FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See 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 Address of Reporting Person* <u>Just Brett</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol ContextLogic Inc. [WISH] | | | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | | |
| (Last) ONE SA | .ast) (First) (Middle) DNE SANSOME STREET, 33RD FLOOR | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/15/2023 | | | | | | | | X Officer (give title Other (specify below) SVP, Finance | | | | | |
| (Street) SAN FRANCE | ISCO C. | A | 94104 | | _ 4.1 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | Individual or Joint/Group Filing (Check Application) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | on | |
| (City) | (S | tate) | (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a satisfy the affirmative defense conditions of Rule 10b5-1(c). See Ins | | | | | | | | | uant to a | | | | | | | | |
| | | Tab | le I - Noi | n-Deriv | /ative | e Se | curit | ies A | cquired, | Dis | posed o | of, or B | enefic | ially | Owned | i | | | | |
| | | | | 2. Transaction Date (Month/Day/Year) | | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | e, Transaction Dispos Code (Instr. 5) | | Dispose | ities Acquired (A) or d Of (D) (Instr. 3, 4 and | | | Beneficially Owned Following | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | | Code | v | Amount | (A) (D) | Pric | e | Reported Transaction(s) (Instr. 3 and 4) | | | | (Instr. 4) | | |
| Class A (| Common St | ock | | 11/1 | 5/202 | /2023 | | | M ⁽¹⁾ | | 3,935 | 35 A | | .00 | 0 15,159 | | D | | | |
| Class A (| Class A Common Stock | | | | 5/2023 | | | | F ⁽²⁾ | | 1,952 | 2 E | \$5 | .155 | 13,207 | | D | | | |
| | | 1 | | (e.g., p | | | | | s, optior | ıs, c | onverti | | | s) | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | | 3A. Deeme Execution if any (Month/Da | Date, | | Transaction Code (Instr. | | wative urities uired or cosed D) tr. 3, 4 | 6. Date Exercisa Expiration Date (Month/Day/Yea | | ! | 7. Title a Amount Securitie Underlyi Derivativ (Instr. 3 | of s ng re Securi | De Se (In | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | ly | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership t (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Date Exercisab | | Expiration Date | Title | Amou or Numb of Share | er | | | | | | |
| Restricted Stock Unit | \$0.00 | 11/15/2023 | | | M ⁽³⁾ | | | 26 | (4) | 0 | 9/28/2027 | Class A Common Stock | 26 | | \$0.00 | 266 | | D | | |
| Restricted Stock Unit | \$0.00 | 11/15/2023 | | | M ⁽³⁾ | | | 2,184 | (5) | | (5) | Class A Commor Stock | 2,18 | 4 | \$0.00 | 13,103 | 3 | D | | |
| Restricted Stock Unit | \$0.00 | 11/15/2023 | | | M ⁽³⁾ | | | 147 | (6) | | (6) | Class A Commor Stock | 147 | | \$0.00 | 884 | | D | | |
| Restricted Stock Unit | \$0.00 | 11/15/2023 | | | M ⁽³⁾ | | | 965 | (7) | | (7) | Class A Commor Stock | 965 | | \$0.00 | 964 | | D | | |
| Restricted Stock Unit | \$0.00 | 11/15/2023 | | | M ⁽³⁾ | | | 613 | (8) | | (8) | Class A Common | 613 | | \$0.00 | 0 | | D | | |

Explanation of Responses:

1. The Reporting Person received Restricted Stock Units ("RSUs") which represent a contingent right to receive one share of Class A Common Stock for each RSU. This reported transaction represents the settlement of RSUs vested as of November 15, 2023.

Stock

- 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 continued service, 1/48th of the RSUs vest monthly for a period of 4 years beginning on October 1, 2020.
- 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, 12.5% of the RSUs will vest on a quarterly basis beginning on August 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).
- 6. 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 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).
- 7. 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, 1/8th of the RSUs will vest on May 15, 2022, with an additional 1/8th of the RSUs vesting on each Company Vesting Date thereafter. A "Company Vesting Date" means 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).
- 8. 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, 12.5% 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).

Remarks:

/s/ Marianne Lewis, Attorney-11/17/2023

** Signature of Reporting Person

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.