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): November 18, 2026

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

Delaware	**000-56773**	**27-2930953**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

2648 International Blvd., Ste 301
Oakland, California **94601**
(Address of Principal Executive Offices) **(Zip Code)**

Registrant's Telephone Number, Including Area Code: (415) 965-8476

N/A
(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:

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.0001 par value	LOGC	OTCQB

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 2.02. Results of Operations and Financial Condition.

On November 18, 2026, ContextLogic Holdings Inc. (the "Company") issued a press release announcing the publication of a Q&A document responding to shareholder questions submitted in connection with the Company's third quarter 2026 earnings release. Copies of the Company's press release and the Q&A document are attached hereto as Exhibits 99.1 and 99.2, respectively.

Item 7.01. Regulation FD Disclosure.

The information set forth in Item 2.02 above and in Exhibits 99.1 and 99.2 to this Current Report on Form 8-K is incorporated herein by reference. The Company announces material information to the public about the Company and other matters through a variety of means, including filings with the Securities and Exchange Commission, press releases, public conference calls, and the investor relations section of its website (ir.contextlogic.com) in order to achieve broad, non-exclusionary distribution of information to the public and for complying with its disclosure obligations under Regulation FD.

The information furnished pursuant to Item 2.02 and Item 7.01 (including Exhibits 99.1 and 99.2) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press release issued by ContextLogic Holdings Inc. on November 18, 2026
99.2	Investor Question and Answer
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

ContextLogic Holdings Inc.

Date: November 18, 2026

By: /s/ Mark Ward
Mark Ward
President
Principal Executive Officer

Exhibit 99.1

ContextLogic Holdings Inc. Publishes Q&A Following Third Quarter 2026 Results

OAKLAND, Calif., November 18, 2026 (GLOBE NEWSWIRE) — ContextLogic Holdings Inc. (OTCQB: LOGC) ("ContextLogic," the "Company," "we" or "our") today published a Q&A document to its website following the release of its third quarter 2026 financial results.

In connection with its third quarter 2026 earnings release, the Company invited shareholders and other interested parties to submit written questions to its investor relations inbox. The Company received a thoughtful range of questions and has endeavored to respond to as many as possible. In a small number of cases, the Company has elected not to respond to certain questions, including those that are competitively sensitive, premature to address, or otherwise inappropriate for public disclosure. Where multiple shareholders raised similar questions, those questions have been consolidated into a single response for clarity and concision. Any relevant questions from prior quarters have been updated and included.

The Q&A document is available on the Company's website at www.contextlogic.com.

About ContextLogic Holdings Inc.

ContextLogic Holdings Inc. is a publicly traded business ownership platform established to own a collection of niche, competitively advantaged, long-duration businesses. Each business operates with meaningful autonomy under world-class management teams whose incentives are tightly aligned with those of their shareholders, supported by a governance structure that creates direct accountability between operators and owners. For more information about ContextLogic, please visit www.contextlogic.com.

Contacts

Investor Relations:
ir@contextlogic.com

RESPONSES TO SELECTED INVESTOR QUESTIONS

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US SALT

1) What share of your shipments do you arrange versus your customers? Are there any meaningful differences in your ability to impact fulfillment for freight arranged by US Salt versus by customers? Is it possible to offer to fulfill the freight yourself and charge the customer for it?

Response:

Approximately 10% of US Salt's volume ships by rail, on a line that runs directly into our facility, and the balance by truck. Of the truck volume, roughly 70% move on customer-arranged freight and roughly 30% move on freight arranged by US Salt.

The shortage of trucks and drivers is nationwide, but we are acutely affected by our location in upstate New York. Outside of US Salt, there are relatively few reasons for carriers to travel to Watkins Glen, which limits the supply of trucks in the area. This constraint applies equally to freight our customers arrange and to freight we arrange. Because the problem is the number of trucks available in our area rather than who arranges them, shifting freight arrangement from our customers to US Salt would not, by itself, solve the problem.

