

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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) <u>ONE SANSOME STREET, 40TH FLOOR</u> (Street) <u>SAN FRANCISCO CA 94104</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>12/15/2020</u> | 3. Issuer Name and Ticker or Trading Symbol <u>ContextLogic Inc. [WISH]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) _____ <u>Chief Accounting Officer</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year) |
| | | 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 Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Restricted Stock Units | (1)(2) | 10/23/2024 | Class B Common Stock | 65,500 | 0.00 | D |
| Restricted Stock Units | (1)(3) | 08/19/2025 | Class B Common Stock | 8,180 | 0.00 | D |
| Restricted Stock Units | (1)(4) | 02/05/2026 | Class B Common Stock | 37,170 | 0.00 | D |
| Restricted Stock Units | (1)(5) | 05/02/2026 | Class B Common Stock | 4,420 | 0.00 | D |
| Restricted Stock Units | (1)(6) | 11/22/2026 | Class B Common Stock | 29,490 | 0.00 | D |
| Restricted Stock Units | (1)(7) | 09/28/2027 | Class B Common Stock | 38,330 | 0.00 | D |

Explanation of Responses:

1. Currently vested restricted stock units (the "RSUs") and all RSUs vested as of December 31, 2020 will settle on February 15, 2021. Thereafter, any vested RSUs will settle on or following the vesting date, but no later than two and one-half months following the end of the year in which the vesting date applicable to a RSU occurs.

2. The RSUs granted to the reporting person are subject to a liquidity-based vesting requirement, which will be satisfied upon the IPO, and a service-based vesting requirement. Each RSU represents a contingent right to receive one share of Issuer's Class B Common Stock. Subject to the reporting person's continued employment, 20% of the RSUs vested on September 5, 2018, with 1/60th of the remaining RSUs vesting monthly thereafter for 5 years.

3. The RSUs granted to the reporting person are subject to a liquidity-based vesting requirement, which will be satisfied upon the IPO, and a service-based vesting requirement. Each RSU represents a contingent right to receive one share of Issuer's Class B Common Stock. Subject to the reporting person's continued employment, 20% of the RSUs vested on May 1, 2019, with 1/60th of the remaining RSUs vesting monthly thereafter for 5 years.

4. The RSUs granted to the reporting person are subject to a liquidity-based vesting requirement, which will be satisfied upon the IPO, and a service-based vesting requirement. Each RSU represents a contingent right to receive one share of Issuer's Class B Common Stock. Subject to the reporting person's continued employment, 25% of the RSUs vested on January 1, 2020, with the remainder vesting monthly thereafter for 3 years.

5. The RSUs granted to the reporting person are subject to a liquidity-based vesting requirement, which will be satisfied upon the IPO, and a service-based vesting requirement. Each RSU represents a contingent right to receive one share of Issuer's Class B Common Stock. Subject to the reporting person's continued employment, 1/48th of the RSUs vest each month beginning on May 1, 2019.

6. The RSUs granted to the reporting person are subject to a liquidity-based vesting requirement, which will be satisfied upon the IPO, and a service-based vesting requirement. Each RSU represents a contingent right to receive one share of Issuer's Class B Common Stock. Subject to the reporting person's continued employment, 1/48th of the RSUs vest

each month beginning on September 1, 2019.

7. The RSUs granted to the reporting person are subject to a liquidity-based vesting requirement, which will be satisfied upon the IPO, and a service-based vesting requirement. Each RSU represents a contingent right to receive one share of Issuer's Class B Common Stock. Subject to the reporting person's continued employment, 1/48th of the RSUs vest each month beginning on October 1, 2020.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Devang Shah, attorney-
in-fact 12/15/2020

** 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 5 (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 Rajat Bahri, Devang Shah, Jilliana Wong, and Renee Jackson, 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: November 20, 2020

By: /s/ Brett Just

Name: Brett Just