

☐ 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.

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

1. Name and Address of Reporting Person* <u>Soultz Bradley Lee</u> (Last) (First) (Middle) <u>6400 E MCDOWELL RD., 3RD FLOOR</u> (Street) <u>SCOTTSDALE, AZ</u> <u>85257</u> (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) ☒ Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/11/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/26/2026</u>	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ 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 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	12/11/2025		J ⁽¹⁾		50,000	D	(1)	302,549 ⁽¹⁾⁽²⁾	D	
Common Stock	12/11/2025		J ⁽¹⁾		50,000	A	(1)	244,225 ⁽¹⁾	I	By Ellen M. Soultz Irrevocable Trust
Common Stock	02/24/2026		M		6,933	A	(3)	309,482	D	
Common Stock	02/24/2026		F		2,416	D	\$22.81	307,066	D	
Common Stock	02/24/2026		M		6,651	A	(3)	313,717	D	
Common Stock	02/24/2026		F		1,965	D	\$23.73	311,752	D	
Common Stock	02/24/2026		M		9,569	A	(3)	321,321	D	
Common Stock	02/24/2026		F		2,880	D	\$23.73	318,441	D	
Common Stock								418,376	I	By Bradley L. Soultz Irrevocable Trust

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	Title	Amount or Number of Shares				
Restricted Stock Units	(3)	02/22/2026		M		6,933	(4)	(4)	Common Stock	6,933	\$0	48,873	D	
Restricted Stock Units	(3)	02/24/2026		M		6,651	(5)	(5)	Common Stock	6,651	\$0	42,222	D	
Restricted Stock Units	(3)	02/24/2026		M		9,569	(6)	(6)	Common Stock	9,569	\$0	32,653	D	

Explanation of Responses:

1. The Reporting Person transferred 50,000 shares of common stock to the Ellen M. Soultz Irrevocable Trust, for no consideration. This transfer reflects only a change in the form of beneficial ownership of the reporting person without changing the reporting person's pecuniary interest in such shares, and the transfer is exempt from reporting under Rule 16a-13 under the Securities and Exchange Act of 1934, as amended.
2. Filing solely to correct the Amount of Securities Beneficially Owned in Table I in this filing.

3. 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.
4. On February 22, 2024, the Reporting Person was granted a target number of 64,708 PSUs which vest 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 400 Index at the grant date over the performance of three years subject to the terms and conditions of the previously disclosed WillScot Mobile Mini Holdings Corp. 2020 Incentive Award Plan (the "Plan") and the Performance-Based Restricted Stock Unit Agreement entered into between the Issuer and the Reporting Person.
5. On February 24, 2023, the Reporting Person was granted 62,081 PSUs which vest 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 400 Index at the grant date over the performance of three years subject to the terms and conditions of the previously disclosed WillScot Mobile Mini Holdings Corp. 2020 Incentive Award Plan (the "Plan") and the Performance-Based Restricted Stock Unit Agreement entered into between the Issuer and the Reporting Person.
6. On February 24, 2025, the Reporting Person was granted a target number of 89,311 PSUs which vest 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 400 Index at the grant date over the performance of three years subject to the terms and conditions of the previously disclosed Plan and the Performance-Based Restricted Stock Unit Agreement entered into between the Issuer and the Reporting Person.

Peter D. Fetzner as Attorney-in-Fact 02/27/2026

** 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.