

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>BAIN CAPITAL VENTURE INVESTORS, LLC</u> (Last) (First) (Middle) 200 CLARENDON STREET (Street) BOSTON MA 02116 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/25/2021	3. Issuer Name and Ticker or Trading Symbol <u>Flywire Corp [FLYW]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 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)
Class A Common Stock ⁽¹⁾	6,312,366	I	See footnotes ⁽⁵⁾⁽¹²⁾⁽¹³⁾

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 A Preferred Stock	(2)	(2)	Class A Common Stock ⁽¹⁾	554,376	(2)	I	See footnotes ⁽⁶⁾⁽¹²⁾⁽¹³⁾
Series B Preferred Stock	(2)	(2)	Class A Common Stock ⁽¹⁾	1,540,935	(2)	I	See footnotes ⁽⁷⁾⁽¹²⁾⁽¹³⁾
Series B-1 Preferred Stock	(2)	(2)	Class A Common Stock ⁽¹⁾	166,437	(2)	I	See footnotes ⁽⁸⁾⁽¹²⁾⁽¹³⁾
Series C Preferred Stock	(2)	(2)	Class A Common Stock ⁽¹⁾	7,700,250	(2)	I	See footnotes ⁽⁹⁾⁽¹²⁾⁽¹³⁾
Warrants (Right to Buy)	(3)	(3)	Class A Common Stock ⁽¹⁾	75,000	0.17	I	See footnotes ⁽¹⁰⁾⁽¹²⁾⁽¹³⁾
Warrants (Right to Buy)	(4)	(4)	Series C Preferred Stock ⁽²⁾	190,500	1.48	I	See footnotes ⁽¹¹⁾⁽¹²⁾⁽¹³⁾

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)		
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1. Name and Address of Reporting Person*

[Bain Capital Venture Coinvestment Fund II, L.P.](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BCV 2019-MD Coinvestment II, L.P.](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Bain Capital Venture Coinvestment II Investors, LLC](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BAIN CAPITAL VENTURE FUND 2014, L.P.](#)

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1. Name and Address of Reporting Person*

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1. Name and Address of Reporting Person*

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1. Name and Address of Reporting Person*

[BCIP Venture Associates](#)

(Last)

(First)

(Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[BCIP VENTURE ASSOCIATES-B](#)

(Last)

(First)

(Middle)

200 CLARENDON STREET

(Street)

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(City)

(State)

(Zip)

Explanation of Responses:

- Immediately prior to the closing of the Issuer's initial public offering, each share of Class A Common Stock will be reclassified into one share of Voting Common Stock.
- Each share of the Issuer's Series A, Series B, Series B-1 and Series C Preferred Stock is convertible into the Issuer's Class A Common Stock on a 1-for-1 basis at the holder's election and will automatically convert immediately prior to the closing of the Issuer's initial public offering. These shares have no expiration date.
- Each warrant is exercisable by the holder in whole or in part at any time and from time to time on or before August 22, 2022 (the "Common Stock Warrant Expiration Date"). In the event that, upon the Common Stock Warrant Expiration Date, the fair market value of one share of the Issuer's Class A Common Stock is greater than the exercise price in effect on such date, then the warrant will be automatically exercised on a cashless basis.
- Each warrant is exercisable by the holder in whole or in part at any time and from time to time on or before January 15, 2025 (the "Preferred Stock Warrant Expiration Date"). In the event that, upon the Preferred Stock Warrant Expiration Date, the fair market value of one share of the Issuer's Series C Preferred Stock is greater than the exercise price in effect on such date, then the warrant will be automatically exercised on a cashless basis. Immediately prior to the closing of the Issuer's initial public offering, each warrant will automatically become a warrant to acquire an equivalent number of shares of the Issuer's Voting Common Stock at an exercise price of \$1.48 per share.
- Includes (i) 5,349,132 shares of Class A Common Stock held directly by Bain Capital Venture Fund 2014, L.P. ("Venture Fund 2014"), (ii) 343,947 shares of Class A Common Stock held directly by Bain Capital Venture Fund 2016, L.P. ("Venture Fund 2016"), (iii) 545,340 shares of Class A Common Stock held directly by BCIP Venture Associates ("BCIP Venture"), (iv) 36,687 shares of Class A Common Stock held directly by BCIP Venture Associates-B ("BCIP Venture-B"), (v) 34,395 shares of Class A Common Stock held directly by BCIP Venture Associates II, LP ("BCIP Venture II") and (vi) 2,865 shares of Class A Common Stock held directly by BCIP Venture Associates II-B, LP ("BCIP Venture II-B").
- Includes (i) 488,607 shares of Series A Preferred Stock held directly by Venture Fund 2014, (ii) 11,376 shares of Series A Preferred Stock held directly by Venture Fund 2016, (iii) 49,803 shares of Series A Preferred Stock held directly by BCIP Venture, (iv) 3,357 shares of Series A Preferred Stock held directly by BCIP Venture-B, (v) 1,137 shares of Series A Preferred Stock held directly by BCIP Venture II and (vi) 96 shares of Series A Preferred Stock held directly by BCIP Venture II-B.
- Includes (i) 915,603 shares of Series B Preferred Stock held directly by Venture Fund 2014, (ii) 245,901 shares of Series B Preferred Stock held directly by Venture Fund 2016, (iii) 93,345 shares of Series B Preferred Stock held directly by BCIP Venture, (iv) 6,279 shares of Series B Preferred Stock held directly by BCIP Venture-B, (v) 47,454 shares of Series B Preferred Stock held directly by BCIP Venture II, (vi) 3,402 shares of Series B Preferred Stock held directly by BCIP Venture II-B, (vii) 220,146 shares of Series B Preferred Stock held directly by Bain Capital Venture Coinvestment Fund II, L.P. ("Venture Coinvestment Fund II") and (viii) 8,805 shares of Series B Preferred Stock held directly by BCV 2019-MD Coinvestment II, L.P. ("2019-MD Coinvestment II" and, 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").
- Includes (i) 144,729 shares of Series B-1 Preferred Stock held directly by Venture Coinvestment Fund II, (ii) 5,790 shares of Series B-1 Preferred Stock held directly by 2019-MD Coinvestment II, (iii) 15,030 shares of Series B-1 Preferred Stock held directly by BCIP Venture II and (iv) 888 shares of Series B-1 Preferred Stock held directly by BCIP Venture II-B.
- Includes (i) 6,819,693 shares of Series C Preferred Stock held directly by Venture Fund 2014, (ii) 64,047 shares of Series C Preferred Stock held directly by Venture Fund 2016, (iii) 695,265 shares of Series C Preferred Stock held directly by BCIP Venture, (iv) 46,773 shares of Series C Preferred Stock held directly by BCIP Venture-B, (v) 12,504 shares of Series C Preferred Stock held directly by BCIP Venture II, (vi) 894 shares of Series C Preferred Stock held directly by BCIP Venture II-B, (vii) 58,725 shares of Series C Preferred Stock held directly by Venture Coinvestment Fund II and (viii) 2,349 shares of Series C Preferred Stock held directly by 2019-MD Coinvestment II.

