

OMB APPROVAL	
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Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

1. Name and Address of Reporting Person* <u>Spark Management Partners II, LLC</u>  (Last) (First) (Middle) 200 CLARENDON STREET, FLOOR 59  (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) 05/12/2022	
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	05/12/2022		J <sup>(1)</sup>		5,974,393	D	\$0.00	5,974,393	I	See footnote <sup>(2)</sup>
Voting Common Stock	05/12/2022		J <sup>(3)</sup>		1,537,962	A	\$0.00	1,537,962	I	See footnote <sup>(4)</sup>
Voting Common Stock	05/12/2022		J <sup>(5)</sup>		1,537,962	D	\$0.00	0	I	See footnote <sup>(4)</sup>
Voting Common Stock	05/12/2022		J <sup>(15)</sup>		9,996	A	\$0.00	14,934	I	See footnote <sup>(17)</sup>
Voting Common Stock	05/12/2022		J <sup>(6)</sup>		39,083	D	\$0.00	39,083	I	See footnote <sup>(7)</sup>
Voting Common Stock	05/12/2022		J <sup>(8)</sup>		10,257	D	\$0.00	0	I	See footnote <sup>(9)</sup>
Voting Common Stock	05/12/2022		J <sup>(10)</sup>		1,036,509	D	\$0.00	0	I	See footnote <sup>(11)</sup>
Voting Common Stock	05/12/2022		J <sup>(18)</sup>		9,571	A	\$0.00	9,571	I	See footnote <sup>(13)</sup>
Voting Common Stock	05/12/2022		J <sup>(14)</sup>		9,571	D	\$0.00	0	I	See footnote <sup>(13)</sup>
Voting Common Stock	05/12/2022		J <sup>(12)</sup>		406,660	A	\$0.00	406,660	I	See footnote <sup>(13)</sup>
Voting Common Stock	05/12/2022		J <sup>(14)</sup>		406,660	D	\$0.00	0	I	See footnote <sup>(13)</sup>
Voting Common Stock	05/12/2022		J <sup>(16)</sup>		2,682	A	\$0.00	17,616	I	See footnote <sup>(17)</sup>

**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					

1. Name and Address of Reporting Person\*  
Spark Management Partners II, LLC  
 (Last) (First) (Middle)

200 CLARENDON STREET, FLOOR 59

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SPARK CAPITAL FOUNDERS FUND II LP](#)

(Last) (First) (Middle)

200 CLARENDON STREET, FLOOR 59

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Spark Growth Management Partners LLC](#)

(Last) (First) (Middle)

200 CLARENDON STREET, FLOOR 59

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Spark Capital II LP](#)

(Last) (First) (Middle)

200 CLARENDON STREET, FLOOR 59

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Spark Capital Growth Founders' Fund, L.P.](#)

(Last) (First) (Middle)

200 CLARENDON STREET, FLOOR 59

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Spark Capital Growth Fund LP](#)

(Last) (First) (Middle)

200 CLARENDON STREET, FLOOR 59

(Street)

BOSTON MA 02116

(City) (State) (Zip)

**Explanation of Responses:**

1. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Spark Capital II, L.P. ("Spark Capital II") to its partners.
2. These shares are held of record by Spark Capital II. Spark Management Partners II, LLC ("SMP II") is the general partner of Spark Capital II. Paul Conway, Bijan Sabet, Santo Politi, and Alexander J. Finkelstein, a member of the Issuer's board of directors (the "SMP II Managing Members") are the managing members of SMP II. Each of the SMP II Managing Members may be deemed to share investment, voting and dispositive power over these shares. Each of SMP II and the SMP II Managing Members disclaim beneficial ownership of these shares and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
3. Represents a change in the form of ownership of SMP II by virtue of the receipt of shares in the pro-rata in-kind distribution of voting common stock of the Issuer for no consideration by Spark Capital II.
4. The shares are held by SMP II. The SMP II Managing Members are the managing members of SMP II. Each of the SMP II Managing Members may be deemed to share investment, voting and dispositive power over these shares. Each of the SMP II Managing Members disclaim beneficial ownership of these shares and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

5. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by SMP II to its members.
6. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Spark Capital Founders' Fund II, L.P. ("Spark Capital FF II") to its partners.
7. These shares are held of record by Spark Capital FF II. SMP II is the general partner of Spark Capital FF II. The SMP II Managing Members are the managing members of SMP II. Each of the SMP II Managing Members may be deemed to share investment, voting and dispositive power over these shares. Each of SMP II and the SMP II Managing Members disclaim beneficial ownership of these shares and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
8. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Spark Capital Growth Founders' Fund, L.P. ("Spark Capital Growth FF") to its partners.
9. These shares are held of record by Spark Capital Growth FF. Spark Growth Management Partners, LLC ("SGMP") is the general partner of Spark Capital Growth FF. Paul Conway, Bijan Sabet, Santo Politi, and Jeremy Philips (the "SGMP Managing Members") are the managing members of SGMP. Each of the SGMP Managing Members may be deemed to share investment, voting and dispositive power over these shares. Each of SGMP and the SGMP Managing Members disclaim beneficial ownership of these shares and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
10. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Spark Capital Growth Fund, L.P. ("Spark Capital Growth") to its partners.
11. These shares are held of record Spark Capital Growth. SGMP is the general partner of Spark Capital Growth. The SGMP Managing Members are the managing members of SGMP. Each of the SGMP Managing Members may be deemed to share investment, voting and dispositive power over these shares. Each of SGMP and the SGMP Managing Members disclaim beneficial ownership of these shares and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
12. Represents a change in the form of ownership of SGMP by virtue of the receipt of shares in the pro-rata in-kind distribution of voting common stock of the Issuer for no consideration by Spark Capital Growth.
13. These shares are held by SGMP. The SGMP Managing Members are the managing members of SGMP. Each of the SGMP Managing Members may be deemed to share investment, voting and dispositive power over these shares. Each of the SGMP Managing Members disclaim beneficial ownership of these shares and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
14. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by SGMP to its members.
15. Represents a change in the form of ownership of Spark Capital Partners, LLC ("SCP") by virtue of the receipt of shares in the pro-rata in-kind distribution of voting common stock of the Issuer for no consideration by SMP II.
16. Represents a change in the form of ownership of SCP by virtue of the receipt of shares in the pro-rata in-kind distribution of voting common stock of the Issuer for no consideration by SGMP.
17. These shares are held by SCP. The principal managing members of SCP are Alex Finkelstein, Jeremy Philips and Santo Politi (the "SCP Managing Members"). Each of the SCP Managing Members disclaim beneficial ownership of these shares and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein, if any.
18. Represents a change in the form of ownership of SGMP by virtue of the receipt of shares in the pro-rata in-kind distribution of voting common stock of the Issuer for no consideration by Spark Capital Growth FF.

**Remarks:**

Alexander J. Finkelstein is a member of the Issuer's board of directors and files separate Section 16 reports.

<a href="#"><u>Spark Growth Management Partners, LLC, /s/ Paul Conway, Managing Member</u></a>	<a href="#"><u>05/16/2022</u></a>
<a href="#"><u>Spark Management Partners II, LLC, /s/ Paul Conway, Managing Member</u></a>	<a href="#"><u>05/16/2022</u></a>
<a href="#"><u>Spark Capital II, L.P., /s/ Paul Conway, Managing Member of Spark Management Partners II, LLC, its general partner</u></a>	<a href="#"><u>05/16/2022</u></a>
<a href="#"><u>Spark Capital Founders' Fund II, L.P., /s/ Paul Conway, Managing Member of Spark Management Partners II, LLC, its general partner</u></a>	<a href="#"><u>05/16/2022</u></a>
<a href="#"><u>Spark Capital Growth Founders' Fund, L.P., /s/ Paul Conway, Managing Member of Spark Growth Management Partners, LLC, its general partner</u></a>	<a href="#"><u>05/16/2022</u></a>
<a href="#"><u>Spark Capital Growth Fund, L.P., /s/ Paul Conway, Managing Member of Spark Growth Management Partners, LLC, its general partner</u></a>	<a href="#"><u>05/16/2022</u></a>
<a href="#"><u>Spark Capital Partners, LLC, /s/ Paul Conway, Managing Member</u></a>	<a href="#"><u>05/16/2022</u></a>
** 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.**