

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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) 4646 E. VAN BUREN STREET SUITE 400 (Street) PHOENIX AZ 85008 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WillScot Holdings 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) President & CFO
	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	11/15/2024		P		5,000	A	\$34.2638 ⁽¹⁾	5,000	D		
Common Stock								271,706 ⁽²⁾	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					
Restricted Stock Units	(3)							(4)	(4)	Common Stock	31,821	31,821	D	
Performance Stock Units	(5)							(6)	(6)	Common Stock	329,336	329,336	D	
Stock Options (right to buy)	\$13.6							(7)	03/20/2028	Common Stock	125,691	125,691	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$34.1695 to \$34.3600. The Reporting Person undertakes to provide to WillScot Holdings Corporation, any security holder of WillScot Holdings Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range in this footnote (1) to this Form 4.
- The Reporting Person made a transfer to an irrevocable trust, of which immediate family members of the Reporting Person are the sole trustees. The transfer was exempt from reporting pursuant to Rule 16a-13.
- Each time-based restricted stock unit ("RSU") represents a contingent right to receive upon vesting one share of common stock of the Issuer, par value \$0.0001 per share, or its cash equivalent.
- The Reporting Person was granted RSUs which vest annually in four equal installments on each of the first four anniversaries of the grant date (grant dates were previously reported), subject to the terms and conditions of the previously disclosed WillScot Holdings Corporation 2020 (the "Plan") Incentive Award Plan and the Restricted Stock Unit Agreement entered into between the Issuer and the Reporting Person.
- Each performance-based restricted stock unit ("PSU") represents a contingent right to receive upon vesting one share of common stock of the Issuer, par value \$0.0001 per share, or its cash equivalent.
- The Reporting Person was granted a target number of PSUs which vest based on the achievement of the relative total stockholder return ("TSR") of the Issuer's common stock as compared to the TSR of the constituents of the Russell 3000 Index at the grant date (grant dates were previously reported) over the performance of three years subject to the terms and conditions of the Plan and the Performance-Based Restricted Stock Unit Agreement entered into between the Issuer and the Reporting Person.
- The stock options (the "Options"), reported on this Form 4, represent the right upon vesting to buy shares of Class A 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 March 20, 2018 (the "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 Award Agreement.

/s/ Hezron T. Lopez as
Attorney-in-Fact

11/19/2024

** 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.