10. Includes (i) warrants to purchase 67,668 shares of Class A Common Stock held directly by Venture Fund 2016, (ii) warrants to purchase 6,768 shares of Class A Common Stock held directly by BCIP Venture II and (iii) warrants to purchase 564 shares of Class A Common Stock held directly by BCIP Venture II-B.

11. Includes (i) warrants to purchase 171,882 shares of Series C Preferred Stock held directly by Venture Fund 2016, (ii) warrants to purchase 17,187 shares of Series C Preferred Stock held directly by BCIP Venture II and (iii) warrants to purchase 1,431 shares of Series C Preferred Stock held directly by BCIP Venture II-B.

12. 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.

13. (Continued from Footnote 12) 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. 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 1 of 2.

[Bain Capital Venture Investors, LLC, By: /s/ Matthew C. Harris, Title: Managing Director](#) [05/25/2021](#)

[Bain Capital Venture Fund 2014, L.P., By: Bain Capital Venture Partners 2014, L.P., its general partner, By: Bain Capital Venture Investors, LLC, its general partner, By: /s/ Matthew C. Harris, Title: Managing Director](#) [05/25/2021](#)

[Bain Capital Venture Partners 2014, L.P., By: Bain Capital Venture Investors, LLC, its general partner, By: /s/ Matthew C. Harris, Title: Managing Director](#) [05/25/2021](#)

[Bain Capital Venture Fund 2016, L.P., By: Bain Capital Venture Partners 2016, L.P., its general partner, By: Bain Capital Venture Investors, LLC, its general partner, By: /s/ Matthew C. Harris, Title: Managing Director](#) [05/25/2021](#)

[Bain Capital Venture Partners 2016, L.P., By: Bain Capital Venture Investors, LLC, its general partner, By: /s/ Matthew C. Harris, Title: Managing Director](#) [05/25/2021](#)

[Bain Capital Venture Coinvestment Fund II, L.P., By: Bain Capital Venture Coinvestment II Investors, LLC, its general partner, By: Bain Capital Venture Investors, LLC, its manager, By: /s/ Matthew C. Harris, Title: Managing Director](#) [05/25/2021](#)

[BCV 2019-MD Coinvestment II, L.P., By: Bain Capital Venture Coinvestment II Investors, LLC, its general partner, By: Bain Capital Venture Investors, LLC, its manager, By: /s/ Matthew](#) [05/25/2021](#)

C. Harris, Title: Managing
Director
Bain Capital Venture
Coinvestment II Investors,
LLC, By: Bain Capital
Venture Investors, LLC, its 05/25/2021
manager, By: /s/ Matthew
C. Harris, Title: Managing
Director

BCIP Venture Associates,
By: Boylston Coinvestors,
LLC, its managing partner, 05/25/2021
By: /s/ Matthew C. Harris,
Title: Authorized
Signatory.

BCIP Venture Associates-
B, By: Boylston
Coinvestors, LLC, its 05/25/2021
managing partner, By: /s/
Matthew C. Harris, Title:
Authorized Signatory.

** 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 5 (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.