FORM 4

obligations may continue. See

Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

144 1		00540
Washington,	D.C.	20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

## OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 193	34
or Section 30(h) of the Investment Company Act of 1940	

												_					
1. Name and Address of Reporting Person* <u>Bahri Rajat</u>					2. Issuer Name and Ticker or Trading Symbol ContextLogic Inc. [ WISH ]							(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  V Officer (give title Other (specify				
(Last) ONE SA	,	First) TREET, 40TH F	(Middle)		3. Date 05/15		st Transac	ction (Month/Day/Year)				X	below)	below) Officer	осыу		
(Street) SAN FRANCE	isco C	CA	94104	_	4. If Amendment, Date of Original Filed (Month/Day/Year)						I .	6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
(City) (State) (Zip)												r on med by more than one reporting reison					
Table  1. Title of Security (Instr. 3)		2. D	Derivative S  2. Transaction Date Month/Day/Year)		2A. Deemed Execution Date,		auired, Disposed of, or Beneficia 3. Transaction Code (Instr. 8)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 18)			(A) or	5. Amount of Securities Beneficially Owned Follo		Form:	Direct I Indirect E tr. 4)	7. Nature of Indirect Beneficial Ownership		
									v	Amount	(A) or (D)	Price	Reported Transactio (Instr. 3 an			(	Instr. 4)
			Table II - De							sed of, c			wned				
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. Securities (Month/Day/Year)		isable and te	7. Title and of Securiti Underlying Derivative (Instr. 3 an	I Amount es J Security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficially Owned Following	re es ally ig	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)				
		Cc	Code	v	(A)	(D)	Date Exercisal	ble	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s (Instr. 4)		;)		
Restricted Stock Unit	\$0.00	05/15/2021		M			124,200	(1)(2)		01/05/2024	Class B Common Stock	124,200	\$0.00	\$0.00 372,600		D	
Class B Common Stock	(3)(4)	05/15/2021		М		124,200		(3)(4)		(3)(4)	Class A Common Stock	124,200	\$0.00	124,200		,200 D	
Restricted Stock Unit	\$0.00	05/15/2021		M			24,775	(2)(5)		02/09/2025	Class B Common Stock	24,775	\$0.00	99,120		120 D	
Class B Common Stock	(3)(4)	05/15/2021		M		24,775		(3)(4)		(3)(4)	Class A Common Stock	24,775	\$0.00	148,975		148,975 D	
Restricted Stock Unit	\$0.00	05/15/2021		M			13,160	(2)(6)		02/05/2026	Class B Common Stock	13,160	\$0.00	52,660		660 D	
Class B Common Stock	(3)(4)	05/15/2021		М		13,160		(3)(4)		(3)(4)	Class A Common Stock	13,160	\$0.00	162,1	135	D	
Restricted Stock Unit	\$0.00	05/15/2021		М			135,130	(2)(7)		05/02/2026	Class B Common Stock	135,130	\$0.00	995,3	320	D	
Class B Common Stock	(3)(4)	05/15/2021		М		135,130		(3)(4)		(3)(4)	Class A Common Stock	135,130	\$0.00	297,2	265	D	
Restricted Stock Unit	\$0.00	05/15/2021		М			26,040	(2)(8)		09/09/2027	Class B Common Stock	26,040	\$0.00	208,3	336	D	
Class B Common Stock	(3)(4)	05/15/2021		M		26,040		(3)(4)		(3)(4)	Class A Common Stock	26,040	\$0.00	323,3	305	D	

## Explanation of Responses:

- 1. 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.
- 2. This reported transaction represents the settlement of RSUs vested as of May 15, 2021.
- 3. 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.
- 4. 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.
- 5. 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.
- 6. 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.
- 7. 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.
- 8. 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/ Jilliana Wong, Attorney-in- 05/18/2021

**Fact** 

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- ${}^{\star}$  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.

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.