

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

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).

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>Soultz Bradley Lee</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) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/18/2024</u>			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		
4646 E. VAN BUREN STREET SUITE 400			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>PHOENIX AZ 85008</u>								
(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	09/18/2024		P		5,000	A	\$38.971	149,686	D	
Common Stock	09/18/2024		J ⁽¹⁾		10,000	D	\$0 ⁽¹⁾	139,686	D	
Common Stock	09/18/2024		J ⁽¹⁾		10,000	A	\$0 ⁽¹⁾	169,225	I	By Ellen M. Soultz Irrevocable Trust
Common Stock	09/18/2024		J ⁽²⁾		17,500	D	\$0 ⁽²⁾	0	I	By Spouse
Common Stock	09/18/2024		J ⁽²⁾		17,500	A	\$0 ⁽²⁾	406,376	I	By Bradley L. Soultz Irrevocable Trust

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					
Performance Stock Units	(3)							(4)	(4)	Common Stock	528,078	528,078	D	
Restricted Stock Units	(5)							(6)	(6)	Common Stock	82,111	82,111	D	
Stock Options (right to buy)	\$13.6							(7)	03/20/2028	Common Stock	408,497	408,497 ⁽⁸⁾	I	By Ellen M Soultz Irrevocable Trust

Explanation of Responses:

- The Reporting Person transferred 10,000 shares of common stock to the Ellen M. Soultz Irrevocable Trust, for no consideration. This transfer reflects only a change in the form of beneficial ownership of the reporting person without changing the reporting person's pecuniary interest in such shares, and the transfer is exempt from reporting under Rule 16a-13 under the Securities and Exchange Act of 1934, as amended. Following the transfer, the Reporting Person held 139,686 shares directly.
- The Spouse transferred 17,500 shares of common stock to the Bradley L. Soultz Irrevocable Trust, for no consideration. This transfer reflects only a change in the form of beneficial ownership of the reporting person without changing the reporting person's pecuniary interest in such shares, and the transfer is exempt from reporting under Rule 16a-13 under the Securities and Exchange Act of 1934, as amended. Following the transfer, the Spouse held 0 shares directly.
- 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.
- The Reporting Person was granted PSUs pursuant to a Performance-Based Restrictive Stock Unit Agreement, by and between the Reporting Person and the Issuer, dated as of September 7, 2021 (the "Performance-Based RSU Agreement"). Portions of the PSUs vest on the achievement of the relative total stockholder return ("TSR") of the Issuer's common stock as compared to the TSR of the constituents of the S&P Mid Cap 400 Index at the grant date over a specified measurement period, subject to the terms and conditions of the WillScot Mobile Mini Holdings Corp. 2020 Incentive Award Plan (the "Plan") and the Performance-Based RSU Agreement.
- 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.
- The Reporting Person was granted RSUs pursuant to an Amended and Restated Employment Agreement, by and between the Issuer and the Reporting Person dated as of September 7, 2021. The RSUs vest 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 by and between the Reporting Person and the Issuer.

7. The stock options (the "Options") reported on this Form 4 represent the right upon vesting to buy shares of the Issuer's 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 vest 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.

8. The Reporting Person made a transfer to an irrevocable trust, of which immediate family members of the Reporting Person are the sole trustees.

/s/ Hezron T. Lopez as
Attorney-in-Fact

09/18/2024

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.