

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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).

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>Liu Pai</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Data Officer
	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2022	
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	05/15/2022		C ⁽¹⁾		4,907	A	\$0.00	11,475	D	
Class A Common Stock	05/15/2022		M		17,198	A	\$0.00	28,673	D	
Class A Common Stock	05/15/2022		M		145,264	A	\$0.00	173,937	D	
Class A Common Stock	05/15/2022		M		126,262	A	\$0.00	300,199	D	
Class A Common Stock	05/15/2022		F		114,910 ⁽²⁾	D	\$1.54	185,289	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	05/15/2022		M			2,450	(3)(4)	11/22/2026	Class B Common Stock	2,450	\$0.00	41,780	D	
Class B Common Stock	(5)(6)	05/15/2022		M		2,450		(5)(6)	(5)(6)	Class A Common Stock	2,450	\$0.00	2,450	D	
Restricted Stock Unit	\$0.00	05/15/2022		M		2,457		(3)(7)	09/09/2027	Class B Common Stock	2,457	\$0.00	68,810	D	
Class B Common Stock	(5)(6)	05/15/2022		M		2,457		(5)(6)	(5)(6)	Class A Common Stock	2,457	\$0.00	4,907	D	
Class B Common Stock	(5)(6)	05/15/2022		C ⁽¹⁾		4,907		(5)(6)	(5)(6)	Class A Common Stock	4,907	\$0.00	0	D	
Restricted Stock Unit	\$0.00	05/15/2022		M		17,198		(3)(8)	(3)(8)	Class A Common Stock	17,198	\$0.00	206,368	D	
Restricted Stock Unit	\$0.00	05/15/2022		M		145,264		(3)(9)	(3)(9)	Class A Common Stock	145,264	\$0.00	145,265	D	
Restricted Stock Unit	\$0.00	05/15/2022		M		126,262		(3)(10)	(3)(10)	Class A Common Stock	126,262	\$0.00	1,262,626	D	

Explanation of Responses:

- Represents the conversion of Class B Common Stock, issued upon settlement of vested Restricted Stock Units ("RSUs"), into Class A Common Stock held of record by the Reporting Person.
- Represents the number of shares held by the Issuer to satisfy the tax withholding obligation in connection with the settlement of RSUs.
- This reported transaction represents the settlement of RSUs vested as of May 15, 2022.
- Each RSU represents a contingent right to receive one share of Issuer's Class B Common Stock. Subject to the reporting person's continued service, 25% of the RSUs vested on September 23, 2020, and an additional 1/36th of the RSUs vest monthly thereafter for a period of 3 years.
- All shares of Class B Common Stock will automatically convert, on a one-for-one basis, into shares of Class A Common Stock on the earliest of (i) any transfer of the Class B Common Stock by the holder, whether or not for value, subject to certain exceptions, (ii) the 7-year anniversary of the closing date of the issuer's initial public offering, (iii) the date on which the number of outstanding shares of Class B Common Stock represents less than 5% of the aggregate combined number of outstanding shares of Class A Common Stock and Class B Common Stock, (iv) the date specified by a vote of the holders of a majority of the then outstanding shares of Class B common stock, or (v) a date that is between 90 and 270 days, as determined by the board of directors, after the death or permanent incapacity of the issuer's founder, CEO, and Chairperson.
- Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock. Each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, whether or not for value, except certain permitted transfers.
- Each RSU represents a contingent right to receive one share of Issuer's Class B Common Stock. Subject to the reporting person's continued service, 1/48th of the RSUs vest monthly beginning on October 1, 2020 for a period of 4 years.
- 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).

9. 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).

10. Subject to the Reporting Person's continuous service, 1/12th of the RSUs will vest on a quarterly basis beginning on May 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 the procedures of the Company may prescribe at its discretion).

Remarks:

Exhibit 24 - Power of Attorney

[/s/ Marianne Lewis, Attorney-](#) [05/17/2022](#)
[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.

KNOW ALL BY THESE PRESENTS, the undersigned hereby constitutes and appoints each of Vivian Liu, Devang Shah, Joanna Forster, and Marianne Lewis, signing singly, and 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. (d/b/a "Wish") (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 each 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 attorneys-in-fact, in serving in such capacity at the request of the undersigned, are 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 attorneys-in-fact.

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

Date: May 16, 2022

By: /s/ Pai Liu

Name: Pai Liu