

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 7, 2026 (October 5, 2026)



WILLSCOT HOLDINGS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware **001-37552** **82-3430194**
(State or other jurisdiction of (Commission File Number) (I.R.S. Employer Identification No.)
incorporation)

6400 East McDowell Road, Suite 300
Scottsdale, Arizona 85257

(Address, including zip code, of principal executive offices)

(480) 894-6311
(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	WSC	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 5, 2026, the Board of Directors (the “Board”) of WillScot Holdings Corporation (the “Company”) acted to increase the size of the Board from nine to 10 members and elected Donald W. Slager to serve as a member of the Board to fill the vacancy created by that increase, effective October 7, 2026. Mr. Slager was also appointed to the Audit Committee and Compensation Committee of the Board, effective October 7, 2026. The Board affirmatively determined that Mr. Slager qualifies as an independent director under the Nasdaq listing standards. Mr. Slager will be compensated for his service on the Board pursuant to the Company’s existing compensation program for non-employee directors.

Item 7.01 Regulation FD Disclosure.

On October 7, 2026, the Company issued a press release announcing Mr. Slager’s election to the Board as discussed in Item 5.02 of this Current Report on Form 8-K. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference in this Item 7.01.

The information in Item 7.01 of this Current Report, including the accompanying Exhibit 99.1, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information in Item 7.01 of this Current Report shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language contained in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Exhibit Description
99.1	Press Release, dated October 7, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Dated: October 7, 2026

WillScot Holdings Corporation

By: /s/ S. Gary Shullaw

Name: S. Gary Shullaw

Title: Senior Vice President, Chief Legal Officer, and
Corporate Secretary

WillScot Elects Donald Slager to Board of Directors

SCOTTSDALE, Ariz. (October 7, 2026) -- WillScot Holdings Corporation ("WillScot" or the "Company") (Nasdaq: WSC), a leader in innovative temporary space solutions, today announced that, as part of its ongoing board refreshment efforts, the WillScot Board of Directors (the "Board") has unanimously elected Donald (Don) Slager as an independent director effective October 7, 2026.

Worthing Jackman, Executive Chairman of WillScot, commented, "We are fortunate to welcome Don to WillScot's Board. Our ongoing refreshment process is focused on maintaining the right mix of skills, experience and perspectives to support the Company's long-term success. Don's strategic and operational leadership, corporate governance expertise and experience guiding businesses through transformation and complex operating environments will further strengthen the Board and provide valuable perspective as WillScot pursues the opportunities ahead."

Tim Boswell, CEO of WillScot, commented, "Don has a decades-long record of leading public companies through transformation and creating shareholder value. His experience guiding businesses through periods of growth and evolution will provide valuable strategic insight as we execute our long-term objectives and realize the full potential of WillScot. I have enjoyed getting to know Don and look forward to working with him as we strengthen execution and deliver sustainable value for our shareholders."

Mr. Slager has been appointed to serve on the Audit Committee and Compensation Committee of the Board.

About Donald (Don) Slager

Mr. Slager served as President and Chief Executive Officer of Republic Services, Inc. (Republic) (NYSE: RSG), a leader in the environmental services industry, from 2011 until his retirement in 2021. Before becoming Chief Executive Officer, he served as Republic's President and Chief Operating Officer beginning in December 2008. He previously served as President and Chief Operating Officer of Allied Waste Industries, Inc. (Allied Waste) from 2005 until its merger with Republic in 2008 and as Allied Waste's Executive Vice President and Chief Operating Officer from 2003 to 2004. Mr. Slager also served as a Director of Republic from 2010 to 2021.

An experienced public company director, Mr. Slager currently serves on the boards of Martin Marietta Materials, Inc. (NYSE: MLM) and Eastman Chemical Company (NYSE: EMN). At Martin Marietta, a leading supplier of aggregates and other building materials, he is Lead Independent Director and a member of the Executive Committee and Nominating & Corporate Governance Committee, and Chair of the Management Development & Compensation Committee. At Eastman Chemical, a global specialty materials company, he is an independent director and a member of the Audit Committee, Finance Committee, and Environmental, Safety & Sustainability Committee.

About WillScot

WillScot (Nasdaq: WSC) is a leading provider of innovative turnkey space solutions in North America, helping customers keep projects moving and operations running. The Company partners with critical

industries including construction, manufacturing, healthcare, government, energy and education to deliver the right solutions coupled with a high level of customer service. WillScot's comprehensive portfolio of products – including modular complexes, dry and cold storage containers, blast-resistant buildings, clearspan industrial structures, fencing, and add-on furnishings and equipment – is customizable and flexible to support any project need. Headquartered in Scottsdale, Ariz., WillScot operates from a network of approximately 240 branch locations in the U.S., Canada, and Mexico.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934, as amended. The words “estimates,” “expects,” “anticipates,” “believes,” “forecasts,” “plans,” “intends,” “may,” “will,” “should,” “shall,” “outlook,” “guidance,” “see,” “have confidence” and variations of these words and similar expressions identify forward-looking statements, which are generally not historical in nature. Forward-looking statements are subject to a number of risks, uncertainties, assumptions and other important factors, many of which are outside our control, which could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements. Although the Company believes that these forward-looking statements are based on reasonable assumptions, they are predictions and we can give no assurance that any such forward-looking statement will materialize. Any forward-looking statement speaks only at the date on which it is made, and the Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Contact Information

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