

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>Harris Matthew C</u> (Last) (First) (Middle) <u>C/O BAIN CAPITAL VENTURE INVESTORS, LLC</u> <u>200 CLARENDON STREET</u> (Street) <u>BOSTON MA 02116</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/21/2021</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			
Voting Common Stock	06/21/2021		X ⁽¹⁾		75,000	A	\$0.17	16,349,364	I	See footnotes ⁽³⁾⁽⁴⁾
Voting Common Stock	06/21/2021		X ⁽²⁾		190,500	A	\$1.48	16,539,864	I	See footnotes ⁽³⁾⁽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				
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⁾
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⁾

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 an aggregate of 75,000 shares of the Issuer's Voting Common Stock.
- 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 an aggregate of 190,500 shares of the Issuer's Voting Common Stock.
- Consists of securities held by Bain Capital Venture Fund 2014, L.P. ("Venture Fund 2014"), Venture Fund 2016, Bain Capital Venture Coinvestment Fund II, L.P. ("Venture Coinvestment Fund II"), BCV 2019-MD Coinvestment II, L.P. ("2019-MD Coinvestment II"), BCIP Venture Associates ("BCIP Venture"), BCIP Venture Associates-B ("BCIP Venture-B" and, together with Venture Fund 2014, Venture Fund 2016, Venture Coinvestment Fund II, 2019-MD Coinvestment II, BCIP Venture, BCIP Venture II and BCIP Venture II-B, the "Bain Capital Venture Entities"), BCIP Venture II and BCIP Venture II-B.
- Bain Capital Venture Investors, LLC ("BCVI") (i) is the ultimate general partner of Venture Fund 2014, Venture Fund 2016, Venture Coinvestment Fund II and 2019-MD Coinvestment II and (ii) governs the investment strategy and decision-making process with respect to investments held by each of BCIP Venture, BCIP Venture-B, BCIP Venture II and BCIP Venture II-B. Mr. Harris is a Managing Director of BCVI. By virtue of the relationships described in this footnote, Mr. Harris may be deemed to share voting and dispositive power with respect to the securities held by the Bain Capital Venture Entities. Mr. Harris disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Remarks:

/s/ Matthew C. Harris

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.