

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 24, 2020

WILLSCOT CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-37552
(Commission File Number)

82-3430194
(I.R.S. Employer Identification No.)

901 S. Bond Street, #600
Baltimore, Maryland 21231
(Address, including zip code, of principal executive offices)

(410) 931-6000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Principal U.S. Public Trading Market
Class A common stock, par value \$0.0001 per share	WSC	The Nasdaq Capital Market
Warrants to purchase Class A common stock(1)	WSCWW	OTC Markets Group Inc.
Warrants to purchase Class A common stock(2)	WSCW	OTC Markets Group Inc.

- (1) Issued in connection with the initial public offering of Double Eagle Acquisition Corp., the registrant's legal predecessor company, in September 2015, which are exercisable for one-half of one share of the registrant's Class A common stock for an exercise price of \$5.75.
- (2) Issued in connection with the registrant's acquisition of Modular Space Holdings, Inc. in August 2018, which are exercisable for one share of the registrant's Class A common stock at an exercise price of \$15.50 per share.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 24, 2020, WillScot Corporation (“WillScot”) held a special meeting of its stockholders (the “Special Meeting”) to vote on the proposals identified below, each of which is described in detail in the definitive joint proxy statement/prospectus, dated May 6, 2020, which WillScot filed with the U.S. Securities and Exchange Commission and first mailed to WillScot’s stockholders on or about May 8, 2020, in connection with the merger contemplated by the Agreement and Plan of Merger, dated as of March 1, 2020, as amended by Amendment No. 1 to the Agreement and Plan of Merger, dated as of May 28, 2020 (as so amended, the “Merger Agreement”), by and among WillScot, Picasso Merger Sub, Inc., a wholly owned subsidiary of WillScot (“Merger Sub”) and Mobile Mini, Inc. (“Mobile Mini”), pursuant to which, at the effective time, Merger Sub will merge with and into Mobile Mini, with Mobile Mini surviving as a wholly-owned subsidiary of WillScot (the “Merger”).

At the Special Meeting, the WillScot stockholders voted on three proposals, as set out below. The WillScot stockholders approved all three proposals. The number of votes cast for or against, and any abstentions, with respect to each proposal is set out below:

Proposal 1: WillScot Stock Issuance

To approve the issuance of shares of WillScot’s Class A common stock, par value \$0.0001 per share, to the stockholders of Mobile Mini as merger consideration. The results of the vote taken were as follows:

For	Against	Abstain	Broker Non-Vote
108,100,910	6,761	718,649	N/A

Proposal 2: Combined Company Charter Amendment

To approve and adopt the amended and restated certificate of incorporation of WillScot, to be renamed WillScot Mobile Mini Holdings Corp. at the closing of the Merger. The results of the vote taken were as follows:

Class A Common Stock

For	Against	Abstain	Broker Non-Vote
80,389,639	19,696,409	715,853	N/A

Class B Common Stock

For	Against	Abstain	Broker Non-Vote
8,024,419	0	0	N/A

Class A Common Stock and Class B Common Stock

For	Against	Abstain	Broker Non-Vote
88,414,058	19,696,409	715,853	N/A

Proposal 3: 2020 Incentive Plan

To amend and restate, in its entirety, the WillScot Corporation 2017 Incentive Award Plan, as amended, as the WillScot Mobile Mini Holdings Corp. 2020 Incentive Award Plan. The results of the vote taken were as follows:

For	Against	Abstain	Broker Non-Vote
107,822,912	278,165	725,243	N/A

Proposal 4: Adjournment of the Meeting

To vote on a proposal to approve the adjournment of the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the Special Meeting to approve the WillScot Stock Issuance Proposal and the Combined Company Charter Amendment Proposal.

The adjournment proposal was not called to vote because there were sufficient votes at the time of the Special Meeting to approve the WillScot Stock Issuance Proposal and the Combined Company Charter Amendment Proposal.

Item 8.01 Other Events.

On June 24, 2020, WillScot and Mobile Mini issued a joint press release announcing the results of the Special Meeting and the special meeting of Mobile Mini stockholders held on June 24, 2020. A copy of this joint press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Description
99.1	Joint Press Release, dated June 24, 2020, issued by WillScot Corporation and Mobile Mini, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

WillScot Corporation

By: /s/ Hezron Timothy Lopez

Name: Hezron Timothy Lopez

Title: Vice President, General Counsel & Corporate Secretary

Dated: June 24, 2020

WillScot and Mobile Mini Stockholders Overwhelmingly Approve Merger*Companies Target July 1 Closing Date*

BALTIMORE & PHOENIX – June 24, 2020 – WillScot Corporation (NASDAQ: WSC) (“WillScot”) and Mobile Mini, Inc. (NASDAQ: MINI) (“Mobile Mini”) announced that, at their respective special meetings of stockholders held today, over 95% of WillScot and Mobile Mini stockholders present voted to approve the issuance of the merger consideration and the merger agreement, respectively, and the stockholders of each company voted in favor of all other proposals necessary to complete the merger of equals transaction combining WillScot, a leading specialty rental services provider of innovative modular space and portable storage solutions across North America, with Mobile Mini, a leading provider of portable storage solutions serving customers in the U.S., U.K., and Canada.

The transaction is expected to close on July 1, 2020, subject to customary closing conditions. The combined company will be named WillScot Mobile Mini Holdings Corp. as of the closing of the transaction and the combined company’s common stock will trade on Nasdaq under the ticker symbol “WSC”.

The final vote results on the proposals voted on at the special meetings will be set forth in the companies' separate Form 8-Ks filed with the SEC after certification by each company's inspector of elections.

