

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): November 14, 2017

**DOUBLE EAGLE ACQUISITION CORP.**

(Exact name of registrant as specified in its charter)

**Cayman Islands**  
(State or other jurisdiction of  
incorporation)

**001-37552**  
(Commission File Number)

**N/A**  
(I.R.S. Employer Identification No.)

**2121 Avenue of the Stars, Suite 2300**  
**Los Angeles, CA 90067**  
(Address, including zip code, of principal executive offices)

**(310) 209-7280**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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 7.01. Regulation FD Disclosure.**

As previously announced, on August 21, 2017, Double Eagle Acquisition Corp. (the “Company”) entered into a Stock Purchase Agreement with Williams Scotsman Holdings Corp., a wholly-owned subsidiary of the Company (the “Holdco Acquiror”), Algeco Scotsman Global S.à r.l. and Algeco Scotsman Holdings KFT, pursuant to which the Holdco Acquiror will, subject to the terms and conditions contained therein, acquire all of the issued and outstanding shares of common stock of Williams Scotsman International, Inc. (“Williams Scotsman”), a wholly-owned subsidiary of Algeco/Scotsman Holding S.à r.l. (“A/S Holding” and, together with its subsidiaries, “Algeco Scotsman”) (the transactions contemplated by the Stock Purchase Agreement, the “Business Combination”). In connection therewith, on November 14, 2017, Algeco Scotsman issued a press release announcing the launch of Williams Scotsman’s offering of \$300 million in aggregate principal amount of senior secured notes due 2022 (the “Notes”). The proceeds of the offering will be used, together with funds from other sources, to: (i) fund the Business Combination, (ii) prepay certain Williams Scotsman existing third-party and intercompany indebtedness, (iii) pay fees and expenses incurred in connection with the Business Combination and (iv) provide cash for the combined company’s balance sheet.

A copy of the press release issued by Algeco Scotsman is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

This Current Report on Form 8-K does not constitute an offer to sell or a solicitation of an offer to buy the Notes. The Notes have not been registered under Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

The information furnished pursuant to this Current Report on Form 8-K, including the exhibit hereto, shall not be considered “filed” under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be incorporated by reference into future filings by the Company under the Securities Act or under the Exchange Act, unless the Company expressly sets forth in such future filing that such information is to be considered “filed” or incorporated by reference therein.

### ***Additional Information about the Business Combination and Where to Find It***

In connection with the proposed Business Combination, the Company filed a registration statement on Form S-4 (File No. 333-220356) (the “Registration Statement”) with the Securities and Exchange Commission (the “SEC”), which includes a proxy statement/prospectus, that is both the proxy statement distributed to holders of the Company’s ordinary shares in connection with the Company’s solicitation of proxies for the vote by the Company’s shareholders with respect to the Business Combination and other matters described in the Registration Statement, as well as the prospectus relating to the offer and sale of certain of the securities to be issued in the Business Combination. The Registration Statement was declared effective by the SEC on November 7, 2017 and the definitive proxy statement/prospectus and other relevant documents were mailed to the Company’s shareholders as of October 30, 2017, the record date for the Company’s extraordinary general meeting to be held on November 16, 2017 in connection with the Business Combination. **The Company’s shareholders and other interested persons are advised to read the definitive proxy statement/prospectus included in the Registration Statement as these materials contain important information about Williams Scotsman, the Company and the Business Combination.** Shareholders may also obtain copies of the proxy statement/prospectus and other documents filed with the SEC, without charge, at the SEC’s web site at [www.sec.gov](http://www.sec.gov), or by directing a request to: Morrow Sodali LLC, 470 West Avenue, 3rd Floor, Stamford, CT 06902, or by phone at (800) 662-5200 or email at [DoubleEagle.info@morrrowsodali.com](mailto:DoubleEagle.info@morrrowsodali.com).

### ***Participants in the Solicitation***

The Company and Williams Scotsman and their respective directors and executive officers may be considered participants in the solicitation of proxies with respect to the proposed Business Combination under the rules of the SEC. A list of the names of those directors and executive officers and a description of their interests in the Company is contained in the Company’s definitive proxy statement/prospectus included in the Registration Statement, which is available free of charge from the sources indicated above.

