## FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

| Washington, | D.C. | 20549 |
|-------------|------|-------|
|-------------|------|-------|

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL             |           |  |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |  |
| hours ner resnonse.      | 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>Chuang Peiyen</u> |   |  |   |  | 2. Issuer Name and Ticker or Trading Symbol ContextLogic Inc. [ WISH ] |   |  |  |  |   | (Che   | Relationship of Reporting Person(s) to Issuer (Check all applicable)     Director |  |  |  |  |
|---|---|--|---|--|--|---|--|--|--|---|--|---|--|--|--|--|
| (Last) ONE SA   | •   | irst)<br>FREET, 40TH F                     | (Middle) LOOR   |  | Date o   |   | st Trans   | action (Month  | Month/Day/Year)                            |   | _ 2  | below) below)  Vice President of Operations                                       |  |  |  |  |
| (Street) SAN FRANCISCO CA 94104                               |   |  | 4.  | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |   |  |  |  | Line  | 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)  |   |  |   |  |  |   |  |  |  |   |  |   |  |  |  |  |
| 1. Title of Security (Instr. 3)  2. Translate Date            |   | ansactio                                   | action 2A. Deemed Execution Date, if any (Month/Day/Year)   |  | 3.<br>Transactio   | 4. Securit  | of, or Beneficiall<br>ities Acquired (A) or<br>d Of (D) (Instr. 3, 4 and |  | 5. Amount of<br>Securities<br>Beneficially |   | rm: Direct<br>or Indirect<br>(Instr. 4)  | 7. Nature of indirect Beneficial Ownership  |  |  |  |  |
|   |   |  |   |  |  |   |  | Code V   | Amount                                     | (A) or<br>(D)   | Price  | Reported<br>Transacti<br>(Instr. 3 a  | on(s)  |  | (Instr. 4)   |  |
|   |   |  | Table II - Der<br>(e.g                                      |  |  |   |  | uired, Disp<br>, options,                              |  |   |  | Owned   |  |  |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)           | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code<br>8)                               |  | 5. Nun<br>Deriva<br>Securi<br>Acquii<br>or Dis<br>of (D)<br>3, 4 an | ities<br>red (A)<br>posed<br>(Instr.                                     | er of e Expiration Date (Month/Day/Year) (A) Seed str. |  | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>(Instr. 3 an | f<br>Security  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)                               | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |   |  |   | Code   | v  | (A)   | (D)  | Date<br>Exercisable                                    | Expiration<br>Date                         | Title   | Amount<br>or<br>Number<br>of<br>Shares   |   | Transaction(s<br>(Instr. 4)  | 5)   |  |  |
| Restricted<br>Stock Unit                                      | \$0.00  | 06/15/2021                                 |   | M  |  |   | 270  | (1)(2)   | 06/20/2023                                 | Class B<br>Common<br>Stock  | 270  | \$0.00  | 0  | D  |  |  |
| Class B<br>Common<br>Stock                                    | (3)(4)  | 06/15/2021                                 |   | М  |  | 270   |  | (3)(4)   | (3)(4)                                     | Class A<br>Common<br>Stock  | 270  | \$0.00  | 43,131   | D  |  |  |
| Restricted<br>Stock Unit                                      | \$0.00  | 06/15/2021                                 |   | М  |  |   | 340  | (1)(5)   | 05/25/2024                                 | Class B<br>Common<br>Stock  | 340  | \$0.00  | 3,670  | D  |  |  |
| Class B<br>Common<br>Stock                                    | (3)(4)  | 06/15/2021                                 |   | M  |  | 340   |  | (3)(4)   | (3)(4)                                     | Class A<br>Common<br>Stock  | 340  | \$0.00  | 43,471   | D  |  |  |
| Restricted<br>Stock Unit                                      | \$0.00  | 06/15/2021                                 |   | М  |  |   | 350  | (1)(6)   | 08/19/2025                                 | Class B<br>Common<br>Stock  | 350  | \$0.00  | 7,980  | D  |  |  |
| Class B<br>Common<br>Stock                                    | (3)(4)  | 06/15/2021                                 |   | M  |  | 350   |  | (3)(4)   | (3)(4)                                     | Class A<br>Common<br>Stock  | 350  | \$0.00  | 43,821   | D  |  |  |
| Restricted<br>Stock Unit                                      | \$0.00  | 06/15/2021                                 |   | M  |  |   | 2,630  | (1)(7)   | 02/05/2026                                 | Class B<br>Common<br>Stock  | 2,630  | \$0.00  | 50,030   | D  |  |  |
| Class B<br>Common<br>Stock                                    | (3)(4)  | 06/15/2021                                 |   | М  |  | 2,630   |  | (3)(4)   | (3)(4)                                     | Class A<br>Common<br>Stock  | 2,630  | \$0.00  | 46,451   | D  |  |  |
| Restricted<br>Stock Unit                                      | \$0.00  | 06/15/2021                                 |   | М  |  |   | 730  | (1)(8)   | 05/02/2026                                 | Class B<br>Common<br>Stock  | 730  | \$0.00  | 19,270   | D  |  |  |
| Class B<br>Common<br>Stock                                    | (3)(4)  | 06/15/2021                                 |   | М  |  | 730   |  | (3)(4)   | (3)(4)                                     | Class A<br>Common<br>Stock  | 730  | \$0.00  | 47,181   | D  |  |  |
| Restricted<br>Stock Unit                                      | \$0.00  | 06/15/2021                                 |   | М  |  |   | 2,083  | (1)(9)   | 09/09/2027                                 | Class B<br>Common<br>Stock  | 2,083  | \$0.00  | 81,253   | D  |  |  |
| Class B<br>Common<br>Stock                                    | (3)(4)  | 06/15/2021                                 |   | M  |  | 2,083   |  | (3)(4)   | (3)(4)                                     | Class A<br>Common<br>Stock  | 2,083  | \$0.00  | 49,264   | D  |  |  |

## **Explanation of Responses:**

- 1. This reported transaction represents the settlement of RSUs vested as of June 15, 2021.
- 2. 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 July 1, 2017, and an additional 1/48th of the remaining RSUs vest quarterly thereafter for a period of 4 years.
- 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, 20% of the RSUs vested on April 24, 2018, and an additional 1/48th of the remaining RSUs vest quarterly thereafter for a period of 4 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, 20% of the RSUs vested on May 1, 2019, and an additional 1/60th of the RSUs vest monthly thereafter for a period of 4 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, 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.
- 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 service, the RSUs vest on a monthly basis over a period of 4 years beginning on April 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.
- 9. 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.

## Remarks:

/s/ Jilliana Wong, Attorney-in-

06/17/2021

<u>Fact</u>

\*\* 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.