

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Sapphire Holding S.a r.l.</u> <hr/> (Last) (First) (Middle) <u>C/O TDR CAPITAL LLP</u> <u>20 BENTINCK STREET</u> <hr/> (Street) <u>LONDON X0 WIU 2EU</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WillScot Corp [WSC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/28/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock, par value \$0.0001 per share	08/28/2018		A		11,834 ⁽¹⁾	A	\$0	49,053,740 ⁽²⁾	I ⁽³⁾⁽⁴⁾	See Footnotes ⁽³⁾⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, 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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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					

1. Name and Address of Reporting Person* <u>Sapphire Holding S.a r.l.</u> <hr/> (Last) (First) (Middle) <u>C/O TDR CAPITAL LLP</u> <u>20 BENTINCK STREET</u> <hr/> (Street) <u>LONDON X0 WIU 2EU</u> <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
TDR Capital II Holdings L.P.		
(Last)	(First)	(Middle)
C/O TDR CAPITAL LLP		
20 BENTINCK STREET		
(Street)		
LONDON	X0	WIU 2EU
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
TDR Capital LLP		
(Last)	(First)	(Middle)
C/O TDR CAPITAL LLP		
20 BENTINCK STREET		
(Street)		
LONDON	X0	WIU 2EU
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
DALE MANJIT		
(Last)	(First)	(Middle)
C/O TDR CAPITAL LLP		
20 BENTINCK STREET		
(Street)		
LONDON	X0	WIU 2EU
(City) (State) (Zip)		

Explanation of Responses:

1. Restricted stock granted to Stephen Robertson and Gary Lindsay pursuant to the WillScot Corporation 2017 Incentive Award Plan and Restricted Stock Award Agreement between the Issuer and each of Mr. Robertson and Mr. Lindsay Mr. Rosen dated as of August 28, 2018. These shares comprise part of the Issuer's annual compensation program for non-executive directors and, subject to the terms and conditions of such plan and award agreement, the restrictions on these shares lapse in full one year from the grant date. Immediately following the grant of the restricted stock, Mr. Robertson and Mr. Lindsay transferred the restricted stock to Sapphire Holding S.a r.l which holds all stock and options in WillScot Corporation on behalf of TDR Capital II Holdings LP, the investment fund managed by TDR Capital LLP.
2. The amount of securities beneficially owned following the Reported Transaction does not include any shares of Class A Common Stock that underlie the 4,850,000 warrants held by Sapphire Holding S.a r.l., which are restricted pursuant to the terms of a previously disclosed earnout agreement.
3. As sole shareholder of Sapphire Holding S.a r.l., TDR Capital II Holdings L.P. may be deemed the beneficial owner of such shares of Class A Common Stock held by Sapphire Holding S.a r.l. As manager of TDR Capital II Holdings L.P., TDR Capital LLP may be deemed the beneficial owner of such shares of Class A Common Stock held by Sapphire Holding S.a r.l. As founding partners of TDR Capital LLP, Stephen Robertson and Manjit Dale may be deemed the beneficial owners of such shares of Class A Common Stock held by Sapphire Holding S.a r.l. Each of TDR Capital II Holdings L.P., TDR Capital LLP, Stephen Robertson and Manjit Dale (the "Reporting Persons") may be deemed to be the beneficial owner of all or a portion of the securities reported herein.
4. Each of the Reporting Persons disclaims beneficial ownership of the securities of the Issuer, except to the extent of his pecuniary interest therein. The filing of this report shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or otherwise, the Reporting Persons are the beneficial owners of any of the securities reported herein.

Remarks:

Stephen Robertson, as a director of the Issuer, is filing a separate Form 4 disclosing his beneficial ownership interest in the Class A Common Stock, which was submitted on the Securities and Exchange Commission's EDGAR system on or about the date hereof.

/s/ Jan Willem Overheul as
Attorney-in-Fact on behalf of 08/30/2018
Sapphire Holding S.a r.l.

/s/ Blair Thompson on behalf
of TDR Capital LLP, acting as 08/30/2018
manager of TDR Capital II
Holdings L.P.

/s/ Blair Thompson on behalf 08/30/2018
of TDR Capital LLP

/s/ Manjit Dale 08/30/2018

** Signature of Reporting Person Date

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

* 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.