

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

**ANNUAL 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

1. Name and Address of Reporting Person* <u>Goble Jeffrey S</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.</u> [ (WSC) ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2020	
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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001 per share <sup>(1)</sup>	02/20/2020		G <sup>(2)</sup>	1,118 <sup>(1)</sup>	D	\$0	59,309	D	
Common Stock, par value \$0.0001 per share	11/19/2020		G <sup>(2)</sup>	1,160	D	\$0	59,309	D	
Common Stock, par value \$0.0001 per share	11/19/2020		G <sup>(2)</sup>	466	D	\$0	59,309	D	
Common Stock, par value \$0.0001 per share	11/23/2020		G <sup>(2)</sup>	230	D	\$0	59,309	D	
Common Stock, par value \$0.0001 per share	12/08/2020		G <sup>(2)</sup>	950	D	\$0	59,309	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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. On February 2, 2020, the Reporting Person made a bona fide gift of 466 shares of Mobile Mini, Inc. ("Mobile Mini") common stock, par value \$0.01 per share (the "Mobil Mini Common Stock"). Subsequent to the date of the bona fide gift, 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, each share of Mobile Mini Common Stock was converted automatically into the right to receive 2.4050 shares (the "Conversion Rate") 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. Based on the Conversion Rate, the 466 shares of Mobile Mini Common Stock donated by the Reporting Person are represented by 1,118 shares of Common Stock of the Issuer.

2. The Reporting Person made a donation to a charitable organization or donor-advised trust.

/s/ Christopher J. Miner as 02/16/2021  
Attorney-in-Fact

\*\* 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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