

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Just Brett</u>  (Last) (First) (Middle) ONE SANSOME STREET, 33RD FLOOR  (Street) SAN FRANCISCO CA 94104  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ContextLogic Inc. [ WISH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Accounting Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2022	
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			
Class A Common Stock	08/15/2022		M <sup>(1)</sup>		91,561	A	\$0.00	228,231	D	
Class A Common Stock	08/15/2022		F		45,400 <sup>(2)</sup>	D	\$1.66	182,831	D	

**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
Restricted Stock Unit	\$0.00	08/15/2022		M			1,090	(3)(4)	10/23/2024	Class A Common Stock	1,090	\$0.00	1,100	D	
Restricted Stock Unit	\$0.00	08/15/2022		M			140	(4)(5)	08/19/2025	Class A Common Stock	140	\$0.00	1,230	D	
Restricted Stock Unit	\$0.00	08/15/2022		M			770	(4)(6)	02/05/2026	Class A Common Stock	770	\$0.00	3,880	D	
Restricted Stock Unit	\$0.00	08/15/2022		M			92	(4)(7)	05/02/2026	Class A Common Stock	92	\$0.00	740	D	
Restricted Stock Unit	\$0.00	08/15/2022		M			615	(4)(8)	11/22/2026	Class A Common Stock	615	\$0.00	7,380	D	
Restricted Stock Unit	\$0.00	08/15/2022		M			798	(4)(9)	09/28/2027	Class A Common Stock	799	\$0.00	19,975	D	
Restricted Stock Unit	\$0.00	08/15/2022		M			4,422	(4)(10)	(10)	Class A Common Stock	4,422	\$0.00	48,644	D	
Restricted Stock Unit	\$0.00	08/15/2022		M			36,316	(4)(11)	(11)	Class A Common Stock	36,316	\$0.00	0	D	
Restricted Stock Unit	\$0.00	08/15/2022		M			18,382	(4)(12)	(12)	Class A Common Stock	18,382	\$0.00	91,912	D	
Restricted Stock Unit	\$0.00	08/15/2022		M			28,935	(4)(13)	(13)	Class A Common Stock	28,935	\$0.00	173,611	D	

**Explanation of Responses:**

- The Reporting Person received Restricted Stock Units ("RSUs") which represent a contingent right to receive one share of Class A Common Stock for each RSU. This reported transaction represents the settlement of RSUs vested as of August 15, 2022.
- Represents the number of shares withheld by the Issuer to satisfy the tax withholding obligation in connection with the settlement of RSUs.
- Each RSU represents a contingent right to receive one share of Issuer's Class A Common Stock. Subject to the reporting person's continued service, 20% of the RSUs vested on September 5, 2018, and an additional 1/60th of the remaining RSUs vest monthly thereafter for a period of 5 years.
- This reported transaction represents the settlement of RSUs vested as of August 15, 2022.
- Each RSU represents a contingent right to receive one share of Issuer's Class A Common Stock. Subject to the Reporting Person's continued service, 20% of the RSUs vested on May 1, 2019, and an additional 1/60th of the remaining RSUs vest monthly thereafter for a period of 5 years.
- Each RSU represents a contingent right to receive one share of Issuer's Class A Common Stock. Subject to the Reporting Person's continued service, 25% of the RSUs vested on January 1, 2020, and 1/36th of

the RSUs vest monthly thereafter for a period of 3 years.

7. Each RSU represents a contingent right to receive one share of Issuer's Class A Common Stock. Subject to the Reporting Person's continued service, 1/48th of the vest monthly for a period of 4 years beginning on May 1, 2019.

8. Each RSU represents a contingent right to receive one share of Issuer's Class A Common Stock. Subject to the Reporting Person's continued service, 1/48th of the RSUs vest monthly for a period of 4 years beginning on September 1, 2019.

9. Each RSU represents a contingent right to receive one share of Issuer's Class A Common Stock. Subject to the Reporting Person's continued service, 1/48th of the RSUs vest monthly for a period of 4 years beginning on October 1, 2020.

10. Each RSU represents a contingent right to receive one share of Issuer's Class A Common Stock. Subject to the Reporting Person's continuous service, 6.25% of the RSUs will vest on a quarterly basis beginning on August 15, 2021 (with all quarterly vesting events occurring on a "Company Vesting Date" of February 15, May 15, August 15, or November 15). Vested RSUs will settle on or following the vesting date, but in any event within 60 days following the vesting date (unless the reporting person and the Company have agreed in writing to a later settlement date pursuant to procedures the Company may prescribe at its discretion).

11. Each RSU represents a contingent right to receive one share of Issuer's Class A Common Stock. Subject to the Reporting Person's continuous service, 25% of the RSUs will vest on a quarterly basis beginning on November 15, 2021 (with all quarterly vesting events occurring on a "Company Vesting Date" of February 15, May 15, August 15, or November 15). Vested RSUs will settle on or following the vesting date, but in any event within 60 days following the vesting date (unless the Reporting Person and the Company have agreed in writing to a later settlement date pursuant to procedures the Company may prescribe at its discretion).

12. Each RSU represents a contingent right to receive one share of Issuer's Class A Common Stock. Subject to the Reporting Person's continuous service, 12.5% of the RSUs will vest on a quarterly basis beginning on February 15, 2022 (with all quarterly vesting events occurring on a "Company Vesting Date" of February 15, May 15, August 15, or November 15). Vested RSUs will settle on or following the vesting date, but in any event within 60 days following the vesting date (unless the Reporting Person and the Company have agreed in writing to a later settlement date pursuant to procedures the Company may prescribe at its discretion).

13. Each RSU represents a contingent right to receive one share of Issuer's Class A Common Stock. Subject to the Reporting Person's continuous service, 1/8th of the RSUs will vest on May 15, 2022, with an additional 1/8th of the RSUs vesting on each Company Vesting Date thereafter. A "Company Vesting Date" means February 15, May 15, August 15, or November 15. Vested RSUs will settle on or following the vesting date, but in any event within 60 days following the vesting date (unless the Reporting Person and the Company have agreed in writing to a later settlement date pursuant to procedures the Company may prescribe at its discretion).

**Remarks:**

/s/ Marianne Lewis, Attorney- 08/17/2022  
in-Fact

\*\* 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.**