

OMB APPROVAL	
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**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>Boswell Timothy D</u>			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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/20/2019</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		
<u>901 S. BOND STREET, #600</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>BALTIMORE MD</u>	<u>21231</u>						
(City)	(State)	(Zip)						

**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			
<u>Class A Common Stock, par value \$0.0001 per share</u>	<u>03/20/2019</u>		<u>M</u>		<u>21,312</u>	<u>A</u>	<u>(1)</u>	<u>21,312</u>	<u>D</u>	

**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
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>03/20/2019</u>		<u>M</u>			<u>21,312</u>	<u>(2)</u>	<u>(2)</u>	<u>Class A Common Stock</u>	<u>21,312</u>	<u>\$0</u>	<u>63,937</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>03/21/2019</u>		<u>A</u>		<u>34,217</u>		<u>(3)</u>	<u>(3)</u>	<u>Class A Common Stock</u>	<u>34,217</u>	<u>\$0</u>	<u>34,217</u>	<u>D</u>	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive upon vesting one share of Class A common stock of the Issuer, par value \$0.0001 per share ("Class A Common Stock"), or its cash equivalent.
- On March 20, 2018, the Reporting Person was granted 85,249 restricted stock units which vest in four equal annual installments on each of the first four anniversaries of the grant date subject to the terms and conditions of the previously disclosed WillScot Corporation 2017 Incentive Award Plan (the "Plan") and the Restricted Stock Unit Award Agreement entered into between the Issuer and the Reporting Person.
- On March 21, 2019, the Reporting Person was granted 34,217 restricted stock units which vest in four equal annual installments on each of the first four anniversaries of the grant date subject to the terms and conditions of the previously disclosed WillScot Corporation 2017 Incentive Award Plan (the "Plan") and the Restricted Stock Unit Award Agreement entered into between the Issuer and the Reporting Person.

/s/ Bradley L. Bacon, as  
Attorney-in-Fact on behalf of 03/22/2019  
Timothy D. Boswell

\*\* 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.