

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

1. Name and Address of Reporting Person* <u>Bahri Rajat</u> _____ (Last) (First) (Middle) <u>ONE SANSOME STREET, 40TH FLOOR</u> _____ (Street) <u>SAN FRANCISCO CA 94104</u> _____ (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) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2021</u>	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	Amount or Number of Shares				
Restricted Stock Unit	\$0.00	02/22/2021		M		1,987,190		(1)(2)	01/05/2024	Class B Common Stock	1,987,190	\$0.00	496,800	D	
Class B Common Stock	(3)(4)	02/22/2021		M		1,987,190		(3)(4)	(3)(4)	Class A Common Stock	1,987,190	\$0.00	1,987,190	D	
Restricted Stock Unit	\$0.00	02/22/2021		M		173,425		(1)(5)	02/09/2025	Class B Common Stock	173,425	\$0.00	123,895	D	
Class B Common Stock	(3)(4)	02/22/2021		M		173,425		(3)(4)	(3)(4)	Class A Common Stock	173,425	\$0.00	2,160,615	D	
Restricted Stock Unit	\$0.00	02/22/2021		M		60,550		(1)(6)	02/05/2026	Class B Common Stock	60,550	\$0.00	65,820	D	
Class B Common Stock	(3)(4)	02/22/2021		M		60,550		(3)(4)	(3)(4)	Class A Common Stock	60,550	\$0.00	2,221,165	D	
Restricted Stock Unit	\$0.00	02/22/2021		M		343,840		(1)(7)	05/02/2026	Class B Common Stock	343,840	\$0.00	1,130,450	D	
Class B Common Stock	(3)(4)	02/22/2021		M		343,840		(3)(4)	(3)(4)	Class A Common Stock	343,840	\$0.00	2,565,005	D	
Restricted Stock Unit	\$0.00	02/22/2021		M		15,624		(1)(8)	09/09/2027	Class B Common Stock	15,624	\$0.00	234,376	D	
Class B Common Stock	(3)(4)	02/22/2021		M		15,624		(3)(4)	(3)(4)	Class A Common Stock	15,624	\$0.00	2,580,629	D	

Explanation of Responses:

- This reported transaction represents the settlement of RSUs vested as of December 31, 2020.
- 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, 20% of the RSUs vested on December 7, 2017, and an additional 5% of the RSUs vest quarterly thereafter for a period of 4 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, 1/60th of the RSUs vest on a monthly basis beginning on February 1, 2018 for a period of 5 years.
- 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, 1/4th of the RSUs vested on January 1, 2020, and 1/36th of the remaining RSUs vest monthly thereafter for a period of 3 years.
- 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, the RSUs vest on a monthly basis over a period of 4 years beginning on May 1, 2019, with 10% of the total RSUs vesting over the first year, 20% of the total vesting over the second year, 30% of the total vesting over the third year, and 40% of the total vesting over the fourth year.
- 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 on a monthly basis beginning on October 1, 2020 for a period of 4 years.

Remarks:

/s/ Rajat Bahri

02/22/2021

** 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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