

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 31, 2023**

**ContextLogic Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39775**  
(Commission  
File Number)

**27-2930953**  
(IRS Employer  
Identification No.)

**ONE SANSOME STREET 33RD FLOOR  
SAN FRANCISCO, California**  
(Address of Principal Executive Offices)

**94104**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (415) 432-7323**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.0001 par value	WISH	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 2.05 Costs Associated with Exit or Disposal Activities.**

On January 31, 2023, ContextLogic Inc. (the “Company”) announced a plan to reduce its workforce by up to 150 employees, representing approximately 17% of the Company’s current global workforce (the “Plan”). The Plan is intended to refocus the Company’s operations to support its ongoing business prioritization efforts, better align resources, and improve operational efficiencies.

The Company estimates that it will incur non-recurring charges of approximately \$3 million to \$4 million in connection with the Plan, primarily related to employee severance and other personnel reduction costs. The Company expects that the majority of these charges will be incurred in the first quarter of 2023 and that the implementation of the Plan will be substantially complete by the end of the second quarter of 2023.

The Company expects to realize run-rate savings of approximately \$14 million to \$23 million on an annualized basis starting in the third quarter of 2023.

The estimates of the charges and expenditures that the Company expects to incur in connection with the Plan are subject to a number of assumptions, including local law and consultation requirements in various jurisdictions and the actual size of the workforce reduction, and actual amounts may differ materially from estimates. The Company may also incur charges and expenditures not currently contemplated due to unanticipated events that may occur in connection with the Plan.

**Item 7.01 Regulation FD Disclosure.**

On January 31, 2023, Jun Yan, the Company’s interim Chief Executive Officer, notified the Company’s employees about the reduction in workforce described in Item 2.05 above. A copy of the message is furnished as Exhibit 99.1 and is incorporated herein by reference. The information furnished in this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Forward-Looking Statements**

This current report contains forward-looking statements within the meaning of the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact could be deemed forward-looking, including, but not limited to, statements regarding Wish’s outlook; priorities; strategic direction; reduction in force plan and its impact on prioritizing efforts, aligning resources, and improving operational efficiencies; implementation of the reduction in force plan and related costs; business operations; and growth initiatives. In some cases, forward-looking statements can be identified by terms such as “anticipates,” “believes,” “could,” “estimates,” “expects,” “foresees,” “forecasts,” “guidance,” “intends” “goals,” “may,” “might,” “outlook,” “plans,” “potential,” “predicts,” “projects,” “seeks,” “should,” “targets,” “will,” “would” or similar expressions and the negatives of those terms. These forward-looking statements are subject to risks, uncertainties, and assumptions. If the risks materialize or assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. Further information on these and additional risks that could affect Wish’s results is included in its filings with the Securities and Exchange Commission (“SEC”), including its most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q, and future reports that Wish may file with the SEC from time to time, which could cause actual results to vary from expectations. Any forward-looking statement made by Wish in this current report speaks only as of the day on which Wish makes it. Wish assumes no obligation to, and does not currently intend to, update any such forward-looking statements after the date of this current report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Message to ContextLogic Inc. employees from Jun Yan on January 31, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ContextLogic Inc.

Date: January 31, 2023

By: /s/ Jun Yan  
Jun Yan  
Interim Chief Executive Officer  
*Principal Executive Officer*

TO: all-users@wish.com  
FROM: Joe Yan  
TIME: 6:00 AM PT / 9:00 AM ET  
DATE: Jan 31, 2023  
RE: Restructuring Wish

Team,

I have some difficult news. Today we will have up to 150 team members leave Wish. Some employees will be leaving as a part of our annual review process, and others will be leaving as we look to reduce costs in non-business critical areas.

We've worked tirelessly to prevent this from happening. But, at the same time, we're determined to do what is necessary to create a sustainable and secure future for Wish—even during times of economic uncertainty.

Like many other companies, the extraordinary economic circumstances of the past few years have had a significant impact on our business. To create a more recession-proof company, we must closely watch our spending and continue to drive operational efficiency. This will lead to more sustainable growth and profitability. Our 2023 top-level initiatives reflect this strategy, and today we have to restructure to sharpen our focus during our turnaround journey.

If this change directly impacts you, we will do our best to support you. We have prepared separation packages and access to additional services to help you find the next step in your career as soon as possible. We are grateful for everything you've done at Wish.

If you can, focus on supporting one another. For many of us, helping during a transition like this can be helpful and meaningful. If you see a chance to make someone's day a little easier or a little better, do it. The more we help each other, the more successful we will be, regardless of where we work.

Joe