

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 10, 2023**

**ContextLogic Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39775**  
(Commission File Number)

**27-2930953**  
(IRS Employer  
Identification No.)

**ONE SANSOME STREET 33RD FLOOR  
SAN FRANCISCO, California**  
(Address of Principal Executive Offices)

**94104**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (415) 432-7323**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.0001 par value	WISH	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On April 10, 2023, ContextLogic Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on five proposals, each of which is described in more detail in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on March 9, 2023. The following is a brief description of each matter voted upon and the final voting results for each matter.

**Proposal 1.** The two (2) Class I directors proposed by the Company were elected to serve until the Company’s 2026 annual meeting of stockholders or until his or her respective successor has been duly elected and qualified. The voting results were as follows:

<b>Director Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Lawrence Kutscher	236,007,552	15,812,253	177,384,548
Stephanie Tilenius	187,188,309	64,631,496	177,384,548

**Proposal 2.** Stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
416,289,992	10,227,423	2,686,938	-

**Proposal 3.** Stockholders did not approve, on an advisory basis, the compensation of the Company’s named executive officers for the year ended December 31, 2022. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
104,662,314	144,938,547	2,218,944	177,384,548

**Proposal 4.** Stockholders approved and adopted a proposed amendment to the Company’s Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Company’s Class A common stock (“common stock”) at a ratio ranging from 1-for-20 shares up to 1-for-30 shares, which ratio will be selected by our Board of Directors and is set forth in a public announcement. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
389,842,151	38,558,292	803,910	-

**Proposal 5.** Stockholders approved the adjournment or postponement of the Annual Meeting, if necessary, to continue to solicit votes for Proposal No. 4 if there are not sufficient votes at the Annual Meeting to approve and adopt such proposal. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
380,475,599	46,742,138	1,986,616	-

**Item 8.01 Other Events.**

Effective April 10, 2023, the Company’s Board of Directors approved a reverse split ratio of 1-for-30, such that every 30 shares of the Company’s common stock shall be combined and reclassified into one share of common stock. The Company filed a certificate of amendment to the Company’s Amended and Restated Certificate of Incorporation on April 11, 2023 and expects the reverse stock split to be effective prior to market open on April 12, 2023.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ContextLogic Inc.

Date: April 11, 2023

By: /s/ Jun Yan

Jun Yan

Chief Executive Officer

Principal Executive Officer

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