

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

1. Name and Address of Reporting Person* <u>Sapphire Holding S.a r.l.</u> <hr/> (Last) (First) (Middle) C/O TDR CAPITAL LLP 20 BENTINCK STREET <hr/> (Street) LONDON X0 W1U 2EU <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WillScot Corp [WSC]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 11/29/2017 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year) 12/01/2017	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	Amount or Number of Shares					
Common stock, par value \$0.0001 per share of WSHC ⁽¹⁾⁽²⁾⁽³⁾	\$9.78 ⁽⁴⁾	12/06/2017		P		8,024,419 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾			(5)	(5)	Issuer's Class A common stock, par value \$0.0001 per share	8,024,419	(6)	8,024,419 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁷⁾⁽⁸⁾	D	

1. Name and Address of Reporting Person*
Sapphire Holding S.a r.l.

 (Last) (First) (Middle)
 C/O TDR CAPITAL LLP
 20 BENTINCK STREET

 (Street)
 LONDON X0 W1U 2EU

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TDR Capital II Holdings L.P.

 (Last) (First) (Middle)
 20 BENTINCK STREET

 (Street)
 LONDON X0 W1U 2EU

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TDR Capital LLP

 (Last) (First) (Middle)
 20 BENTINCK STREET

 (Street)
 LONDON X0 W1U 2EU

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
DALE MANJIT

 (Last) (First) (Middle)
 C/O TDR CAPITAL LLP

20 BENTINCK STREET

(Street)

LONDON

X0

W1U 2EU

(City)

(State)

(Zip)

Explanation of Responses:

1. Williams Scotsman Holdings Corp. ("WSHC") is a direct subsidiary of the Issuer. On November 29, 2017, the Issuer consummated a business combination and certain other transactions (the "Business Combination") in which Algeco Scotsman Global S.a r.l. ("Algeco Global") and Algeco Scotsman Holdings Kft. ("Algeco Holdings" and together with Algeco Global, the "Sellers") received a total of 8,024,419 shares (the "WSHC Shares") of common stock, par value \$0.0001 per share ("WSHC Common Stock"), of WSHC as partial consideration in the Business Combination. Immediately thereafter, Algeco Holdings transferred its portion of the WSHC Shares to Algeco Global and on December 6, 2017, Algeco Global transferred all of the WSHC Shares to Sapphire Holding S.a r.l. ("Sapphire Holding"). In connection with the Business Combination, Algeco Global, Algeco Holdings, the Issuer and WSHC entered into an exchange agreement dated November 29, 2017
2. (the "Exchange Agreement"), that provides the Sellers or a permitted transferee the right, but not the obligation, at any time within five years after November 29, 2017 to exchange all, but not less than all, of the WSHC Shares for newly-issued shares of the Issuer's Class A common stock, par value \$0.0001 per share ("Class A Common Stock"). The number of shares of Class A Common Stock to be received upon such exchange of the WSHC Shares will be determined based on an exchange ratio to be agreed to, taking into account the average trading price of the Class A Common Stock over a 20 day trading period on the Nasdaq Stock Market, or another applicable national securities exchange, and the aggregate ownership percentage of the party seeking to make the exchange of the issued and outstanding
3. WSHC Common Stock at the time of the exchange, as adjusted to take into account any election by such party to exercise certain pre-emptive rights or the dilutive effect of certain other issuances of WSHC Common Stock which do not trigger such pre-emptive rights. In connection with its acquisition of the WSHC Shares, Sapphire Holding executed a joinder to the Exchange Agreement. The total number of shares of Class A Common Stock of the Issuer beneficially owned by the Reporting Person and reported on this Form 4 assumes the full exchange of the WSHC Shares for a corresponding number of shares of Class A Common Stock at an exchange ratio of 1:1 pursuant to the terms of the Exchange Agreement.
4. Assumes an exchange ratio of 1:1 for the WSHC Shares to the shares of the Issuer's Class A Common Stock.
5. The WSHC Shares became exchangeable by Sapphire Holding, at its option, on December 6, 2017 and remain exchangeable at any time prior to November 29, 2022.
6. The WSHC Shares were issued to the Sellers as partial consideration for the Business Combination and deemed to have a total value of \$78.5 million, which corresponds to approximately \$9.78 per share.
7. As sole shareholder of Sapphire Holding, TDR Capital II Holdings L.P. ("TDR Capital II") may be deemed the beneficial owner of such shares of Class A Common Stock of the Issuer held by Sapphire Holding. As manager of TDR Capital II, TDR Capital LLP ("TDR Capital") may be deemed the beneficial owner of such shares of Class A Common Stock of the Issuer held by Sapphire Holding. As founding partners of TDR Capital, Manjit Dale and Stephen Robertson may be deemed the beneficial owner of such shares of Class A Common Stock of the Issuer held by Sapphire Holding.
8. Each of TDR Capital II, TDR Capital, Manjit Dale and Stephen Robertson (the "Reporting Persons") may be deemed to be the beneficial owners of all or a portion of the securities reported herein. Each of the Reporting Persons disclaims beneficial ownership of the securities of the Issuer, except to the extent of his pecuniary interest therein. The filing of this report shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or otherwise, the Reporting Persons are the beneficial owners of any of the securities reported herein.

