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: 3235-02							
Estimated average burden							
houre per reenonee.	0.5						

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person\*

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name **and** Ticker or Trading Symbol

Just Brett						ContextLogic Inc. [ WISH ]								,	Directo				% Owner er (specify	
(Last) ONE SA	,	irst) ΓREET, 33RD F	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 06/15/2022							X	below)	ef Accou	nting	below)	peciny		
(Street) SAN FRANCI			94104 (Zip)		4. 1	4. If Amendment, Date of Original Filed (M					(Month/Day	ı/Year)		6. Ind Line) X	Form fi	ridual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person				
		Tal	ole I - Nor	ı-Deriv	vativ	e Se	curitie	es Ac	quired, I	Disp	osed of	f, or B	enefic	ially	Owned					
Date				2. Trans Date (Month/		action 2A. Deemed Execution Day/Year) (Month/Day/N		on Date,	Code (Inst		r. 5)		4 and Securitie Beneficion Owned I Reporte Transac		s Illy ollowing I	Form (D) or	: Direct I r Indirect I str. 4)	7. Nature of ndirect Beneficial Ownership Instr. 4)		
Class A (	Common Sto	1-		06/1	/1.5/2022				Code C(1)	<u> </u>		(D)	(D)		(Instr. 3 a	ind 4)	Б			
	Common Sto				06/15/2022				F		3,505			1.73	1	,119 <sup>(2)</sup> 1,905		D D		
Class A C	Zommon Su		Table II -				uritios	Δοαι		enc	1,214 <sup>(3)</sup> D osed of, or Benefic					,903		Ь		
											onvertib				Jwileu					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day	on Date, Transaction Derivative Expiration Date Code (Instr. Securities (Month/Day/Year)  Day/Year) 8) Acquired (A)		7. Title Amoun Securit Underly Derivat (Instr. 3	of es ing ve Secu		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)							
					Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amo or Nun of Sha			Transaction (Instr. 4)	on(s)			
Restricted Stock Unit	\$0.00	06/15/2022			М			1,090	(4)(5)		10/23/2024	Class I Commo Stock		90	\$0.00	3,280		D		
Class B Common Stock	(6)(7)	06/15/2022			M		1,090		(6)(7)		(6)(7)	Class A Commo Stock		90	\$0.00	1,090		D		
Restricted Stock Unit	\$0.00	06/15/2022			M			140	(5)(8)	-	08/19/2025	Class I Commo Stock		10	\$0.00	1,500		D		
Class B Common Stock	(6)(7)	06/15/2022			M		140		(6)(7)		(6)(7)	Class A Commo Stock		10	\$0.00	1,230		D		
Restricted Stock Unit	\$0.00	06/15/2022			M			770	(5)(9)	-	02/05/2026	Class I Commo Stock		70	\$0.00	5,430		D		
Class B Common Stock	(6)(7)	06/15/2022			M		770		(6)(7)		(6)(7)	Class A Commo Stock		70	\$0.00	2,000		D		
Restricted Stock Unit	\$0.00	06/15/2022			M			92	(5)(10)	-	05/02/2026	Class I Commo Stock		2	\$0.00	924		D		
Class B Common Stock	(6)(7)	06/15/2022			M		92		(6)(7)		(6)(7)	Class A Commo Stock		2	\$0.00	2,092		D		
Restricted Stock Unit	\$0.00	06/15/2022			M			615	(5)(11)		11/22/2026	Class I Commo Stock		15	\$0.00	8,610		D		
Class B Common Stock	(6)(7)	06/15/2022			M		615		(6)(7)		(6)(7)	Class A Commo Stock		15	\$0.00	2,707		D		
Restricted Stock Unit	\$0.00	06/15/2022			M			798	(5)(12)	ļ	09/28/2027	Class I Commo Stock		98	\$0.00	21,572	2	D		
Class B Common Stock	(6)(7)	06/15/2022			M		798		(6)(7)		(6)(7)	Class A Commo Stock		98	\$0.00	3,505		D		
Restricted Stock Unit	(7)	06/15/2022			C <sup>(1)</sup>			3,505	(6)(7)		(6)(7)	Class A Commo Stock		05	\$0.00	0		D		

## **Explanation of Responses:**

- 2. Includes 2,500 shares acquired under ContextLogic's employee stock purchase plan on May 20, 2022.
- 3. Represents the number of shares held by the Issuer to satisfy the tax withholding obligation in connection with the settlement of RSUs.
- 4. 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.
- $5. \ This \ reported \ transaction \ represents \ the \ settlement \ of \ RSUs \ vested \ as \ of \ June \ 15, \ 2022.$
- 6. 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.
- 7. 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.
- 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, 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.
- 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, 25% of the RSUs vested on January 1, 2020, and 1/36th of the RSUs vest monthly thereafter for a period of 3 years.
- 10. 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.
- 11. 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.
- 12. 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/ Marianne Lewis, Attorneyin-Fact 06/17/2022

\*\* 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.