

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* SAGANSKY JEFFREY _____ (Last) (First) (Middle) 901 S. BOND STREET, #600 _____ (Street) BALTIMORE MD 21231 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol WillScot Corp [wsc]			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. Date of Earliest Transaction (Month/Day/Year) 08/21/2018					
			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 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	08/21/2018		j ⁽¹⁾⁽²⁾⁽³⁾		446,875 ⁽¹⁾⁽²⁾⁽³⁾	A	(1)(2)(3)(4)	3,488,377 ⁽¹⁾⁽²⁾⁽³⁾⁽⁵⁾	I ⁽¹⁾⁽²⁾⁽³⁾⁽⁵⁾	See footnote ⁽¹⁾⁽²⁾⁽³⁾⁽⁵⁾

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	Amount or Number of Shares				
Private Placement Warrants	\$5.75	08/21/2017		j ⁽⁶⁾			2,425,000	(7)	(7)	Class A common stock, par value \$0.0001 per share	2,425,000	(6)	4,850,000	I ⁽³⁾	See Footnotes ⁽³⁾

Explanation of Responses:

- 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 represent a portion of the 6,337,500 shares of Class A Common Stock that were placed in escrow by Double Eagle Acquisition LLC ("DEAL") 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., DEAL and Harry E. Sloan ("Sloan" and together with DEAL, the "Founders") on November 29, 2017 in connection with the consummation of a certain business combination and other transactions.
- 1,776,563 of these shares of Class A Common Stock, as reported on this Form 4, were released from escrow pursuant to the terms of the Earnout Agreement, and as agreed among the parties thereto, to DEAL on August 21, 2018; concurrent with such release, 1,329,688 of the released shares of Class A Common Stock were transferred to Sapphire Holding S.a r.l. pursuant to the terms of the Earnout Agreement, and as agreed among the parties thereto.
- As managing member of DEAL, Mr. Sagansky may be deemed the beneficial owner of shares of Class A Common Stock and Private Placement Warrants (as defined below) held by DEAL. Mr. Sagansky disclaims beneficial ownership of the securities of the Issuer held by DEAL, 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, Mr. Sagansky is the beneficial owner of any of the securities reported herein.
- Pursuant to the terms of the Earnout Agreement, and as agreed among the parties thereto, this escrow release of shares of Class A Common Stock was triggered on August 1, 2018 by the closing price of the shares of Class A Common Stock on the Nasdaq Stock Market exceeding \$15.00 per share for 20 out of 30 consecutive trading days. The release and transfer of the shares of Class A common Stock were effected on August 21, 2018 and deemed effective as of August 1, 2018.
- 30,000 shares of Class A Common Stock beneficially owned following the reported transaction were previously acquired by Mr. Sagansky as reported on a Form 4 filed with the Securities and Exchange Commission on September 15, 2017; 3,690 shares of Class A Common Stock beneficially owned following the reported transaction were previously acquired by Mr. Sagansky as reported on a Form 4 filed with the Securities and Exchange Commission on March 22, 2017. The remaining shares of Class A Common Stock beneficially owned following the Reported Transaction are held by DEAL.
- Pursuant to the terms of the Earnout Agreement, and as agreed among the parties thereto, a transfer of private placement warrants held by the Founders ("Private Placement Warrants") was triggered on August 15, 2018 by the acquisition of Modular Space Holdings, Inc. by the Issuer. The transfer of the Private Placement Warrants was effected on August 21, 2018 and deemed effective as of August 15, 2018.
- The Private Placement 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.

/s/ Bradley L. Bacon, as
Attorney-in-Fact on behalf of 08/23/2018
Jeffrey Sagansky

** 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.

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