

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SAGANSKY JEFFREY</u> (Last) (First) (Middle) <u>901 S. BOND STREET, #600</u> (Street) <u>BALTIMORE MD 21231</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/19/2018</u>	
		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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock, par value \$0.0001 per share	01/19/2018		j ⁽¹⁾⁽²⁾		1,553,125 ⁽¹⁾⁽²⁾	A	(1)(2)(3)	4,814,375 ⁽¹⁾⁽²⁾⁽⁴⁾	I ⁽¹⁾⁽²⁾⁽⁴⁾	See footnotes ⁽¹⁾⁽²⁾⁽⁴⁾

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:

- This Form 4/A filing amends the original Form 4 ("Original Form 4") filed with the Securities and Exchange Commission on January 23, 2018. The shares of Class A common stock of the Issuer, par value \$0.0001 per share ("Class A Common Stock"), reported on this Form 4/A represent a portion of the 6,337,500 shares of Class A Common Stock that were placed in escrow by Double Eagle Acquisition LLC ("DEAL") pursuant to the terms of a previously disclosed earnout agreement (the "Earnout Agreement") that was entered into by and among the Issuer, Sapphire Holding S.a r.l., DEAL and Harry E. Sloan on November 29, 2017 in connection with the consummation of a certain business combination and other transactions. 1,553,125 of these shares of Class A Common Stock, as reported on this Form 4/A, were released from escrow pursuant to the terms of the Earnout Agreement to DEAL on January 19, 2018.
- The Original Form 4 incorrectly stated the amount of shares of Class A Common Stock released from escrow to DEAL. This Form 4/A reflects the correct amount of shares of Class A Common Stock released from escrow to DEAL. While such shares were held in escrow, Mr. Sagansky did not have the ability to transfer or vote such shares. As managing member of DEAL, Mr. Sagansky may be deemed the beneficial owner of shares of Class A Common Stock held by DEAL. Mr. Sagansky disclaims beneficial ownership of the securities of the Issuer held by DEAL, 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, Mr. Sagansky is the beneficial owner of any of the securities reported herein.
- Pursuant to the terms of the Earnout Agreement, an escrow release of shares of Class A Common Stock was triggered on January 19, 2018 by the closing price of the shares of Class A Common Stock on the Nasdaq Stock Market exceeding \$12.50 per share for 20 out of 30 trading days.
- 30,000 shares of Class A Common Stock beneficially owned following the reported transaction were previously acquired by Mr. Sagansky as reported on a Form 4 filed with the Securities and Exchange Commission on September 15, 2017. The remaining shares of Class A Common Stock beneficially owned following the Reported Transaction are held by DEAL. The amount of securities beneficially owned following the Reported Transaction does not include any shares of Class A Common Stock that underlie the 7,275,000 warrants held by DEAL, which are restricted pursuant to the terms of the Earnout Agreement.

/s/ Bradley L. Bacon, as
Attorney-in-Fact on behalf of 02/20/2018
Jeffrey Sagansky

** 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.