

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**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>Spark Management Partners II, LLC</u>	2. Date of Event Requiring Statement (Month/Day/Year) 05/25/2021	3. Issuer Name and Ticker or Trading Symbol <u>Flywire Corp</u> [ FLYW ]	
		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)
(Last) (First) (Middle) 137 NEWBURY STREET, FLOOR 8  (Street) BOSTON MA 02116  (City) (State) (Zip)			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 <sup>(1)</sup>	627	I	See footnote <sup>(2)</sup>
Class A Common Stock <sup>(1)</sup>	6,723	I	See footnote <sup>(3)</sup>
Class A Common Stock <sup>(1)</sup>	679,368	I	See footnote <sup>(4)</sup>
Class A Common Stock <sup>(1)</sup>	95,904	I	See footnote <sup>(5)</sup>

**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	(6)	(6)	Class A Common Stock <sup>(1)</sup>	53,250	(6)	I	See footnote <sup>(2)</sup>
Series A Preferred Stock	(6)	(6)	Class A Common Stock <sup>(1)</sup>	8,139,309	(6)	I	See footnote <sup>(5)</sup>
Series B-1 Preferred Stock	(6)	(6)	Class A Common Stock <sup>(1)</sup>	7,359	(6)	I	See footnote <sup>(2)</sup>
Series B-1 Preferred Stock	(6)	(6)	Class A Common Stock <sup>(1)</sup>	1,125,039	(6)	I	See footnote <sup>(5)</sup>
Series B Preferred Stock	(6)	(6)	Class A Common Stock <sup>(1)</sup>	15,945	(6)	I	See footnote <sup>(2)</sup>
Series B Preferred Stock	(6)	(6)	Class A Common Stock <sup>(1)</sup>	2,437,785	(6)	I	See footnote <sup>(5)</sup>
Series C Preferred Stock	(6)	(6)	Class A Common Stock <sup>(1)</sup>	19,983	(6)	I	See footnote <sup>(2)</sup>
Series C Preferred Stock	(6)	(6)	Class A Common Stock <sup>(1)</sup>	3,054,843	(6)	I	See footnote <sup>(5)</sup>
Series F-1 Preferred Stock	(6)	(6)	Class A Common Stock <sup>(1)</sup>	309	(6)	I	See footnote <sup>(2)</sup>

**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 F-1 Preferred Stock	(6)	(6)	Class A Common Stock <sup>(1)</sup>	3,534	(6)	I	See footnote <sup>(3)</sup>
Series F-1 Preferred Stock	(6)	(6)	Class A Common Stock <sup>(1)</sup>	357,141	(6)	I	See footnote <sup>(4)</sup>
Series F-1 Preferred Stock	(6)	(6)	Class A Common Stock <sup>(1)</sup>	47,301	(6)	I	See footnote <sup>(5)</sup>

1. Name and Address of Reporting Person\*  
[Spark Management Partners II, LLC](#)

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(Last) (First) (Middle)  
 137 NEWBURY STREET, FLOOR 8

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(Street)  
 BOSTON MA 02116

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[SPARK CAPITAL FOUNDERS FUND II LP](#)

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(Last) (First) (Middle)  
 137 NEWBURY STREET, FLOOR 8

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(Street)  
 BOSTON 02116

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Spark Growth Management Partners LLC](#)

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(Last) (First) (Middle)  
 137 NEWBURY STREET, FLOOR 8

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(Street)  
 BOSTON MA 02116

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Spark Capital II LP](#)

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(Last) (First) (Middle)  
 137 NEWBURY STREET, FLOOR 8

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(Street)  
 BOSTON MA 02116

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Spark Capital Growth Founders' Fund,](#)

L.P.

(Last) (First) (Middle)

137 NEWBURY STREET, FLOOR 8

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Spark Capital Growth Fund LP

(Last) (First) (Middle)

137 NEWBURY STREET, FLOOR 8

(Street)

BOSTON MA 02116

(City) (State) (Zip)

**Explanation of Responses:**

1. Immediately prior to the closing of the initial public offering of the Issuer's 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").
2. These shares are held of record by Spark Capital Founders' Fund II, L.P. ("Spark Capital FF II"). Spark Management Partners II, LLC ("SMP II") is the general partner of Spark Capital FF II. Paul Conway, Bijan Sabet, Santo Politi, and Alexander J. Finkelstein, a member of the Issuer's board of directors (the "Managing Members") are the managing members of SMP II. Each of the Managing Members may be deemed to share investment, voting and dispositive power over these shares. Each of SMP II and the 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. These shares are held of record by Spark Capital Growth Founders' Fund, L.P. ("Spark Capital Growth FF"). Spark Growth Management Partners, LLC ("SGMP") is the general partner of Spark Capital Growth FF. The Managing Members are the managing members of SGMP. Each of the Managing Members may be deemed to share investment, voting and dispositive power over these shares. Each of SGMP and the 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.
4. These shares are held of record by Spark Capital Growth Fund, L.P. ("Spark Capital Growth"). SGMP is the general partner of Spark Capital Growth. The Managing Members are the managing members of SGMP. Each of the Managing Members may be deemed to share investment, voting and dispositive power over these shares. Each of SGMP and the 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. These shares are held of record by Spark Capital II, L.P. ("Spark Capital II"). SMP II is the general partner of Spark Capital II. The Managing Members are the managing members of SMP II. Each of the Managing Members may be deemed to share investment, voting and dispositive power over these shares. Each of SMP II and the 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.
6. Each share of the Issuer's Series A, Series B, Series B-1, Series C, Series D, Series E-1 and Series F-1 Preferred Stock are 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 and each share of the Issuer's Series E-2 Preferred Stock convertible into Class B Common Stock on a 1 for 1 basis at the holder's election and will automatically convert immediately prior to the Reclassification. These shares have no expiration date.

**Remarks:**

Spark Growth  
Management Partners,  
LLC, /s/ Alex Finkelstein, 05/25/2021  
Managing Member

Spark Management  
Partners II, LLC, /s/ Alex  
Finkelstein, Managing 05/25/2021  
Member

Spark Capital II, L.P., /s/  
Alex Finkelstein,  
Managing Member of 05/25/2021  
Spark Management  
Partners II, LLC, its  
general partner

Spark Capital Founders'  
Fund II, L.P., /s/ Alex  
Finkelstein, Managing 05/25/2021  
Member of Spark  
Management Partners II,  
LLC, its general partner

Spark Capital Growth 05/25/2021  
Founders' Fund, L.P., /s/  
Alex Finkelstein,  
Managing Member of  
Spark Growth

Management Partners,  
LLC, its general partner  
Spark Capital Growth  
Fund, L.P., /s/ Alex  
Finkelstein, Managing  
Member of Spark Growth 05/25/2021  
Management Partners,  
LLC, its general partner

\*\* 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.**