

OMB APPROVAL	
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**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>Szulczewski Piotr</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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2022	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**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	08/09/2022		C <sup>(1)</sup>		57,128,812	A	\$0.00	57,128,812	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
Class B Common Stock	(2)	08/09/2022		C <sup>(1)</sup>			57,128,812	(2)	(2)	Class A Common Stock	57,128,812	\$0.00	0	D	
Restricted Stock Unit	(3)(4)	08/09/2022		A <sup>(3)(4)</sup>		81,768		(3)(4)	02/09/2025	Class A Common Stock	81,768	\$0.00	81,768	D	
Restricted Stock Unit	(5)	08/09/2022		A <sup>(5)</sup>		405,432		(5)	09/23/2025	Class A Common Stock	405,432	\$0.00	405,432	D	
Stock Option (right to buy)	(6)	08/09/2022		A <sup>(6)</sup>		8,375,000		(6)	04/15/2024	Class A Common Stock	8,375,000	\$0.149	8,375,000	D	
Stock Option (right to buy)	(7)	08/09/2022		A <sup>(7)</sup>		35,000,000		(7)	08/11/2024	Class A Common Stock	35,000,000	\$0.238	35,000,000	D	

**Explanation of Responses:**

- Represents shares of Class A Common Stock that were acquired by the Reporting Person upon voluntary conversion of Class B Common Stock shares.
- All shares of Class B Common Stock automatically converted, on a one-for-one basis, into shares of Class A Common Stock on August 9, 2022, which was 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.
- The Reporting Person was issued restricted stock units ("RSUs") which represent a contingent right to receive one share of Issuer's Class A Common Stock for each RSU.
- 1/60th of the RSUs vest monthly beginning on February 1, 2018 for a period of 5 years, subject to the Reporting Person's continuous service with the Issuer through each vesting date. As a result of the Reporting Person's above-described voluntary conversion, on August 9, 2022, the number of outstanding shares of Class B Common Stock represented less than 5% of the aggregate combined number of outstanding shares of Class A Common Stock and Class B Common Stock. As a result, pursuant to the Issuer's Restated Certificate of Incorporation, all remaining shares of Class B Common Stock automatically converted into shares of Class A Common Stock on a one-for-one basis. Further, all RSUs for the purchase of shares of Class B Common Stock became exercisable for the same number of shares of Class A Common Stock. All other terms of the RSUs remain unchanged.
- The Reporting Person was issued RSUs which represent a contingent right to receive one share of Issuer's Class A Common Stock for each RSU. 1/48th of the RSUs vest on a monthly basis beginning on October 23, 2018 for a period of 4 years, subject to the Reporting Person's continuous service with the Issuer through each vesting date. As described above, on August 9, 2022, pursuant to the Issuer's Restated Certificate of Incorporation, all shares of Class B Common Stock automatically converted into shares of Class A Common Stock on a one-for-one basis. As a result, all RSUs for the purchase of shares of Class B Common Stock became exercisable for the same number of shares of Class A Common Stock. All other terms of the RSUs remain unchanged.
- Options granted under the ContextLogic, Inc. 2010 Stock Plan. The option shares vested and became exercisable with respect to 1/48th of the total shares monthly beginning on December 17, 2013. As described above, on August 9, 2022, pursuant to the Issuer's Restated Certificate of Incorporation, all shares of Class B Common Stock automatically converted into shares of Class A Common Stock on a one-for-one basis. As a result, all stock options for the purchase of shares of Class B Common Stock became exercisable for the same number of shares of Class A Common Stock. All other terms of the stock options remain unchanged.
- Options granted under the ContextLogic, Inc. 2010 Stock Plan. The option shares vested and became exercisable with respect to 1/48th of the total shares monthly beginning on July 9, 2014. As described above, on August 9, 2022, pursuant to the Issuer's Restated Certificate of Incorporation, all shares of Class B Common Stock automatically converted into shares of Class A Common Stock on a one-for-one basis. As a result, all stock options for the purchase of shares of Class B Common Stock became exercisable for the same number of shares of Class A Common Stock. All other terms of the stock options remain unchanged.

**Remarks:**

/s/ Marianne Lewis - Attorney-in-Fact 08/11/2022

\*\* 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.

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