

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Boswell Timothy D</u> (Last) (First) (Middle) <u>6400 E MCDOWELL RD., 3RD FLOOR</u> (Street) <u>SCOTTSDALE AZ 85257</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WillScot Holdings Corp [WSC]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2026</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>President & CEO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
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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			
Common Stock	07/01/2026		M		233,334	A	(1)	251,009	D	
Common Stock	07/01/2026		F		97,651	D	\$27.36	153,358	D	
Common Stock								295,862	I	By EAB Irrevocable Trust

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				
Performance Stock Units	(1)	07/01/2026		M			233,334(2)	(3)	(3)	Common Stock	233,334	\$0	153,434	D	
Stock Options (right to buy)	\$13.6							(4)	03/20/2028	Common Stock	125,691		125,691	D	
Stock Options (right to buy)	\$23.39							(5)	09/04/2035	Common Stock	100,000		100,000	D	
Stock Options (right to buy)	\$18.83							(6)	01/01/2036	Common Stock	100,000		100,000	D	

Explanation of Responses:

1. Each performance-based restricted stock unit represents a contingent right to receive upon vesting one share of common stock of the Issuer, par value \$0.0001 per share (the "Common Stock"), or its cash equivalent.
2. Timothy Boswell (the "Reporting Person") was granted a target number of 243,158 restricted stock units pursuant to the Performance-Based Restricted Stock Unit Agreement, by and between the Reporting Person and the Issuer, dated as of September 7, 2021 (the "Performance-Based RSU Agreement"). The actual number of restricted stock units that shall vest and become unrestricted may range from 0 to 583,334 restricted stock units based on criteria described in footnote 3 to this Form 4.
3. Pursuant to the Performance-Based RSU Agreement, the target number of restricted stock units reported here vest upon the Common Stock achieving certain 60-day average closing prices, measured as of the 60 consecutive trading days immediately following the date on which third quarter results for each of 2022, 2023, 2024 and 2025 are filed (the "Measurement Periods"). The actual number of restricted stock units that shall be granted is cumulative and may vary according to achievement of agreed upon Share Price targets ranging from \$42.50 to \$60.00 during each annual Measurement Period, pursuant to the Performance-Based RSU Agreement. The cumulative number of restricted stock units earned vested and became unrestricted on July 1, 2026.
4. These stock options (any such options, granted pursuant to one of the Issuer's stock option plans, collectively, referred to as "Options"), represent the right upon vesting to buy shares of Common Stock pursuant to the terms and conditions of the applicable stock option plan (the Issuer's stock option plans, collectively, referred to as the "Plan") and the Nonqualified Stock Option Award Agreement entered into between the Issuer and the Reporting Person as of March 20, 2018 (the "2018 Award Agreement"). The Options vested in equal installments on each of the first four anniversaries of the grant date subject to the terms and conditions of the Plan and the 2018 Award Agreement.
5. These Options represent the right upon vesting to buy shares of the Common Stock pursuant to the terms and conditions of the Plan and the Nonqualified Stock Option Award Agreement entered into between the Issuer and the Reporting Person as of September 4, 2025 (the "2025 Award Agreement"). The Options vest in equal installments on each of the first three anniversaries of the grant date subject to the terms and conditions of the Plan and the 2025 Award Agreement.
6. These Options represent the right upon vesting to buy shares of the Common Stock pursuant to the terms and conditions of the Plan and the Nonqualified Stock Option Award Agreement entered into between the Issuer and the Reporting Person as of January 1, 2026 (the "2026 Award Agreement"). The Options vest in equal installments on each of the first three anniversaries of the grant date subject to the terms and conditions of the Plan and the 2026 Award Agreement.

Steven Gary Shullaw as
Attorney-in-Fact

07/06/2026

** 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 makes, constitute Steven Gary Shullaw of WillScot Holdings Corporation and Peter D. Fetzer, Josh Agen and Mark Plichta of Foley & Lardner, each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described, to:

1. prepare, execute, deliver and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of WillScot Holdings Corporation. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder as amended from time to time (the "Exchange Act");
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 Forms 3, 4, or 5, including any electronic filing thereof, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;
3. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
4. 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 grants 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. The undersigned acknowledges that the responsibility to file the Forms 3, 4 and 5 are the responsibility of the undersigned, and the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned further acknowledges and agrees that the attorneys-in-fact and the Company are relying on written and oral information provided by the undersigned to complete such forms and the undersigned is responsible for reviewing the completed forms prior to their filing. The attorneys-in-fact and the Company are not responsible for any errors or omissions in such filings. The attorneys-in-fact and the Company are not responsible for determining whether or not the transactions reported could be matched with any other transactions for the purpose of determining liability for short swing profits under Section 16(b).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, 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 25th day of June 2026.

Signature: /s/ Timothy D Boswell

Print Name: Timothy D Boswell