

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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

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>Boswell Timothy D</u>			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) <b>President &amp; CEO</b>		
(Last) (First) (Middle) <b>6400 E MCDOWELL RD., 3RD FLOOR</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>02/24/2026</b>					
(Street) <b>SCOTTSDALE AZ 85257</b>			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		
(City) (State) (Zip)								

**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	02/24/2026		M		2,660	A	(1)	14,125	D	
Common Stock	02/24/2026		F		1,131	D	\$23.73	12,994	D	
Common Stock	02/24/2026		M		4,678	A	(1)	17,672	D	
Common Stock	02/24/2026		F		2,206	D	\$23.73	15,466	D	
Common Stock								295,862	I	By EAB Irrevocable Trust <sup>(2)</sup>

**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				
Restricted Stock Units	(1)	02/24/2026		M		2,660	(3)	(3)	Common Stock	2,660	\$0	30,721	D		
Restricted Stock Units	(1)	02/24/2026		M		4,678	(4)	(4)	Common Stock	4,678	\$0	26,043	D		
Restricted Stock Units	(1)	02/24/2026		A		35,952	(5)	(5)	Common Stock	35,952	\$0	61,995	D		
Performance Stock Units	(6)	02/24/2026		A		83,888	(7)	(7)	Common Stock	83,888	\$0	396,592	D		
Stock Options (right to buy)	\$13.6						(8)	03/20/2028	Common Stock	125,691		125,691	D		

**Explanation of Responses:**

- 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.
- Reflects the transfer of shares to the trust in a transaction exempt from Section 16 pursuant to Rule 16a-13.?
- On February 24, 2023, the Reporting Person was granted 10,642 RSUs which vest in four equal installments on each of the first four anniversaries of the grant date subject to the terms and conditions of the previously disclosed Plan and the Restricted Stock Unit Agreement entered into between the Issuer and the Reporting Person.
- On February 24, 2025, the Reporting Person was granted 18,713 RSUs which vest annually in four equal installments on each of the first four anniversaries of the grant date subject to the terms and conditions of the Plan and the Restricted Stock Unit Agreement entered into between the Issuer and the Reporting Person.
- On February 24, 2026, the Reporting Person was granted 35,952 RSUs which vest annually 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 between the Issuer and the Reporting Person.
- 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.
- On February 24, 2026, the Reporting Person was granted a target number of 83,888 PSUs which vest based on the achievement of certain company specific performance metrics.
- The stock options (the "Options"), reported on this Form 4, represent the right upon vesting to buy shares of Class A Common Stock pursuant to the terms and conditions of the Plan and the Nonqualified Stock Option Award Agreement entered into between the Issuer and the Reporting Person as of March 20, 2018 (the "Award Agreement"). The Options vested in equal installments on each of the first four anniversaries of the grant date subject to the terms and conditions of the Plan and Award Agreement.

Peter D. Fetzer as Attorney-in-Fact 02/26/2026

\*\* 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.**

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