

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>Lonsdale Joe</u> (Last) (First) (Middle) ONE SANSOME STREET, 40TH 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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/18/2020	
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	12/18/2020	(1)	C		22,248,650	A	(1)	22,248,650	I	See Footnote ⁽²⁾
Class A Common Stock	12/18/2020	(1)	C		15,053,440	A	(1)	37,302,090	I	See Footnote ⁽²⁾
Class A Common Stock	12/18/2020	(1)	C		8,559,310	A	(1)	45,861,400	I	See Footnote ⁽²⁾
Class A Common Stock	12/18/2020	(1)	C		599,940	A	(1)	46,461,340	I	See Footnote ⁽²⁾
Class A Common Stock	12/18/2020	(1)	C		40,480	A	(1)	46,501,820	I	See Footnote ⁽²⁾
Class A Common Stock	12/18/2020	(1)	C		39,280	A	(1)	46,541,100	I	See Footnote ⁽²⁾
Class A Common Stock	12/18/2020	(3)	X		9,866,400	A	\$0.0001	56,407,500	I	See Footnote ⁽²⁾
Class A Common Stock	12/18/2020	(3)	S ⁽³⁾		4	D	\$24	56,407,496	I	See Footnote ⁽²⁾
Class A Common Stock	12/18/2020	(1)	C		1,901,300	A	(1)	1,901,300	I	See Footnote ⁽⁴⁾
Class A Common Stock	12/18/2020	(1)	C		148,660	A	(1)	2,049,960	I	See Footnote ⁽⁴⁾
Class A Common Stock	12/18/2020	(1)	C		5,399,550	A	(1)	5,399,550	I	See Footnote ⁽⁵⁾
Class A Common Stock	12/18/2020	(1)	C		1,579,080	A	(1)	1,579,080	I	See Footnote ⁽⁶⁾
Class A Common Stock	12/18/2020	(1)	C		1,470,940	A	(1)	1,470,940	I	See Footnote ⁽⁷⁾
Class A Common Stock	12/18/2020	(1)	C		2,447,770	A	(1)	2,447,770	I	See Footnote ⁽⁸⁾

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				
Series A Preferred Stock	(1)	12/18/2020	(1)	C			22,248,650	(1)	(1)	Class A Common Stock	22,248,650	(1)	0	I	See Footnote ⁽²⁾
Series B Preferred Stock	(1)	12/18/2020	(1)	C			15,053,440	(1)	(1)	Class A Common Stock	15,053,440	(1)	0	I	See Footnote ⁽²⁾
Series C Preferred Stock	(1)	12/18/2020	(1)	C			8,559,310	(1)	(1)	Class A Common Stock	8,559,310	(1)	0	I	See Footnote ⁽²⁾

**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				
Series D Preferred Stock	(1)	12/18/2020	(1)	C			599,940	(1)	(1)	Class A Common Stock	599,940	(1)	0	I	See Footnote ⁽²⁾
Series E Preferred Stock	(1)	12/18/2020	(1)	C			40,480	(1)	(1)	Class A Common Stock	40,480	(1)	0	I	See Footnote ⁽²⁾
Series F Preferred Stock	(1)	12/18/2020	(1)	C			39,280	(1)	(1)	Class A Common Stock	39,280	(1)	0	I	See Footnote ⁽²⁾
Series A Preferred Stock	(1)	12/18/2020	(1)	C			1,901,300	(1)	(1)	Class A Common Stock	1,901,300	(1)	0	I	See Footnote ⁽⁴⁾
Series G Preferred Stock	(1)	12/18/2020	(1)	C			148,660	(1)	(1)	Class A Common Stock	148,660	(1)	0	I	See Footnote ⁽⁴⁾
Series D Preferred Stock	(1)	12/18/2020	(1)	C			5,399,550	(1)	(1)	Class A Common Stock	5,399,550	(1)	0	I	See Footnote ⁽⁵⁾
Series E Preferred Stock	(1)	12/18/2020	(1)	C			1,579,080	(1)	(1)	Class A Common Stock	1,579,080	(1)	0	I	See Footnote ⁽⁶⁾
Series A Preferred Stock	(1)	12/18/2020	(1)	C			1,470,940	(1)	(1)	Class A Common Stock	1,470,940	(1)	0	I	See Footnote ⁽⁷⁾
Series F Preferred Stock	(1)	12/18/2020	(1)	C			2,447,770	(1)	(1)	Class A Common Stock	2,447,770	(1)	0	I	See Footnote ⁽⁸⁾
Series B Preferred Warrant	\$0.0001	12/18/2020	(3)	X			9,866,400	(3)	(3)	Class A Common Stock	9,866,400	\$0.00	0	I	See Footnote ⁽⁹⁾

