SEC Form 4

П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average b	urden
hours per response:	0.5

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

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

	. Name and Address of Reporting Person [*] Liu Ying Vivian (Last) (First) (Middle) ONE SANSOME STREET, 33RD FLOOR		2. Issuer Name and Ticker or Trading Symbol <u>ContextLogic Inc.</u> [WISH]		ationship of Reporting Per (all applicable) Director	10% Owner
(Last) ONE SANSOM			3. Date of Earliest Transaction (Month/Day/Year) 05/15/2023	X	Officer (give title below) CFO and C	Other (specify below)
(Street) SAN FRANCISCO	СА	94104	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	orting Person
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication			that is intended to

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)	Transaction Code (Instr.		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	05/15/2023		M ⁽¹⁾		12,576	Α	\$0.00	39,024	D	
Class A Common Stock	05/15/2023		F		6,236 ⁽²⁾	D	\$8.02	32,788	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., puts, cans, warrains, 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. Transac Code (li 8)		of Deri Sec Acq (A) Disp of (I	oosed D) tr. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		Expiration Date		Expiration Date		Expiration Date		Expiration Date		Expiration Date		Expiration Date Amo (Month/Day/Year) Secu Unde Deriv		ate Amount of		Amount of Securities Security Jnderlying (Instr. 5) Derivative Security		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	\$0.00	05/15/2023		М			6,146	(3)(4)	(3)	Class A Common Stock	6,146	\$0.00	61,465	D													
Restricted Stock Unit	\$0.00	05/15/2023		М			6,430	(4)(5)	(5)	Class A Common Stock	6,430	\$0.00	45,010	D													

Explanation of Responses:

1. The Reporting Person received restricted stock units ("RSUs") which represent a contingent right to receive one share of Issuer's Class A Common Stock for each RSU. This reported transaction represents the settlement of RSUs vested as of May 15, 2023.

2. Represents the number of shares withheld by the Issuer to satisfy the tax withholding obligation in connection with the settlement of RSUs.

3. Each RSU represents a contingent right to receive one share of Issuer's Class A Common Stock. Subject to the Reporting Person's continuous service, 6.25% of the RSUs will vest on a quarterly basis beginning on February 15, 2022 (with all quarterly vesting events occurring on a "Company Vesting Date" of February 15, May 15, August 15, or November 15). Vested RSUs will settle on or following the vesting date, but in any event within 60 days following the vesting date (unless the Reporting Person and the Company have agreed in writing to a later settlement date pursuant to procedures the Company may prescribe at its discretion).

4. This reported transaction represents the settlement of RSUs vested as of February 15, 2023.

5. Each RSU represents a contingent right to receive one share of Issuer's Class A Common Stock. Subject to the Reporting Person's continuous service, 1/12th of the RSUs will vest on a quarterly basis beginning May 15, 2022 (with all quarterly vesting events occurring on a "Company Vesting Date" of February 15, May 15, August 15, or November 15). Vested RSUs will settle on or following the vesting date, but in any event within 60 days following the vesting date (unless the Reporting Person and the Company have agreed in writing to a later settlement date pursuant to the procedures the Company my prescribe at its discretion).

Remarks:

<u>/s/</u>	Marianne Lewis, Attorney-	05/15/2022
	East	05/17/2023

in-Fact

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.