SEC Form 4

FORM 4

Section 16. Form 4 or

Check this box if no longer subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden

Form 5	
iue. See	
	Filed pursuant to Se

Obligations may Instruction 1(b).			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 Addre Liu Ying Viv	, ,	g Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>ContextLogic Inc.</u> [WISH]	5. Relationship of F (Check all applicate Director	Reporting Person(s) to Issue ble) 10% Owr					
(Last) (First) (Middle) ONE SANSOME STREET, 33RD FLOOR		. ,	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2023	X Officer (gi below)	ive title Other (sp below) CFO and COO	pecify				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joir Line)	6. Individual or Joint/Group Filing (Check Applicable					
(Street) SAN FRANCISCO	CA	94104		X Form filed	d by One Reporting Person d by More than One Reporti					
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication		or written plan that is intended	to				
		Table I - Non-	Derivative Securities Acquired, Disposed of, or Ber	eficially Owned						

	······································											
1. Title of Se	ecurity (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Class A Co	ommon Stock	11/15/2023		M ⁽¹⁾		24,481	A	\$0.00	69,777	D		
Class A Co	ommon Stock	11/15/2023		F ⁽²⁾		12,139	D	\$5.155	57,638	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(-3),														
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. Transa Code (8)		of Deri Sec Acq (A) Disp of (I	ivative urities urities juired or posed D) (Instr. and 5)	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	11/15/2023		M ⁽³⁾			6,146	(4)	(4)	Class A Common Stock	6,146	\$0.00	49,172	D	
Restricted Stock Unit	\$0.00	11/15/2023		M ⁽³⁾			6,430	(5)	(5)	Class A Common Stock	6,430	\$0.00	32,150	D	
Restricted Stock Unit	\$0.00	11/15/2023		M ⁽³⁾			11,905	(6)	(6)	Class A Common Stock	11,905	\$0.00	95,238	D	

Explanation of Responses:

1. 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 November 15, 2023.

2. Represents the number of shares withheld by the Issuer to satisfy the tax withholding obligation in connection with the settlement of RSUs.

3. This reported transaction represents the settlement of RSUs vested as of November 15, 2023.

4. Each RSU represents a contingent right to receive one share of Issuer's Class A Common Stock. Subject to the Reporting Person's continuous service, 6.25% of the RSUs will vest on a quarterly basis beginning on February 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).

5. Each RSU represents a contingent right to receive one share of Issuer's Class A Common Stock. Subject to the Reporting Person's continuous service, 1/12th of the RSUs will vest on a quarterly basis beginning 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 the procedures the Company my prescribe at its discretion).

6. Subject to the Reporting Person's continuous service, 10% of the RSUs will vest on a quarterly basis beginning on May 15, 2023 (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

11/17/2023

** 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.

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.