

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
**Under**  
**The Securities Act of 1933**  
**CONTEXTLOGIC HOLDINGS INC.**  
(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**27-2930953**  
(IRS Employer  
Identification No.)

**2648 International Blvd., Ste 301**  
**Oakland, CA 94601**  
**(415) 965-8476**  
(Address of Principal Executive Offices)

**ContextLogic Holdings Inc. 2020 Equity Incentive Plan**  
(Full title of Plan)

**Mark Ward**  
**President**  
**ContextLogic Holdings Inc.**  
**2648 International Blvd., Ste 301**  
**Oakland, CA 94601**  
(Name and address of agent for service)  
**(415) 965-8476**  
(Telephone number, including area code, of agent for service)

**Copies to:**

**David A. Curtiss**  
**McDermott Will & Schulte LLP**  
**919 Third Ave.**  
**New York, NY 10022**  
**(212) 756-2000**

**Marianne Lewis**  
**ContextLogic Holdings Inc.**  
**2648 International Blvd., Ste 301**  
**Oakland, CA 94601**  
**(415) 965-8476**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement is filed by ContextLogic Holdings Inc. (the "Registrant") for the purpose of registering 1,343,805 additional shares of common stock of the Registrant, par value \$0.0001 per share, of the Company (the "Common Stock") under the Registrant's 2020 Equity Incentive Plan pursuant to the provisions of the plan that provide for automatic annual increases in the number of shares reserved for issuance thereunder. This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statements on Form S-8, and post-effective amendments, filed with the Securities and Exchange Commission ("SEC") on December 16, 2020, January 31, 2022, March 14, 2022, May 3, 2022, February 28, 2023, March 5, 2024, and March 12, 2025 (File Nos. 333-251374, 333-262433, 333-263538, 333-264625, 333-270074, 333-277676 and 333-285746 respectively) to the extent not superseded hereby.

## PART II

### Information Required in the Registration Statement

#### Item 3. Incorporation of Documents by Reference

ContextLogic Holdings Inc., or the Registrant, hereby incorporates by reference into this Registration Statement the following documents (excluding any portions of any Form 8-K that are not deemed "filed" pursuant to the General Instructions of Form 8-K):

(a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2025 filed with the SEC on March 5, 2026;

(b) the Registrant's Current Reports on Form 8-K filed with the SEC on January 22, 2026, February 23, 2026, and February 26, 2026 (as amended by the Current Report on Form 8-K/A filed on March 5, 2026); and

(c) the description of the Registrant's common stock contained in the Company's Description of Capital Stock, filed as Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2025 filed with the SEC on March 5, 2026.

All other reports and documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. The Registrant is not, however, incorporating any documents or information that the Registrant is deemed to furnish and not file in accordance with SEC rules. Any statement contained in a document incorporated or deemed incorporated by reference in this Registration Statement will be deemed modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document that also is deemed incorporated by reference in this Registration Statement modifies or supersedes that statement.

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**Item 8. Exhibits**

The following exhibits are incorporated herein by reference.

**EXHIBIT INDEX**

Exhibit Number	Description	Incorporated by Reference			Filing Date	Filed Herewith
		Form	File No.	Exhibit		
4.1	<a href="#">Second Amended and Restated Certificate of Incorporation, effective July 25, 2025.</a>	8-K12G3	000-56773	3.1	08/07/2025	
4.2	<a href="#">Amended and Restated Bylaws, effective as of July 25, 2025.</a>	8-K12G3	000-56773	3.2	08/07/2025	
5.1	<a href="#">Opinion and Consent of McDermott Will &amp; Schulte LLP.</a>					X
23.1	<a href="#">Consent of BPM LLP, Independent Registered Public Accounting Firm.</a>					X
23.3	<a href="#">Consent of McDermott Will &amp; Schulte LLP (contained in Exhibit 5.1).</a>					X
24.1	<a href="#">Power of Attorney (contained in the signature page hereto).</a>					X
99.1	<a href="#">ContextLogic Inc. 2020 Equity Incentive Plan and forms of agreements thereunder.</a>	S-8	333-251374	99.2	12/16/2020	
107	<a href="#">Calculation of Filing Fee Tables.</a>					X

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oakland, State of California on this 5th day of March, 2026.

