

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

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person [†] <u>Soultz Bradley Lee</u> (Last) (First) (Middle) 4646 E. VAN BUREN STREET SUITE 400 (Street) PHOENIX AZ 85008 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WillScot Holdings Corp [WSC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 09/06/2024	
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			
Common Stock	09/06/2024		M		38,676	A	\$0 ⁽¹⁾	161,447	D	
Common Stock	09/06/2024		F		18,120	D	\$36.27	143,327	D	
Common Stock	09/06/2024		M		2,558	A	\$0 ⁽²⁾	145,885	D	
Common Stock	09/06/2024		F		1,199	D	\$36.27	144,686	D	
Common Stock								388,876	I	By Bradley L. Soultz Irrevocable Trust
Common Stock								159,225	I	By Ellen M. Soultz Irrevocable Trust
Common Stock								17,500	I	By Spouse

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						Title
Performance Stock Units	(1)	09/06/2024		M		38,676		(3)	(3)	Common Stock	38,676	\$0	528,078	D	
Restricted Stock Units	(2)	09/06/2024		M		2,558		(4)	(4)	Common Stock	2,558	\$0	82,111	D	

Explanation of Responses:

- Each performance-based restricted stock unit ("PSU") represents a contingent right to receive upon vesting one share of common stock of the Issuer, par value \$0.0001 per share, or its cash equivalent.
- Each time-based restricted stock unit ("RSU") represents a contingent right to receive upon vesting one share of common stock of the Issuer, par value \$0.0001 per share, or its cash equivalent.
- The Reporting Person was granted PSUs pursuant to a Performance-Based Restrictive Stock Unit Agreement, by and between the Reporting Person and the Issuer, dated as of September 7, 2021 (the "Performance-Based RSU Agreement"). A portion of the PSUs vested on September 6, 2024 based on the achievement of the relative total stockholder return ("TSR") of the Issuer's common stock as compared to the TSR of the constituents of the S&P Mid Cap 400 Index at the grant date over a specified measurement period, subject to the terms and conditions of the WillScot Mobile Mini Holdings Corp. 2020 Incentive Award Plan (the "Plan") and the Performance-Based RSU Agreement.
- On September 7, 2021, pursuant to the Amended and Restated Employment Agreement, by and between the Issuer and the Reporting Person dated as of September 7, 2021, the Reporting Person was granted 10,232 RSUs which vest in three equal installments on each of the first three anniversaries of the grant date, subject to the terms and conditions of the Plan and the Restricted Stock Unit Agreement entered into by and between the Reporting Person and the Issuer.

/s/ Hezron T. Lopez as
Attorney-in-Fac

09/10/2024

** Signature of Reporting Person

Date

* 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.