Explanation of Responses:

- Immediately prior to the closing of the Issuer's initial public offering, each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, and Series G Preferred Stock (collectively, the "Preferred Stock") automatically converted into shares of the Issuer's Class A Common Stock, par value \$0.0001 per share, on a one-for-one basis. The shares of Preferred Stock had no expiration date.
- The shares are held of record directly by Formation8 Partners Fund I, L.P. ("F8 LP"). Formation8 GP, LLC ("F8 GP") is the general partner of F8 LP. James Kim, Brian Koo and the Reporting Person, a member of the Issuer's board of directors, are the managing members of F8 GP and may be deemed to have shared voting and dispositive power with respect to the shares held by F8 LP. Each of F8 GP and its managing members disclaims beneficial ownership of the securities held by F8 LP and this report shall not be deemed an admission that F8 GP or its managing members is the beneficial owner of these securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interests therein.
- Immediately upon the closing of the Issuer's initial public offering, the Class B Warrant dated August 1, 2016 was automatically deemed to have been exercised in full on a net basis and was converted into shares of the Issuer's Class A Common Stock, par value \$0.0001 per share, on a one-for-one basis. In connection with the automatic net exercise of the warrant, the Issuer withheld 4 of the warrant shares to pay the exercise price and issued the remaining warrant shares to F8 LP.
- The shares are held of record directly by 8VC Co-Invest Fund I, L.P. ("8VC Co-Invest LP"). 8VC Co-Invest GP I, LLC ("8VC Co-Invest GP") is the general partner of 8VC Co-Invest LP. The Reporting Person, a member of the Issuer's board of directors, is the sole managing member of 8VC Co-Invest GP and may be deemed to have sole voting and dispositive power with respect to the shares held by 8VC Co-Invest LP. Each of 8VC Co-Invest GP and the Reporting Person disclaims beneficial ownership of the securities held by 8VC Co-Invest LP and this report shall not be deemed an admission that 8VC Co-Invest GP or the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- The shares are held of record directly by F8 Starlight SPV, L.P. ("F8 Starlight"). James Kim, Brian Koo and the Reporting Person, a member of the Issuer's board of directors, are the managing members of F8 GP and may be deemed to have shared voting and dispositive power with respect to the shares held by F8 Starlight. Each of F8 GP and its managing members disclaims beneficial ownership of the securities held by F8 Starlight and this report shall not be deemed an admission that F8 GP or its managing members is the beneficial owner of these securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interests therein.
- The shares are held of record directly by F8 Starlight II SPV, L.P. ("F8 Starlight II"). James Kim, Brian Koo and the Reporting Person, a member of the Issuer's board of directors, are the managing members of F8 GP and may be deemed to have shared voting and dispositive power with respect to the shares held by F8 Starlight II. Each of F8 GP and its managing members disclaims beneficial ownership of the securities held by F8 Starlight II and this report shall not be deemed an admission that F8 GP or its managing members is the beneficial owner of these securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interests therein.
- The shares are held of record directly by Anduin I, L.P. ("Anduin I"). Anduin Capital Management, LLC ("Anduin GP") is the general partner of Anduin I. The Reporting Person, a member of the Issuer's board of directors, is the sole managing member of Anduin GP and may be deemed to have sole voting and dispositive power with respect to the shares held by Anduin I. Each of Anduin GP and the Reporting Person disclaims beneficial ownership of the securities held by Anduin I and this report shall not be deemed an admission that Anduin GP or the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interests therein.
- The shares are held of record directly by CL SPV, L.P. ("CL SPV"). 8VC GP I, LLC ("8VC GP I") is the general partner of CL SPV. The Reporting Person, a member of the Issuer's board of directors, is the sole managing member of 8VC GP I and may be deemed to have sole voting and dispositive power with respect to the shares held by CL SPV. Each of 8VC GP I and the Reporting Person disclaims beneficial ownership of the securities held by CL SPV and this report shall not be deemed an admission that 8VC GP I or the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interests therein.
- The shares underlying this warrant are held of record directly by F8 LP. F8 GP is the general partner of F8 LP. James Kim, Brian Koo and the Reporting Person, a member of the Issuer's board of directors, are the managing members of F8 GP and may be deemed to have shared voting and dispositive power with respect to the shares held by F8 LP. Each of F8 GP and its managing members disclaims beneficial ownership of the securities held by F8 LP and this report shall not be deemed an admission that F8 GP or its managing members is the beneficial owner of these securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interests therein.

Remarks:

/s/ Devang Shah, attorney-in-fact 12/18/2020

** 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.

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