share of Class A Common Stock will be reclassified into one share of Voting Common Stock, and each share of Class B Common Stock will be reclassified into one share of Non-Voting Common Stock (the "Reclassification").
- This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman Sachs & Co. LLC ("Goldman Sachs"), 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"). Ms. Jo Natauri serves as a member of the Board of Directors of the Issuer and is an employee of GS Group. Each of GS Group, Goldman Sachs, GSPSI, the SB Funds and Bridge Street is a director by deputization of the Issuer for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, if any. (Continued in Footnote 4 below)
- (Continued from Footnote 3 above). This report shall not be deemed an admission that any of the Reporting Persons are a member of a group or the beneficial owner of any securities not directly owned by the Reporting Person.
- 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.
- GSPSI holds 2,855,574 shares of Series E-1 Preferred Stock, 4,038,246 shares of Series E-2 Preferred Stock and 168,915 shares of Series F-1 Preferred Stock. SB Fund holds 35,547 shares of Series E-1 Preferred Stock, 50,268 shares of Series E-2 Preferred Stock and 2,103 shares of Series F-1 Preferred Stock. SB Fund Offshore holds 18,771 shares of Series E-1 Preferred Stock, 26,544 shares of Series E-2 Preferred Stock and 1,107 shares of Series F-1 Preferred Stock. Because of the relationships among GS Group, Goldman Sachs, Bridge Street, the SB Funds and GSPSI, each of GS Group and Goldman Sachs may be deemed a beneficial owner of Series E-1 Preferred Stock, Series E-2 Preferred Stock and Series F-1 Preferred Stock held by GSPSI and the SB Funds, and Bridge Street may be deemed a beneficial owner of the shares of Series E-1 Preferred Stock, Series E-2 Preferred Stock and Series F-1 Preferred Stock held by the SB Funds.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS PSI GLOBAL HOLDINGS, LLC (the "Company") does hereby make, constitute and appoint each of Jamison Yardley and Crystal Orgill, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until the earlier of (i) May 25, 2024 and (ii) such time that it is revoked in writing by the undersigned; provided that in the event the attorney-in-fact ceases to be an employee of the Company or its affiliates or ceases to perform the function in connection with which he/she was appointed attorney-in-fact prior to such time, this Power of Attorney shall cease to have effect in relation to such attorney-in-fact upon such cessation but shall continue in full force and effect in relation to any remaining attorneys-in-fact. The Company has the unrestricted right unilaterally to revoke this Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of May 25, 2021.

GOLDMAN SACHS PSI GLOBAL HOLDINGS, LLC

By: /s/ Ashwin Gupta

Name: Ashwin Gupta

Title: Managing Director of Goldman Sachs & Co. LLC

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that STONEBRIDGE 2020 OFFSHORE HOLDINGS II, L.P. (the "Company") does hereby make, constitute and appoint each of Jamison Yardley and Crystal Orgill, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of May 25, 2021.

Stonebridge 2020 Offshore Holdings II, L.P.

By: Bridge Street Opportunity Advisors, L.L.C., its General Partner

By: /s/ Ashwin Gupta
Name: Ashwin Gupta
Title: Vice President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that STONEBRIDGE 2020, L.P. (the "Company") does hereby make, constitute and appoint each of Jamison Yardley and Crystal Orgill, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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Stonebridge 2020, L.P.

By: Bridge Street Opportunity Advisors, L.L.C., its General Partner

By: /s/ Ashwin Gupta
Name: Ashwin Gupta
Title: Vice President