

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 11, 2023

ContextLogic Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39775
(Commission File Number)

27-2930953
(IRS Employer
Identification No.)

ONE SANSOME STREET 33RD FLOOR
SAN FRANCISCO, California
(Address of Principal Executive Offices)

94104
(Zip Code)

Registrant's Telephone Number, Including Area Code: (415) 432-7323

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.0001 par value	WISH	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the 2023 Annual Meeting of Stockholders of ContextLogic Inc. (the “Company”) held virtually on April 10, 2023 (the “Annual Meeting”) the Company’s stockholders approved an amendment to the Company’s Restated Certificate of Incorporation to effect a reverse stock split of issued and outstanding Class A common stock (the “common stock”) at a ratio of between 1-for-20 and 1-for-30 shares, with the final ratio to be selected by the Company’s Board of Directors (the “Reverse Stock Split”). Effective upon receipt of stockholder approval, the Board of Directors approved a final ratio of 1-for-30 shares such that every 30 shares of common stock are combined and reclassified into one share of common stock.

On April 10, 2023, the Company filed a certificate of amendment (the “Reverse Stock Split Amendment”) to the Company’s Restated Certificate of Incorporation with the Secretary of State of Delaware to effect a 1-for-30 Reverse Stock Split of the common stock, which became effective at 4:01 pm Eastern Time on April 11, 2023. The Reverse Stock Split Amendment will not reduce the number of authorized shares of common stock, which will remain at 3,000,000,000, and will not change the par value of the common stock, which will remain at \$0.0001 per share. The Reverse Stock Split is expected to be effective for purposes of trading on the Nasdaq Global Select Market as of the opening of business on April 12, 2023. The CUSIP number for the common stock following the Reverse Stock Split will be 21077C305.

As a result of the Reverse Stock Split, every 30 shares of the common stock will be combined into one issued and outstanding share of common stock and no fractional shares will be issued. Instead, to any holder who would otherwise be entitled to receive a fractional share of common stock, the Company will issue such holder an additional fractional share such that, when combined with the fractional share otherwise issuable as a result of the Reverse Stock Split, will equal a whole share of common stock. The Reverse Stock Split will reduce the number of shares of common stock outstanding from 695,000,000 to approximately 23,170,000.

The foregoing description of the Reverse Stock Split Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Reverse Stock Split Amendment, a copy of which is filed with this report as Exhibit 3.1 and is incorporated herein reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to Restated Certificate of Incorporation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ContextLogic Inc.

Date: April 12, 2023

By: /s/ Jun Yan

Jun Yan

Chief Executive Officer

Principal Executive Officer

CERTIFICATE OF AMENDMENT
to the
RESTATED CERTIFICATE OF INCORPORATION
of
CONTEXTLOGIC INC.

ContextLogic Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “*Corporation*”), DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is ContextLogic Inc. The Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 17, 2020.

SECOND: That the Board of Directors of the Corporation, at a meeting duly held on March 20, 2023, duly adopted resolutions setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation, in the form set forth below (the “*Amendment*”), declaring the Amendment to be advisable and directing that the Amendment be submitted to the stockholders of the Corporation for consideration thereof at the annual meeting:

RESOLVED, that Article IV, Section 1, of the Restated Certificate of Incorporation of the Corporation, be, and it hereby is, amended to insert Section 1.3 at the end of such Article IV, Section 1, which section shall read as follows:

1.3. As of 4:01 p.m. Eastern Time on April 11, 2023 (the “*Effective Time*”) of this Certificate of Amendment to the Restated Certificate of Incorporation of the Corporation, pursuant to Section 242 of the General Corporation Law of the State of Delaware, the shares of Class A Common Stock of the Corporation issued and outstanding immediately prior to the Effective Time (the “*Old Common Stock*”), shall automatically without further action on the part of the Corporation or any holder of Old Common Stock, be reclassified, on a 1-for-30 basis, into fully paid and nonassessable shares of Class A common stock, par value \$0.0001 per share (the “*New Common Stock*”), such that each thirty (30) shares of Old Common Stock will be reclassified as one (1) share of New Common Stock, subject to the treatment of fractional share interests as described below (the “*Reverse Stock Split*”). From and after the Effective Time, each holder of a certificate or certificates which immediately prior to the Effective Time represented outstanding shares of Old Common Stock (the “*Old Certificates*”) shall be entitled to receive a certificate or certificates (the “*New Certificates*”) representing the shares of New Common Stock into which the shares of Old Common Stock formerly represented by such Old Certificates have been reclassified pursuant to this Certificate of Amendment. Until surrender, each Old Certificate will be deemed to represent the number of shares of New Common Stock into which such shares of Old Common Stock shall have been reclassified pursuant to this Certificate of Amendment. If, as a result of the Reverse Stock Split, any holder would otherwise be entitled to receive a fractional share of New Common Stock, the Corporation shall cause to be issued to such holder an additional fractional share of New Common Stock that, when combined with the fractional share otherwise issuable to such holder as a result of the Reverse Stock Split, equals a whole share of New Common Stock, such that no fractional shares result from the Reverse Stock Split.

THIRD: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the Amendment.

FOURTH: That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