To address this, we are working to move large customers onto dedicated freight programs or "drop and hook" programs (more on this below). These programs generally draw from a different pool of trucks than those serving the local market. At the same time, we are evaluating longer-term solutions, including additional third-party logistics ("3PL") warehouses and greater use of rail.

2) Can you explain what a drop and hook program is?

Response:

In a "drop and hook" program, a driver arriving at a facility drops off an empty trailer and immediately hooks up to a trailer that has already been loaded, rather than waiting while a trailer is loaded or unloaded. The driver spends less time waiting, the truck stays moving more hours a day, and we load trailers on our own schedule rather than around a driver's arrival. We have an active drop and hook program with a major customer, with plans to add others.

3) If not for the constraints related to trucking availability, do you believe volumes would have grown in the quarter? In other words, is this a supply chain constraint, or has demand for your salt products also declined?

Response:

This is a supply chain constraint, not a demand issue. Demand for US Salt's products, particularly its USP pharmaceutical-grade salt and round-can consumer food-grade salt, remains robust. We entered the year anticipating some volume growth, and we believe we could have achieved it had transportation constraints not limited shipments.

4) You noted that you are beginning to see early signs of progress. Does that mean October volumes were down less than in the third quarter? What explains the improvement?

Response:

The broader trucking environment has not improved. The progress we referenced reflects our own initiatives, including a new drop and hook program with a major national customer.

5) US Salt volume fell 6% year over year in the third quarter, after declining 8% in the second quarter, and is down 7% year to date. How much of the lost shipments are deferred demand that customers will still take, and how much is lost for good? Do you expect to recover any of the year-to-date shortfall in the fourth quarter or in 2027?

Response:

Generally, volume that we are unable to ship in a given period is not recovered later. For example, if a retailer cannot receive private-label round-can salt from us for a period of time, it typically fills that demand in another way, such as with a branded salt or a different format. Accordingly, we do not expect to recover the year-to-date shortfall in the fourth quarter.

6) Have trucking constraints cost US Salt any customer contracts, or market share to competitors, in the bidding for the 2026–27 season? How do committed volumes for the coming season compare with last year?

Response:

US Salt generally does not operate under committed-volume customer contracts. Supply and demand conditions in the evaporated salt market, particularly in the specialized end markets in which we operate, remain supportive.

Throughout this period, the US Salt team has worked in close collaboration with our customers to communicate logistics constraints and improve freight availability.

7) Do you have any line of sight into when the trucking issue will be resolved? What is the estimated impact for the fiscal year?

Response:

We do not know when the trucking market will normalize. We commissioned an in-depth study from a logistics consultant, and we believe there is more we can do that is within our control to ease the bottlenecks. With regard to the impact for the fiscal year, please refer to questions 3 and 5 above, which give you a directional view on the impact to our business.

8) Other than trucking and transportation issues, are there any other endogenous or exogenous factors impacting US Salt's topline?

Response:

Transportation has been the primary factor affecting US Salt's results this year. Earlier in the year, we had a planned "cold shutdown" for preventative maintenance that we did not take in 2025. That reduced volumes in the second quarter, though we anticipated it.

9) How much of the price increase was a result of unintended mix shift due to lower-than-desired volumes? Or, if mix were held constant, how much would prices have changed?

Response:

Average selling prices are up approximately 7% year-to-date compared to 2025, driven by a combination of price and mix. We do not break out the impact of price and mix separately. We note, however, that mix was a slight headwind in the third quarter, because some of our lowest-price products ship by rail and rail faced less disruption. Over time, our strategy remains the same: price for the value we deliver, and shift the mix toward higher-margin products.

10) Can you explain which types of salt products have seen volumes most impacted by limited trucking availability?

Response:

The impact has been broad-based across our product categories rather than concentrated in any one. Products we ship by rail, generally our "bulk" salt, were somewhat less affected.

11) Gross margins, excluding depreciation, decreased year over year. We assume this is due to higher input costs and perhaps a lag in passing those costs through. Do you expect to be able to pass through the higher input costs? If so, over what period?

