

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|--|---|--|
| 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 W1U 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>11/29/2017</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 <input type="checkbox"/> 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 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 | 11/29/2017 | | P | | 43,268,901 | A | \$9.6 | 43,268,901 | 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) | | 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) | | | | | |

1. Name and Address of Reporting Person*
Sapphire Holding S.a r.l.
 (Last) (First) (Middle)
C/O TDR CAPITAL LLP
20 BENTINCK STREET
 (Street)
LONDON X0 W1U 2EU
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TDR Capital II Holdings L.P.
 (Last) (First) (Middle)
20 BENTINCK STREET
 (Street)
LONDON X0 W1U 2EU
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TDR Capital LLP
 (Last) (First) (Middle)
20 BENTINCK STREET

| | | | |
|--|---------|----------|---------|
| (Street) | LONDON | X0 | W1U 2EU |
| (City) | (State) | (Zip) | |
| 1. Name and Address of Reporting Person* | | | |
| <u>DALE MANJIT</u> | | | |
| (Last) | (First) | (Middle) | |
| C/O TDR CAPITAL LLP | | | |
| 20 BENTINCK STREET | | | |
| (Street) | LONDON | X0 | W1U 2EU |
| (City) | (State) | (Zip) | |

Explanation of Responses:

1. The shares of Class A common stock of the Issuer reported on this Form 4 were acquired, and are held, by Sapphire Holding S.a r.l. following the consummation of a certain business combination and other transactions on November 29, 2017. 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 of the Issuer 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 of the Issuer held by Sapphire Holding S.a r.l.

2. As founding partners of TDR Capital LLP, Manjit Dale and Stephen Robertson may be deemed the beneficial owner of such shares of Class A common stock of the Issuer held by Sapphire Holding S.a r.l. Each of TDR Capital II Holdings L.P., TDR Capital LLP, Manjit Dale and Stephen Robertson (the "Reporting Persons") may be deemed to be the beneficial owners 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.

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 of the Issuer, which was submitted on the Securities and Exchange Commission's EDGAR system on or about the date hereof. Emma Gilks is signing as Attorney-in-Fact pursuant to the power of attorney dated December 1, 2017 granted by Sapphire Holding S.a r.l., TDR Capital II Holdings L.P., TDR Capital LLP and Manjit Dale, a copy of which is filed as Exhibit 24 and incorporated herein by reference. The joint agreement relating to this filing is filed as Exhibit 99 and incorporated herein by reference. Exhibit List: Exhibit 24 - Power of Attorney, Exhibit 99 - Joint Filing Agreement

/s/Emma Gilks as Attorney-in-Fact on behalf of Sapphire Holding S.a r.l. 12/01/2017

/s/Emma Gilks as Attorney-in-Fact on behalf of TDR Capital II Holdings L.P. 12/01/2017

/s/Emma Gilks as Attorney-in-Fact on behalf of TDR Capital LLP 12/01/2017

/s/Emma Gilks as Attorney-in-Fact on behalf of Manjit Dale 12/01/2017

** 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 make, constitute and appoint each of Emma Gilks and Tom Mitchell, or either of them acting singly, and with full power of substitution, each of the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned such forms, schedules, statements and other documents as may be required to be filed from time to time with the U.S. Securities and Exchange Commission (the "SEC") with respect to Sections 13(d), 13(g) and 16(a) of the U.S. Securities Exchange Act of 1934, as amended, and the rules thereunder, including without limitation, Schedules 13D and 13G, and Forms 3, 4 and 5;
- (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 Schedules 13D and 13G, and Forms 3, 4 and 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any securities exchange or similar authority; and
- (3) 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 grant 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.

This Power of Attorney shall remain in full force and effect until the undersigned are no longer required to file Schedules 13D and 13G, and Forms 3, 4 and 5 with respect to each of the undersigned's holdings of and transactions in securities issued by WillScot Corporation, 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 1st day of December, 2017.

SAPPHIRE HOLDING S.À R.L.

/s/ Jan Overheul

December 1, 2017

Name: Jan Overheul
Title: Manager

Date

TDR CAPITAL II HOLDINGS L.P.

/s/ Blair Thompson

December 1, 2017

Name: Blair Thompson
Title: Partner of TDR Capital LLP in its capacity as Manager of TDR
Capital II Holdings L.P.

Date

TDR CAPITAL LLP

/s/ Blair Thompson

December 1, 2017

Name: Blair Thompson
Title: General Counsel and Chief Operating Officer

Date

MANJIT DALE

/s/ Manjit Dale

December 1, 2017

Name: Manjit Dale

Date

Joint Filing Agreement

The undersigned acknowledge and agree that the foregoing statement on Form 4 is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Form 4 may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

This statement on Form 4 is filed by Sapphire Holding S.à r.l., TDR Capital II Holdings L.P., TDR Capital LLP and Manjit Dale.

SAPPHIRE HOLDING S.À R.L.

/s/ Emma Gilks
Emma Gilks as Attorney-in-Fact

December 1, 2017
Date

TDR CAPITAL II HOLDINGS L.P.

/s/ Emma Gilks
Emma Gilks as Attorney-in-Fact

December 1, 2017
Date

TDR CAPITAL LLP

/s/ Emma Gilks
Emma Gilks as Attorney-in-Fact

December 1, 2017
Date

MANJIT DALE

/s/ Emma Gilks
Emma Gilks as Attorney-in-Fact

December 1, 2017
Date
