

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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>ROSEN FREDRIC D</u> (Last) (First) (Middle) <u>901 S. BOND STREET, #600</u> (Street) <u>BALTIMORE MD 21231</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A common stock, par value \$0.0001 per share	11/29/2017		C ⁽¹⁾	25,000	A ⁽¹⁾	(1)	25,000	D	

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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Private Placement Warrants	\$5.75	11/29/2017		j ⁽¹⁾	0 ⁽¹⁾	2 ⁽²⁾	(2)	(2)	Class A Common Stock	625,000	(1)	1,250,000	D	
Private Placement Warrants	\$5.75	11/29/2017		j ⁽¹⁾	0 ⁽¹⁾	2 ⁽²⁾	(2)	(2)	Class A Common Stock	100,000	(1)	200,000	I	See Footnote ⁽³⁾
Private Placement Warrants	\$5.75	11/29/2017		j ⁽¹⁾	0 ⁽¹⁾	2 ⁽²⁾	(2)	(2)	Class A Common Stock	100,000	(1)	200,000	I	See Footnote ⁽⁴⁾
Public Warrants ⁽⁵⁾	\$5.75	11/29/2017		j ⁽¹⁾	0 ⁽¹⁾	2 ⁽²⁾	(2)	(2)	Class A Common Stock	10,000	(1)	20,000	I	By wife.

Explanation of Responses:

- On November 29, 2017, in connection with the consummation of a certain business combination and other transactions, the Issuer's predecessor company, Double Eagle Acquisition Corp. ("DEAC"), changed its jurisdiction of domestication from the Cayman Islands to Delaware. In connection therewith, shares of DEAC's Class B ordinary shares converted automatically on a one-for-one basis into shares of DEAC's outstanding Class A ordinary shares. Immediately thereafter, all of DEAC's issued and outstanding Class A ordinary shares converted automatically by operation of law on a one-for-one basis into shares of the Issuer's Class A common stock, par value \$0.0001 per share ("Class A Common Stock").
- The Private Placement Warrants and the Public Warrants became exercisable on December 29, 2017 and expire at 5pm, New York City time, on November 29, 2022, or earlier upon redemption or liquidation.
- The Sara L. Rosen Trust owns all of the reported securities directly. The reporting person is a trustee of the Sara L. Rosen Trust. The reporting person disclaims beneficial ownership of the securities.
- The Samuel N. Rosen 2015 Trust owns all of the reported securities directly. The reporting person is a trustee of the Samuel N. Rosen 2015 Trust. The reporting person disclaims beneficial ownership of the securities.
- The Issuer may redeem the outstanding Public Warrants at a price of \$0.01 per warrant, provided that the closing price of the Class A Common Stock equals or exceeds \$18.00 per share for any 20 trading days within a 30 trading-day period ending three business days before the Issuer sends the notice of redemption.

Remarks:

Bradley L. Bacon is signing as Attorney-in-Fact pursuant to the power of attorney dated November 29, 2017 granted by Fredric D. Rosen, a copy of which is filed as Exhibit 24 and incorporated herein by reference. Exhibit list: Exhibit 24 - Power of Attorney

/s/ Bradley L. Bacon as attorney-in-fact for Fredric D. Rosen 01/16/2018

** 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.

Power of Attorney

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Bradley L. Bacon, Timothy D. Boswell, and Allen & Overy LLP, each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described, to:

1. prepare, execute, deliver and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of WillScot Corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder as amended from time to time (the "Exchange Act");
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4, or 5, including any electronic filing thereof, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;
3. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the responsibility to file the Forms 3, 4 and 5 are the responsibility of the undersigned, and the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned further acknowledges and agrees that the attorneys-in-fact and the Company are relying on written and oral information provided by the undersigned to complete such forms and the undersigned is responsible for reviewing the completed forms prior to their filing. The attorneys-in-fact and the Company are not responsible for any errors or omissions in such filings. The attorneys-in-fact and the Company are not responsible for determining whether or not the transactions reported could be matched with any other transactions for the purpose of determining liability for short-swing profits under Section 16(b).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 29th day of November 2017.

Signature: /s/ Fredric D. Rosen
 Print Name: Fredric D. Rosen