Response:

The decline in gross margin was primarily driven by lower production, as we throttled the plant back in response to shipping constraints. This leaves fixed costs spread across fewer tons. As with many manufacturing operations, a significant portion of our plant costs, including labor and overhead, is fixed. Salt itself carries little obsolescence risk, but we cannot keep producing it because of indoor space constraints at Watkins Glen. That is why we are actively pursuing other warehouse capacity.

12) With the price increase running at 6.1% in the third quarter (versus 7.7% in the second quarter), what is your outlook for pricing in 2027? Have contract prices for the season already been set?

Response:

We are in the early stages of pricing discussions for 2027. We expect to continue pricing to the value our products deliver and to shift mix toward higher-margin products.

13) Does the team have a target run-rate for Platform G&A?

Response:

Current Platform G&A reflects the early-stage nature of our company, and includes transaction, integration, public company infrastructure and personnel costs. It is not necessarily indicative of the run-rate for a more mature platform. The good news is that the Platform cost should not grow much as we add businesses, which gives this spend substantial leverage.

Total Platform costs in a given period may fluctuate, for items such as team restructuring, software implementations and other investments, as well as one-time, post-transaction costs associated with new acquisitions.

14) How much of Platform G&A was comprised of one-time items this quarter?

Response:

Third quarter Platform G&A included approximately $250,000 of one-time items related to the legacy Wish.com litigation and the build-out of the platform.

15) How much of Platform G&A (excluding any litigation accruals and one-time items) was cash versus non-cash this quarter?

Response:

Approximately $300,000 of third quarter Platform G&A was non-cash, consisting of stock-based compensation related to RSU grants.

16) Why has recognized stock-based compensation and long-term incentive plan expense increased from $0.6 million in the first quarter to $1.2 million in the third quarter?

Response:

The first quarter did not include a full quarter of expense under the US Salt long-term incentive plan ("LTIP"), as the US Salt Acquisition closed on February 26, 2026. We also made limited new equity grants in the second and third quarters, primarily to new hires at the Platform level.

As a reminder, there will be some accounting-driven variability in this expense. The US Salt LTIP is based solely on cumulative growth in EBITDA over a five-year period, and it pays out at the end of that period. Awards are remeasured at fair value at each reporting period until settlement. Our program does not change from quarter to quarter; the amount we recognize may.

PLATFORM

17) How will you report on the two businesses going forward, once gChem is on board?

Response:

We expect to report GAAP financial results for each segment, along with consolidated non-GAAP measures for ContextLogic, such as EBITDA and Adjusted EBITDA.

18) How does the Company think about uplisting to an exchange?

Response:

Uplisting to a major U.S. stock exchange is a priority for us. We are working toward an uplisting during the first half of 2027. The timing is not entirely within our control and depends on, among other things, meeting the listing requirements of the relevant exchange. We intend to provide an update in the first quarter of 2027.

19) Could you discuss the M&A pipeline in general? How do you think about new platforms versus add-on acquisitions to US Salt and, in the future, gChem? How do you prioritize M&A versus other uses of capital, such as growth capital expenditures, paying down debt or buybacks and dividends?

Response:

Our first priority is investing in the businesses we already own. Where we find high-return growth capital expenditures or add-on acquisitions inside our operating businesses, that is where we would rather invest. Put simply, adding capital to businesses we understand deeply, run by people we respect, reduces risk.

Beyond that, we look for acquisitions that meet our bar. The bar is high, but the pipeline is active. It has become more apparent to us that we are a buyer of choice for certain management teams and owners: those who want to keep building without an exit clock ticking, in a structure that offers pay for performance, aligned incentives, and a long-term ownership mindset.

We do not currently anticipate paying dividends, given their unfavorable tax treatment and what we expect will be better uses of our capital. We believe our current leverage levels are appropriate, though we may revisit that as rates change.

20) Is the timing of the gChem closing related at all to US Salt and its current challenges?