**ContextLogic Holdings Inc.**

By: /s/ Mark Ward

**Mark Ward**

President

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## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Mark Ward, Chad Chevalier, and Marianne Lewis, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this registration statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorney-in-fact and agents or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark Ward</u> Mark Ward	President <i>(Principal Executive Officer)</i>	March 5, 2026
<u>/s/ Chad Chevalier</u> Chad Chevalier	Interim Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 5, 2026
<u>/s/ Raja Bobbili</u> Raja Bobbili	Chairman	March 5, 2026
<u>/s/ Michael Farlekas</u> Michael Farlekas	Director	March 5, 2026
<u>/s/ Marshall Heinberg</u> Marshall Heinberg	Director	March 5, 2026
<u>/s/ Jennifer Chou</u> Jennifer Chou	Director	March 5, 2026
<u>/s/ Ted Goldthorpe</u> Ted Goldthorpe	Director	March 5, 2026
<u>/s/ David Abrams</u> David Abrams	Director	March 5, 2026

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OPINION AND CONSENT OF MCDERMOTT WILL & SCHULTE LLP

March 5, 2025

ContextLogic Holdings Inc.  
2648 International Blvd., Ste 301  
Oakland, California 94601

Ladies and Gentlemen:

We have acted as special counsel to ContextLogic Holdings Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), for the registration of 1,343,805 shares (the “Shares”) of the Company’s common stock, par value \$0.0001 per share, issuable under the 2020 Equity Incentive Plan (the “2020 EIP”).

In connection with the opinions expressed below, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, (ii) the Second Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws, in each case as presently in effect as of the date hereof, of the Company, and (iii) such other agreements, certificates and documents of public officials, officers and other representatives of the Company and others as we have deemed necessary as a basis for our opinions set forth below.

In our examination, we have assumed (a) the legal capacity of all natural persons executing the Registration Statement, and such other agreements, certificates and documents, (b) the genuineness of all signatures thereon, (c) the authority of all persons signing the Registration Statement and such other agreements, certificates and documents on behalf of the parties thereto, (d) the authenticity of all documents submitted to us as originals, (e) the conformity to original documents of all documents submitted to us as certified or photostatic copies and (f) the authenticity of the originals of such latter documents. As to any facts material to this opinion that were not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others.

Based upon the foregoing, and having regard for such legal considerations as we deem relevant, we are of the opinion that the Shares have been duly authorized by the Company and, upon issuance and delivery in the manner described in the 2020 EIP and pursuant to the agreements which accompany each grant under the 2020 EIP, will be validly issued, fully paid and non-assessable.

We are attorneys admitted to practice in the State of New York, and we do not express any opinion herein concerning any law other than the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name wherever appearing in the Registration Statement and any amendments thereto. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ McDermott Will & Schulte LLP



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of ContextLogic Holdings Inc. of our report dated March 5, 2026 relating to the consolidated financial statements, which appears in ContextLogic Holdings Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ BPM LLP

San Jose, California  
March 5, 2026

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## Calculation of Filing Fee Tables

Form S-8  
(Form Type)

ContextLogic Holdings Inc.  
(Exact name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule(3)	Amount Registered(1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee(4)
Equity	Common Stock, par value \$0.0001 per share	Rule 457(c) Rule 457(h)	1,343,805 (2)	\$8.02 (3)	\$10,777,315.70	0.00013810	\$1,488.35
<b>Total Offering Amounts</b>							
<b>Total Fee Offsets</b>							--
<b>Net Fee Due</b>							\$1,488.35

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, or the Securities Act, this Registration Statement shall also cover any additional shares of Registrant's Common Stock that become issuable under the Registrant's 2020 Equity Incentive Plan (the "2020 EIP"), as a result of any stock dividend, stock split, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase to the number of outstanding shares of Registrant's Common Stock (the "Common Stock").
- (2) Represents 1,343,805 shares of Common Stock that were automatically added to the shares reserved for issuance under the 2020 EIP on January 1, 2026, pursuant to an "evergreen" provision contained in the 2020 EIP. The number of shares of Common Stock available for issuance under the 2020 Equity Incentive Plan is subject to an automatic annual increase on the first day of each fiscal year of the Company through 2030 equal to the lowest of (a) 5% of the total number of shares of Common Stock outstanding as of the last business day of the prior fiscal year, or (b) a number of shares of Common Stock determined by the Registrant's Board of Directors.
- (3) This estimate is made pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price of the shares registered under the 2020 EIP are based upon the average of the high and low prices of the Common Stock on February 27, 2026, as reported on the OTCQB Venture Market, which date is within five business days prior to the filing of this Registration Statement.
- (4) The Registrant does not have any fee offsets.