About WillScot Corporation

WillScot trades on Nasdaq under the ticker symbol "WSC," and is a specialty rental services market leader providing innovative modular space and portable storage solutions across North America. WillScot is the modular space supplier of choice for the construction, education, health care, government, retail, commercial, transportation, security and energy sectors. With over half a century of innovative history, organic growth and strategic acquisitions, WillScot serves a broad customer base from over 120 locations throughout the U.S., Canada and Mexico, with a fleet of approximately 150,000 modular space and portable storage units.

About Mobile Mini

Mobile Mini, Inc. is the world’s leading provider of portable storage solutions through its total rental fleet of approximately 200,500 storage solutions containers and office units and a leading provider of tank and pump solutions in the U.S., with a rental fleet of approximately 12,800 units. Mobile Mini’s network is comprised of 155 locations in the U.S., U.K., and Canada. Mobile Mini is included on the Russell 2000® and 3000® Indexes and the S&P Small Cap Index.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934, as amended. The words “estimates,” “expects,” “anticipates,” “believes,” “forecasts,” “plans,” “intends,” “may,” “will,” “should,” “shall,” “outlook” and variations of these words and similar expressions (or the negative thereof) identify forward-looking statements, which are generally not historical in nature. Certain of these forward-looking statements relate to the proposed business combination (the “Proposed Transaction”) involving WillScot and Mobile Mini, including: expected scale; operating efficiency; stockholder, employee and customer benefits; key assumptions; timing of closing; the amount and timing of revenue and expense synergies; future financial benefits and operating results; and integration spend, which reflects management’s beliefs, expectations and objectives as of the date hereof. Forward-looking statements are subject to a number of risks, uncertainties, including the impacts of the COVID-19 pandemic, assumptions and other important factors, many of which are outside our control, which could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements. These forward-looking statements are only estimates, assumptions and projections and involve known and unknown risks and uncertainties, many of which are beyond the control of WillScot and Mobile Mini. Important Proposed Transaction-related factors that may cause such differences include, but are not limited to: the risk that expected revenue, expense and other synergies from the Proposed Transaction may not be fully realized or may take longer to realize than expected; the parties are unable to successfully implement their integration strategies; the inherent uncertainty associated with financial or other projections; failure of the parties to satisfy the closing conditions in the merger agreement in a timely manner or at all; the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; the possibility that the Proposed Transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; and disruptions to the parties’ businesses and financial condition as a result of the announcement and pendency of the Proposed Transaction. Other important factors include: the parties’ ability to manage growth and execute their business plan; their estimates of the size of the markets for their products; the rate and degree of market acceptance of their products; the success of other competing modular space and portable storage solutions that exist or may become available; rising costs adversely affecting their profitability (including cost increases resulting from tariffs); general economic and market conditions impacting demand for their products and services; the value of WillScot shares to be issued in the Proposed Transaction; the parties’ capital structure, levels of indebtedness and availability of credit; expected financing transactions undertaken in connection with the Proposed Transaction; third party contracts containing consent and/or other provisions that may be triggered by the Proposed Transaction; the ability to retain and hire key personnel and uncertainties arising from leadership changes; the response of business partners as a result of the announcement and pendency of the Proposed Transaction; the diversion of management attention from business operations to the Proposed Transaction; the ability to implement and maintain an effective system of internal controls; potential litigation involving WillScot, Mobile Mini or the combined company; implementation of tax reform; the intended qualification of the Proposed Transaction as a tax-free reorganization; the changes in political conditions in the U.S. and other countries in which the parties operate, including U.S. trade policies or the U.K.’s withdrawal from the European Union; and such other risks and uncertainties described in the periodic reports WillScot and Mobile Mini file with the SEC from time to time including WillScot’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, which was filed with the SEC on March 2, 2020 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, which was filed with the SEC on May 6, 2020, and Mobile Mini’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, which was filed with the SEC on February 3, 2020, and Quarterly Report on Form 10-Q, for the quarter ended March 31, 2020, which was filed with the SEC on May 6, 2020, each of which are or will be available through the SEC’s EDGAR system at www.sec.gov.

Investors are cautioned not to place undue reliance on these forward-looking statements as the information in this press release speaks only as of June 24, 2020 or such earlier date as specified herein. WillScot and Mobile Mini disclaim any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Investors should not assume that any lack of update to a previously issued “forward-looking statement” constitutes a reaffirmation of that statement. All subsequent written and oral forward-looking statements attributable to WillScot, Mobile Mini or any person acting on behalf of either party are expressly qualified in their entirety by the cautionary statements referenced above.

Important Information About the Proposed Transaction

This press release is for informational purposes only and does not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities. This press release relates to the Proposed Transaction. In connection with the Proposed Transaction, WillScot filed a registration statement on Form S-4 (No. 333-237746), which includes the Joint Proxy Statement/Prospectus. The registration statement was declared effective by the SEC on May 5, 2020, and Mobile Mini and WillScot commenced mailing the Joint Proxy Statement/Prospectus on or about May 8, 2020. Each party will file other documents regarding the Proposed Transaction with the SEC. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY, IF AND WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors and security holders are able to obtain these documents (if and when available) free of charge from the SEC’s website at www.sec.gov. The documents filed by WillScot with the SEC may also be obtained free of charge from WillScot by requesting them by mail at WillScot Corporation, 901 S. Bond Street, Suite 600, Baltimore, Maryland 21231. The documents filed by Mobile Mini may also be obtained free of charge from Mobile Mini by requesting them by mail at Mobile Mini, Inc., 4646 E. Van Buren Street, Suite 400, Phoenix, Arizona 85008.

No Offer or Solicitation

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Additional Information and Where to Find It

Additional information can be found on the Investor Relations section of Mobile Mini's website at www.mobilemini.com or the WillScot investor relations website at <https://investors.willscot.com>.

Contact Information

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