Remarks:

Stephen Robertson, as a director of the Issuer, is filing a separate Form 4 disclosing his beneficial ownership interest in the Class A Common Stock of the Issuer, which was submitted on the Securities and Exchange Commission's (the "SEC") EDGAR system on or about the date hereof. Emma Gilks is signing as Attorney-in-Fact pursuant to the power of attorney dated December 1, 2017 granted by Sapphire Holding, TDR Capital II, TDR Capital and Manjit Dale, a copy of which is filed as Exhibit 24 and incorporated herein by reference. A joint filing agreement was filed as Exhibit 99 to the Form 4 jointly filed with the SEC by Sapphire Holding, TDR Capital II, TDR Capital and Manjit Dale on December 1, 2017 and is incorporated herein by reference. Exhibit List: Exhibit 24 - Power of Attorney

<u>/s/Emma Gilks Emma Gilks as Attorney-in-Fact on behalf of Sapphire Holding S.a r.l.</u>	<u>12/08/2017</u>
<u>/s/Emma Gilks as Attorney-in-Fact on behalf of TDR Capital II Holdings L.P.</u>	<u>12/08/2017</u>
<u>/s/Emma Gilks as Attorney-in-Fact on behalf of TDR Capital LLP</u>	<u>12/08/2017</u>
<u>/s/Emma Gilks as Attorney-in-Fact on behalf of Manjit Dale</u>	<u>12/08/2017</u>

** 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.

Power of Attorney

Know all by these presents that the undersigned hereby make, constitute and appoint each of Emma Gilks and Tom Mitchell, or either of them acting singly, and with full power of substitution, each of the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned such forms, schedules, statements and other documents as may be required to be filed from time to time with the U.S. Securities and Exchange Commission (the "SEC") with respect to Sections 13(d), 13(g) and 16(a) of the U.S. Securities Exchange Act of 1934, as amended, and the rules thereunder, including without limitation, Schedules 13D and 13G, and Forms 3, 4 and 5;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules 13D and 13G, and Forms 3, 4 and 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any securities exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

This Power of Attorney shall remain in full force and effect until the undersigned are no longer required to file Schedules 13D and 13G, and Forms 3, 4 and 5 with respect to each of the undersigned's holdings of and transactions in securities issued by WillScot Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of December, 2017.

SAPPHIRE HOLDING S.À R.L.

/s/ Jan Overheul

December 1, 2017

Name: Jan Overheul
Title: Manager

Date

TDR CAPITAL II HOLDINGS L.P.

/s/ Blair Thompson

December 1, 2017

Name: Blair Thompson
Title: Partner of TDR Capital LLP in its capacity as Manager of TDR Capital II Holdings L.P.

Date

TDR CAPITAL LLP

/s/ Blair Thompson

December 1, 2017

Name: Blair Thompson
Title: General Counsel and Chief Operating Officer

Date

MANJIT DALE

/s/ Manjit Dale

December 1, 2017

Name: Manjit Dale

Date
