

**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>  (Last) (First) (Middle) ONE SANSOME STREET, 33RD FLOOR  (Street) SAN FRANCISCO CA 94104  (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) Chief Accounting Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/13/2022	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/15/2022		C <sup>(1)</sup>		3,514	A	\$0.00	72,630	D	
Class A Common Stock	02/15/2022		M		4,422	A	\$0.00	77,052	D	
Class A Common Stock	02/15/2022		M		36,316	A	\$0.00	113,368	D	
Class A Common Stock	02/15/2022		M		18,382	A	\$0.00	131,750	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	02/15/2022		M			1,090	(2)(3)	10/23/2024	Class B Common Stock	1,090	\$0.00	7,650	D	
Class B Common Stock	(4)(5)	02/15/2022		M		1,090		(4)(5)	(4)(5)	Class A Common Stock	1,090	\$0.00	1,090	D	
Restricted Stock Unit	\$0.00	02/15/2022		M			140	(3)(6)	08/19/2025	Class B Common Stock	140	\$0.00	2,050	D	
Class B Common Stock	(4)(5)	02/15/2022		M		140		(4)(5)	(4)(5)	Class A Common Stock	140	\$0.00	1,230	D	
Restricted Stock Unit	\$0.00	02/15/2022		M			780	(3)(7)	02/05/2026	Class B Common Stock	780	\$0.00	8,520	D	
Class B Common Stock	(4)(5)	02/15/2022		M		780		(4)(5)	(4)(5)	Class A Common Stock	780	\$0.00	2,010	D	
Restricted Stock Unit	\$0.00	02/15/2022		M			92	(3)(8)	05/02/2026	Class B Common Stock	92	\$0.00	1,292	D	
Class B Common Stock	(4)(5)	02/15/2022		M		92		(4)(5)	(4)(5)	Class A Common Stock	92	\$0.00	2,102	D	
Restricted Stock Unit	\$0.00	02/15/2022		M			614	(3)(9)	11/22/2026	Class B Common Stock	614	\$0.00	11,070	D	
Class B Common Stock	(4)(5)	02/15/2022		M		614		(4)(5)	(4)(5)	Class A Common Stock	614	\$0.00	2,716	D	
Restricted Stock Unit	\$0.00	02/15/2022		M			798	(3)(10)	09/28/2027	Class B Common Stock	798	\$0.00	24,764	D	
Class B Common Stock	(4)(5)	02/15/2022		M		798		(4)(5)	(4)(5)	Class A Common Stock	798	\$0.00	3,514	D	
Class B Common Stock	(5)	02/15/2022		C <sup>(1)</sup>		3,514		(4)(5)	(4)(5)	Class A Common Stock	3,514	\$0.00	0	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	Amount or Number of Shares				
Restricted Stock Unit	(11)	02/15/2022		M			4,422	(3)(12)	(3)(12)	Class A Common Stock	4,422	\$0.00	57,488	D	
Restricted Stock Unit	(11)	02/15/2022		M			36,316	(3)(13)	(3)(13)	Class A Common Stock	36,316	\$0.00	72,632	D	
Restricted Stock Unit	(11)	01/13/2022		A		147,058		(14)	(14)	Class A Common Stock	147,058	\$0.00	147,058	D	
Restricted Stock Unit	(11)	02/15/2022		M			18,382	(3)(14)	(3)(14)	Class A Common Stock	18,382	\$0.00	128,676	D	

**Explanation of Responses:**

- Represents the conversion of Class B Common Stock, issued upon settlement of vested Restricted Stock Units ("RSUs"), into Class A common Stock held of record by the Reporting Person.
- 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 September 5, 2018, and an additional 1/60th of the remaining RSUs vest monthly thereafter for a period of 5 years.
- This reported transaction represents the settlement of RSUs vested as of February 15, 2022.
- 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, 20% of the RSUs vested on May 1, 2019, and an additional 1/60th of the remaining RSUs vest monthly thereafter 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, 25% of the RSUs vested on January 1, 2020, and 1/36th of the 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, 1/48th of the RSUs vest monthly for a period of 4 years beginning on May 1, 2019.
- 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, 1/48th of the RSUs vest monthly for a period of 4 years beginning on September 1, 2019.
- 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, 1/48th of the RSUs vest monthly for a period of 4 years beginning on October 1, 2020.
- The Reporting Person was granted RSUs which represent a contingent right to receive one share of Issuer's Class A Common Stock for each RSU.
- Subject to the reporting person's continuous service, 6.25% of the RSUs will vest on a quarterly basis beginning on May 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, 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, 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/ Renee Jackson, Attorney-in-Fact      02/17/2022

\*\* 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.