

**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): **December 26, 2017 (December 20, 2017)**

**WILLSCOT CORPORATION**

(Exact name of registrant as specified in its charter)

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

**001-37552**  
(Commission File Number)

**82-3430194**  
(I.R.S. Employer Identification No.)

**901 S. Bond Street, #600**  
**Baltimore, Maryland 21231**  
(Address, including zip code, of principal executive offices)

**(410) 931-6000**  
(Registrant's telephone number, including area code)

(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 (see General Instruction A.2. below):

- 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))

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 2.01 Completion of Acquisition or Disposition of Assets**

On December 11, 2017, Williams Scotsman International, Inc. ("WSII"), a majority-owned indirect subsidiary of WillScot Corporation (the "Company"), entered into a Membership Interest Purchase Agreement (the "Purchase Agreement") with Acton Resources Holdings LLC ("Seller"), under which WSII agreed to acquire 100% of the issued and outstanding membership interests of Acton Mobile Holdings, LLC for a cash purchase price of approximately \$235 million (the "Purchase Price"), subject to customary adjustments (the "Acquisition"). Acton Mobile Holdings, LLC is the owner of New Acton Mobile Industries LLC, which provides modular space rental services from a nationwide network of branches.

On December 20, 2017, WSII completed the Acquisition, which was funded by a combination of cash on hand and borrowings under WSII's revolving senior secured credit facility. In conjunction with the closing of the Acquisition, WSII purchased an insurance policy to cover breaches of representations and warranties of Seller. The policy covers breaches of certain fundamental representations and warranties for a period of six years and all other representations and warranties for three years and is subject to a retention equal to 1% of the Purchase Price and a limit of \$25 million. In the event of any liability resulting from breaches of any fundamental representation or warranty made by Seller under the Purchase Agreement, Seller will be responsible for the retention applicable to such claim and any amount exceeding the policy limit up to the Purchase Price. For all other liabilities due to breaches of non-fundamental representations or warranties, WSII's sole recourse is the insurance policy.

On December 21, 2017, the Company issued a press release announcing its completion of the Acquisition. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

The description of the Purchase Agreement above does not purport to be complete and is qualified in its entirety by reference to the complete text of the Purchase Agreement, a copy of which was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on December 13, 2017.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit Description</u>
2.1	Membership Interest Purchase Agreement dated December 11, 2017 by and between Acton Resources Holdings LLC and Williams Scotsman International, Inc. (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K, filed December 13, 2017)
99.1	Press release, dated December 21, 2017

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**EXHIBIT INDEX**

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99.1	<a href="#">Press release, dated December 21, 2017</a>

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**SIGNATURE**

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.

**WillScot Corporation**

Dated: December 26, 2017

By: /s/ Bradley Bacon  
Name: Bradley Bacon  
Title: Vice President, General Counsel  
& Corporate Secretary



## Williams Scotsman Completes Acquisition of Acton Mobile

**BALTIMORE (Dec. 21, 2017)** — WillScot Corporation (NASDAQ: WSC) (“Williams Scotsman”) today announced that it has completed its previously announced acquisition of Acton Mobile (ActonMobile.com) for a cash purchase price of approximately \$235 million.

Williams Scotsman will have nearly 100,000 modular space and portable storage units serving approximately 35,000 customers from over 100 locations across the United States, Canada and Mexico. Williams Scotsman will expand the breadth and depth of its Ready to Work services to existing and incremental customers and markets.

Brad Soultz, president and chief executive officer of Williams Scotsman, commented, “We are excited to complete our acquisition of Acton, and believe that it presents a compelling opportunity to strategically expand our Ready to Work solutions to existing and incremental customers and markets. I am pleased to welcome the talented and experienced Acton employees to our Company, and look forward to the many growth opportunities ahead for Williams Scotsman.”

The transaction was funded with cash on hand and borrowings under its revolving credit agreement.

### About WillScot Corporation

Headquartered in Baltimore, Maryland, WillScot Corporation is the public holding company for the Williams Scotsman family of companies in the United States, Canada and Mexico. WillScot Corporation trades on the NASDAQ stock exchange under the ticker symbol “WSC.” Williams Scotsman is a specialty rental services market leader providing innovative modular space and portable storage solutions across North America. Williams Scotsman is the modular space supplier of choice for the construction, education, health care, government, retail, commercial, transportation, security and energy sectors. With over half a century of innovative history, organic growth and strategic acquisitions, its branch network includes over 100 locations, its fleet comprises nearly 100,000 modular space and portable storage units and its customer base has grown to approximately 35,000.

### Forward Looking Statements

Certain statements made in this release are “forward looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. When used in this press release, the words “estimates,” “expects,” “anticipates,” “forecasts,” “plans,” “intends,” “believes,” “seeks,” “may,” “will,” “should,” “future,” “propose” and variations of these words or similar expressions (or the negative versions of such words or expressions) are intended to identify forward-looking statements. These forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside our control, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements. Important factors, among others, that may affect actual results or outcomes include: our inability to realize the anticipated

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benefits of the announced acquisition; costs related to the acquisition and integration of the acquired companies; our ability to manage growth and execute our business plan; our estimates of the size of the markets for our products; the rate and degree of market acceptance of our products; the success of other competing modular space and portable storage solutions that exist or may become available; rising costs adversely affecting our profitability; potential litigation involving our company; general economic and market conditions impacting demand for our products and services; and such other risks and uncertainties as are discussed under the heading “Risk Factors” in our Current Report on Form 8-K, filed with the Securities and Exchange Commission (“SEC”) on December 5, 2017 and those discussed in other reports filed with the SEC by us from time to time, including those discussed under such heading in our Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K to be filed with the SEC. Any forward-looking statement speaks only at the date which it is made, and Williams Scotsman disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

### Additional Information and Where to Find It

Additional information about the transaction can be found on the Williams Scotsman investor relations website at [www.investors.willscot.com](http://www.investors.willscot.com)

### Contact Information

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