Response:

No. The timing of the gChem closing has nothing to do with US Salt. It is governed by when we are able to complete a rights offering. We have already received antitrust clearance under the Hart-Scott-Rodino Act. As noted in our third quarter earnings release, we currently expect the gChem acquisition to close in late 2026 or the first quarter of 2027.

gCHEM

We received certain questions about gChem's strategy and outlook. Given the pending acquisition, we are not able to respond to them at this time. We look forward to discussing gChem in the near future. We have answered questions about the sale process below.

21) What clearing price is being considered for the rights offering?

Response:

We have said that the backstop price is $9.00 per unit, and we intend to allow all shareholders to participate on the same terms.

22) Why did the rollover equity change from $2 million to $7 million?

Response:

The current CEO and the former CEO of gChem, both shareholders of gChem, decided to increase their rollover into ContextLogic stock. We welcome that as a sign of confidence from them.

Forward-Looking Statements

This Q&A contains forward-looking statements within the meaning of the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact could be deemed forward-looking, including, but not limited to, the financial outlook of ContextLogic Holdings Inc. (the "Company," "ContextLogic," "we," "our" or "us"), the anticipated uplisting to a national securities exchange and the timing thereof, our dividend policy, US Salt's efforts to improve outbound freight and increase warehouse capacity, potential growth strategies, pricing and product mix, future acquisitions and opportunities, future platform G&A expenses, the pending acquisition of gChem and the timing thereof, and the proposed rights offering. These statements are based on our current expectations about future events or future financial performance. Forward-looking statements by their nature address matters that are, to different degrees, uncertain, and in some cases, forward-looking statements can be identified by terms such as "anticipates," "believes," "could," "estimates," "expects," "foresees," "forecasts," "guidance," "intends" "goals," "may," "might," "outlook," "plans, " "potential," "predicts," "projects," "seeks," "should," "targets," "will," "would" or similar expressions and the negatives of those terms. These forward-looking statements are subject to risks, uncertainties, and assumptions. If the risks materialize or assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. Important factors, risks and uncertainties that could cause actual results to differ materially from those forward-looking statements include but are not limited to: meeting the conditions to close the gChem Acquisition; increased cost of trucking and other transportation services adversely affecting US Salt's ability to deliver products to customers and its results of operations; ContextLogic's ability to integrate the operations of gChem's business in a successful manner and in the expected time period; transaction

costs related to the gChem Acquisition; the possibility that any of the anticipated benefits of the pending gChem Acquisition will not be realized or will not be realized on the anticipated terms and within the expected time period; the possibility that the market price of ContextLogic common stock will decline after a holder exercises subscription rights related to the proposed rights offering; future liquidity and operating expenditures; enforceability of transfer restrictions and occurrence of an ownership change with the result that ContextLogic's ability to use its net operating losses could be severely limited; future legislation resulting in ContextLogic being unable to realize the benefits of the tax attributes; ContextLogic's ability to make use of the existing benefits of the tax attributes because ContextLogic may not generate taxable income; the IRS's possible challenge of the amount of the tax attributes or claim that ContextLogic experienced an ownership change, which could reduce the amount of tax attributes that ContextLogic could use; risks related to any future acquisition of a business or assets; currently pending or future litigation; risks if we are deemed to be an investment company under the Investment Company Act of 1940; the effect of new accounting pronouncements; competitive changes in the marketplace; transportation and freight availability and the effectiveness of our initiatives to improve outbound freight; and other characterizations of future events or circumstances; and the other important factors discussed in our most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. Further information on these and additional risks that could affect ContextLogic's results is included in its filings with the Securities and Exchange Commission (the "SEC"), including the Annual Report on Form 10-K for the year ended December 31, 2025, the Quarterly Reports on Form 10-Q for the periods ended March 31, 2026; June 30, 2026; and September 30, 2026, other reports that ContextLogic files with the SEC from time to time, which could cause actual results to vary from expectations. Any forward-looking statement made by ContextLogic in this Q&A speaks only as of the day on which ContextLogic makes it. ContextLogic assumes no obligation to, and does not currently intend to, update any such forward-looking statements after the date of this Q&A.