

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Shanks Sally J</u> (Last) (First) (Middle) 901 S. BOND STREET, #600 (Street) BALTIMORE MD 21231 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WillScot Corp [WSC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Chief Accounting Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/20/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/20/2019		M		4,125	A	(1)	4,125	D	
Class A Common Stock, par value \$0.0001 per share	03/20/2019		F		1,337	D	\$11.69	2,788	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						Amount or Number of Shares
Restricted Stock Units	(1)	03/20/2019		M		4,125		(2)	(2)	Class A Common Stock	4,125	\$0	12,375	D	
Restricted Stock Units	(1)	03/21/2019		A		6,416		(3)	(3)	Class A Common Stock	6,416	\$0	6,416	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive upon vesting one share of Class A common stock of the Issuer, par value \$0.0001 per share, or its cash equivalent.
- On March 20, 2018, the Reporting Person was granted 16,500 restricted stock units 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 Corporation 2017 Incentive Award Plan and the Restricted Stock Unit Award Agreement entered into between the Issuer and the Reporting Person.
- On March 21, 2019, the Reporting Person was granted 6,416 restricted stock units 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 Corporation 2017 Incentive Award Plan (the "Plan") and the Restricted Stock Unit Award Agreement entered into between the Issuer and the Reporting Person.

/s/ Bradley L. Bacon, as
Attorney-in-Fact on behalf of 03/22/2019
Sally J. Shanks

** 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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