

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> (Last) (First) (Middle) <u>C/O TDR CAPITAL LLP</u> <u>20 BENTINCK STREET</u> (Street) <u>LONDON X0 WIU 2EU</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/19/2018</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	01/19/2018		J ⁽¹⁾⁽²⁾		3,106,250	A	(1)(2)(3)	46,375,151	D ⁽¹⁾⁽²⁾	

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Sapphire Holding S.a r.l.</u> (Last) (First) (Middle) <u>C/O TDR CAPITAL LLP</u> <u>20 BENTINCK STREET</u> (Street) <u>LONDON X0 WIU 2EU</u> (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. The shares of Class A common stock of the Issuer, par value \$0.0001 per share ("Class A Common Stock"), reported on this Form 4 were released from escrow to Sapphire Holding S.a r.l. pursuant to the terms of a previously disclosed earnout agreement (the "Earnout Agreement") that was entered into by and among the Issuer, Sapphire Holding S.a r.l., Double Eagle Acquisition LLC and Harry E. Sloan on November 29, 2017 in connection with the consummation of a certain business combination and other transactions. 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.

2. 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. 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.

3. Pursuant to the terms of the Earnout Agreement, an escrow release of shares of Class A Common Stock was triggered on January 19, 2018 by the closing price of the shares of Class A Common Stock on the Nasdaq Stock Market exceeding \$12.50 per share for 20 out of 30 trading days.

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/ Emma Gilks as Attorney-in-Fact on behalf of Sapphire Holding S.a r.l.](#) 01/23/2018

[/s/ Emma Gilks as Attorney-in-Fact on behalf of TDR Capital II Holdings L.P.](#) 01/23/2018

[/s/ Emma Gilks as Attorney-in-Fact on behalf of TDR Capital LLP](#) 01/23/2018

[/s/ Emma Gilks as Attorney-in-Fact on behalf of Manjit Dale](#) 01/23/2018

** 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.