

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Sapphire Holding S.a r.l.</u>  (Last) (First) (Middle) <u>C/O TDR CAPITAL LLP</u> <u>20 BENTINCK STREET</u>  (Street) <u>LONDON X0 W1U 2EU</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/19/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	06/19/2019		A		13,614 <sup>(1)</sup>	A	\$0	49,067,354	I <sup>(2)(3)</sup>	See Footnote <sup>(2)(3)</sup>

**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)		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	Date Exercisable	Expiration Date					

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)  
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 LLP  
 (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\*

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. Restricted stock granted to Stephen Robertson and Gary Lindsay pursuant to the WillScot Corporation 2017 Incentive Award Plan and Restricted Stock Award Agreement between the Issuer and each of Mr. Robertson and Mr. Lindsay dated as of June 19, 2019. These shares comprise part of the Issuer's annual compensation program for non-executive directors and, subject to the terms and conditions of such plan and award agreement, the restrictions on these shares lapse in full one year from the grant date. Immediately following the grant of the restricted stock, Mr. Robertson and Mr. Lindsay transferred the restricted stock to Sapphire Holding S.a r.l which holds all stock and options in WillScot Corporation on behalf of TDR Capital II Holdings LP, the investment fund managed by TDR Capital LLP.

2. As sole shareholder of Sapphire Holding S.a r.l., TDR Capital II Holdings L.P. may be deemed the beneficial owner of such shares of Class A Common Stock held by Sapphire Holding S.a r.l. As manager of TDR Capital II Holdings L.P., TDR Capital LLP may be deemed the beneficial owner of such shares of Class A Common Stock held by Sapphire Holding S.a r.l. As founding partners of TDR Capital LLP, Stephen Robertson and Manjit Dale may be deemed the beneficial owners of such shares of Class A Common Stock held by Sapphire Holding S.a r.l. Each of TDR Capital II Holdings L.P., TDR Capital LLP, Stephen Robertson and Manjit Dale (the "Reporting Persons") may be deemed to be the beneficial owner 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.

3. 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, which was submitted on the Securities and Exchange Commission's EDGAR system on or about the date hereof.

/s/ Emma Gilks as Attorney-in-  
Fact on behalf of Sapphire 06/20/2019  
Holding S.a r.l.

/s/ Emma Gilks as Attorney-in-  
Fact on behalf of TDR Capital 06/20/2019  
II Holdings L.P.

/s/ Emma Gilks as Attorney-in-  
Fact on behalf of TDR Capital 06/20/2019  
LLP

/s/ Emma Gilks as Attorney-in-  
Fact on behalf of Manjit Dale 06/20/2019

\*\* 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.**