

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>Shah Devang</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) <u>GC, Sec, Chief Admin Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2022	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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	(1)	08/09/2022		A <sup>(1)</sup>		66,930		(1)	05/31/2025	Class A Common Stock	66,930	\$0.00	66,930	D	
Restricted Stock Unit	(2)	08/09/2022		A <sup>(2)</sup>		70,830		(2)	05/02/2019	Class A Common Stock	70,830	\$0.00	70,830	D	
Restricted Stock Unit	(3)	08/09/2022		A <sup>(3)</sup>		135,424		(3)	09/09/2027	Class A Common Stock	135,424	\$0.00	135,424	D	

**Explanation of Responses:**

- The Reporting Person was issued Restricted Stock Units ("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 continued service, 20% of the RSUs vested on February 5, 2019, and 1/60th of the RSUs vest monthly thereafter for a period of 4 years. On August 9, 2022, pursuant to the Issuer's Restated Certificate of Incorporation, all shares of Class B Common Stock automatically converted into shares of Class A Common Stock on a one-for-one basis. As a result, all RSUs for the purchase of shares of Class B Common Stock became exercisable for the same number of shares of Class A Common Stock. All other terms of the RSUs remain unchanged.
- The Reporting Person was issued 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 continued service, the RSUs vest on a monthly basis over a period of 4 years beginning on May 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. On August 9, 2022, pursuant to the Issuer's Restated Certificate of Incorporation, all shares of Class B Common Stock automatically converted into shares of Class A Common Stock on a one-for-one basis. As a result, all RSUs for the purchase of shares of Class B Common Stock became exercisable for the same number of shares of Class A Common Stock. All other terms of the RSUs remain unchanged.
- The Reporting Person was issued Restricted Stock Units ("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 continued service, 1/48th of the RSUs vest on a monthly basis beginning on October 1, 2020 for a period of 4 years. On August 9, 2022, pursuant to the Issuer's Restated Certificate of Incorporation, all shares of Class B Common Stock automatically converted into shares of Class A Common Stock on a one-for-one basis. As a result, all RSUs for the purchase of shares of Class B Common Stock became exercisable for the same number of shares of Class A Common Stock. All other terms of the RSUs remain unchanged.

**Remarks:**

/s/ Marianne Lewis - Attorney-in-Fact 08/11/2022

\*\* 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.