FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT	OF CHANGES	S IN BENEFICIA	L OWNERSHIP

	OMB APP	ROVAL								
	OMB Number: 3235-0287 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)

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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>					2. Issuer Name and Ticker or Trading Symbol ContextLogic Inc. [ LOGC ]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner			
(Last) (First) (Middle) 2648 INTERNATIONAL BLVD., STE 115					3. Date of Earliest Transaction (Month/Day/Year) 08/15/2024						Officer (give title Other (specify below)  Chief Financial Officer				
(Street) OAKLAND (City)	CA (State)	94601 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Indivi Line)	vidual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
Date			2. Transaction Date (Month/Day/Y	rear) E	2A. Deemed Execution Date, f any Month/Day/Year)	n Date, Transaction Code (Instr.		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a			nd 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)	

	(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. Transa Code ( 8)	Instr.	of Deri Secu Acq (A) ( Disp of (E	osed 0) tr. 3, 4	Expiration Da	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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	Amount or Number of Shares				

 $M^{(1)}$ 

F<sup>(2)</sup>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

6,465

3,308

A

D

Class A

Comm

**\$0** 

\$5.4203(3)

6.465

\$0

23,166

19,858

D

D

## **Explanation of Responses:**

\$0

Class A Common Stock

Class A Common Stock

- 1. The Reporting Person previously received Restricted Stock Units ("RSUs") which represent a contingent right to receive one share of Class A Common Stock, \$0.0001 par value, for each RSU. This reported transaction represents the settlement of RSUs vested as of August 15, 2024.
- 2. The sale reported on this Form 4 represents shares sold to cover tax withholding obligations in connection with the vesting and settlement of RSUs. The sale is mandated by the Issuer's election to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary transaction by the Reporting Person.
- 3. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.42 to \$5.498. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 4. Subject to the Reporting Person's continued service, 25% of the RSUs vested on May 15, 2024 and an additional 18.75% of the RSUs will vest on a quarterly basis thereafter beginning on August 15, 2024 (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 Issuer have agreed in writing to a later settlement date pursuant to procedures the Issuer may prescribe at its discretion).

## Remarks:

Restricted

Stock

Exhibit 24 - Power of Attorney

/s/ Marianne Lewis, Attorney-08/19/2024

19 397

D

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

08/15/2024

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

08/15/2024

08/16/2024

**M**<sup>(1)</sup>

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.

ContextLogic Inc. - Power of Attorney

KNOW ALL BY THESE PRESENTS, the undersigned hereby constitutes and appoints Marianne Lewis, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned a Form ID Application, if required, and submit the same to the United States Securities and Exchange Commission;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of ContextLogic Inc. (the "Company") or as a holder of 10% or more of the Company's securities, Forms 3, 4 and 5, and any amendments thereto, in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder and, if necessary, such forms or similar reports required by state or foreign regulators in jurisdictions in which the Company operates;
- (3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or similar form or report required by state or foreign regulators, and any amendments thereto, and file such form or report with the United States Securities and Exchange Commission and any stock exchange or similar authority or appropriate state or foreign regulator; and
- (4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required to be done by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: August 14, 2024 By: /s/ Brett Just Name: Brett Just