

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Shah Devang</u>			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>GC, Sec, Chief Admin Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
ONE SANSOME STREET, 33RD FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SAN FRANCISCO CA 94104</u>								
(City)	(State)	(Zip)						

**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	02/15/2023		M <sup>(1)</sup>		410,459	A	\$0.00	744,380	D	
Class A Common Stock	02/15/2023		F		208,031 <sup>(2)</sup>	D	\$0.9451	536,349	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	02/15/2023		M		9,570		(3)(4)	05/31/2025	Class A Common Stock	9,570	\$0.00	0	D	
Restricted Stock Unit	\$0.00	02/15/2023		M		7,870		(4)(5)	05/02/2026	Class A Common Stock	7,870	\$0.00	15,740	D	
Restricted Stock Unit	\$0.00	02/15/2023		M		5,208		(4)(6)	09/09/2027	Class A Common Stock	5,208	\$0.00	98,968	D	
Restricted Stock Unit	\$0.00	02/15/2023		M		14,740		(4)(7)	(7)	Class A Common Stock	14,740	\$0.00	132,666	D	
Restricted Stock Unit	\$0.00	02/15/2023		M		154,321		(4)(8)	(8)	Class A Common Stock	154,321	\$0.00	1,234,568	D	
Restricted Stock Unit	\$0.00	02/15/2023		M		218,750		(4)(9)	(9)	Class A Common Stock	218,750	\$0.00	1,531,250	D	

**Explanation of Responses:**

- The Reporting Person received restricted stock units ("RSUs") which represent a contingent right to receive one share of Issuer's Class A Common Stock for each RSU. This reported transaction represents the settlement of RSUs vested as of February 15, 2023.
- Represents the number of shares held by the Issuer to satisfy the tax withholding obligation in connection with the settlement of RSUs.
- Each RSU represents a contingent right to receive one share of Issuer's Class A Common Stock. Subject to the reporting person's continued service, 20% of the RSUs vested on February 5, 2019, and 1/60th of the RSUs vest monthly thereafter for a period of 4 years.
- This reported transaction represents the settlement of RSUs vested as of February 15, 2023.
- Each RSU represents a contingent right to receive one share of Issuer's Class A 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 A 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.
- 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).
- 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 procedures the Company may prescribe at its discretion).
- Subject to the Reporting Person's continuous service, 1/8th of the RSUs will vest on a quarterly basis beginning on November 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 procedures the Company may prescribe at its discretion).

**Remarks:**

/s/ Marianne Lewis, Attorney-in-Fact 02/17/2023

\*\* Signature of Reporting Person Date

\* 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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