

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person <sup>†</sup> <u>WILLIAMS KELLY M</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 Mobile Mini Holdings Corp. [ WSC ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; COO</b>		
			3. Date of Earliest Transaction (Month/Day/Year) 07/01/2020					
			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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$0.0001 per share	07/01/2020		A		230,257	A	(1)	230,257	D	

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
Employee Stock Option (right to buy)	\$10.91	07/01/2020		A		97,520		(2)	(2)	Common Stock	97,520	(2)	97,520	D	
Employee Stock Option (right to buy)	\$13.54	07/01/2020		A		149,064		(2)	(2)	Common Stock	149,064	(2)	149,064	D	
Employee Stock Option (right to buy)	\$14.52	07/01/2020		A		2,708		(2)	(2)	Common Stock	2,708	(2)	2,708	D	
Employee Stock Option (right to buy)	\$17.79	07/01/2020		A		73,582		(2)	(2)	Common Stock	73,582	(2)	73,582	D	
Employee Stock Option (right to buy)	\$17.86	07/01/2020		A		22,585		(2)	(2)	Common Stock	22,585	(2)	22,585	D	
Employee Stock Option (right to buy)	\$19.86	07/01/2020		A		11,868		(2)	(2)	Common Stock	11,868	(2)	11,868	D	
Employee Stock Option (right to buy)	\$21.52	07/01/2020		A		24,369		(2)	(2)	Common Stock	24,369	(2)	24,369	D	
Restricted Stock Units	(3)	07/02/2020		A		228,659		(4)	(4)	Common Stock	228,659	\$0	228,659	D	

Explanation of Responses:

- Received in exchange for 95,741 shares of Mobile Mini, Inc. ("Mobile Mini") common stock, par value \$0.01 per share, in connection with the completion of the merger (the "Merger"), on July 1, 2020 (the "Effective Date"), of Picasso Merger Sub, Inc., a subsidiary of the Issuer, with and into Mobile Mini, pursuant to the Agreement and Plan of Merger, dated as of March 1, 2020, as amended on May 28, 2020 (the "Merger Agreement"). On the Effective Date, each share of Mobile Mini common stock was converted automatically into the right to receive 2.4050 shares of the Issuer's Class A common stock, par value \$0.0001 per share, which was, immediately thereafter, reclassified as and converted into shares of the Issuer's common stock, par value \$0.0001 per share.
- Received in the Merger in exchange for employee stock options to acquire shares of Mobile Mini, Inc. common stock pursuant to the terms of the Merger Agreement.
- Each 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.
- On July 2, 2020, the Reporting Person was granted 228,659 RSUs which vest in four equal annual installments on each of the first four anniversaries of the grant date subject to the terms and conditions of the previously disclosed WillScot Mobile Mini Holdings Corp. 2020 Incentive Award Plan (the "Plan") and the Restricted Stock Unit Award Agreement entered into between the Issuer and the Reporting Person.

/s/ Christopher J. Miner as  
Attorney-in-Fact

07/06/2020

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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