### ***Cautionary Notice Regarding Forward Looking Statements***

This Current Report on Form 8-K contains statements reflecting assumptions, expectations, projections, intentions or beliefs about future events that are intended as “forward-looking statements,” particularly those statements concerning expectations regarding the use of proceeds from the offering. A number of risks and uncertainties could cause the Company and Williams Scotsman’s actual results to differ materially from current projections, forecasts, estimates and expectations relating to the Company, Williams Scotsman and the business combination. Any or all of these forward-looking statements may turn out to be wrong. They can be affected by inaccurate assumptions or by known or unknown risks, uncertainties and other factors, many of which are beyond the Company’s and Williams Scotsman’s control.

### ***About Double Eagle Acquisition Corp.***

The Company is a special purpose acquisition company formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination. The Company began trading on Nasdaq in September 2015 and its Class A ordinary shares, units and warrants trade under the ticker symbols EAGL, EAGLU and EAGLW, respectively. The Company is the third Nasdaq-listed special purpose acquisition company sponsored by Jeff Sagansky, CEO, and Harry E. Sloan, founding investor.

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**About Williams Scotsman International, Inc.**

Headquartered in the historic Fells Point area of Baltimore, MD, Williams Scotsman is a specialty rental services market leader providing innovative modular space and portable storage solutions across North America. Williams Scotsman is the modular space supplier of choice for the construction, education, healthcare, government, retail, commercial, transportation, security and energy sectors. With over half a century of innovative history, organic growth and strategic acquisitions, its branch network includes over 90 locations, its fleet is comprised of 76,000 modular space and portable storage units and its customer base has grown to more than 25,000.

**Disclaimer**

This Current Report on Form 8-K shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities and 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 states or jurisdictions 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.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release issued by Algeco Scotsman.</a>

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**SIGNATURE**

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

**Double Eagle Acquisition Corp.**

By: /s/ Eli Baker

Name: Eli Baker

Title: Vice President, General Counsel and Secretary

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Dated: November 15, 2017

**ALGECO SCOTSMAN ANNOUNCES \$300 MILLION SENIOR SECURED NOTES OFFERING BY WILLIAMS SCOTSMAN**

BALTIMORE, MD – November 14, 2017 - Algeco/Scotsman Holding S.à r.l. (“A/S Holding” and, together with its subsidiaries, “Algeco Scotsman”), today announced that its wholly-owned subsidiary Williams Scotsman International, Inc. (“Williams Scotsman”) is launching an offering of \$300 million in aggregate principal amount of senior secured notes due 2022 (the “Notes”). The proceeds of the offering will be used together with funds from other sources to: (i) fund William Scotsman’s planned business combination (the “Business Combination”) with Double Eagle Acquisition Corp., a NASDAQ-listed special purpose acquisition company (“Double Eagle”), (ii) prepay certain existing third-party and intercompany indebtedness, (iii) pay fees and expenses incurred in connection with the Business Combination and (iv) provide cash for the combined company’s balance sheet.

The Notes are being offered in a private placement transaction to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States in accordance with Regulation S under the Securities Act. The Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**Additional Information about the Business Combination and Where to Find It**

In connection with the proposed Business Combination, Double Eagle filed a registration statement on Form S-4 (File No. 333-220356) (the “Registration Statement”) with the Securities and Exchange Commission (the “SEC”), which includes a proxy statement/prospectus, that is both the proxy statement distributed to holders of Double Eagle’s ordinary shares in connection with Double Eagle’s solicitation of proxies for the vote by Double Eagle’s shareholders with respect to the Business Combination and other matters described in the Registration Statement, as well as the prospectus relating to the offer and sale of certain of the securities to be issued in the Business Combination. The Registration Statement was declared effective by the SEC on November 7, 2017 and the definitive proxy statement/prospectus and other relevant documents have been mailed to Double Eagle’s shareholders as of October 30, 2017, the record date for the extraordinary general meeting of Double Eagle to be held on November 16, 2017 in connection with the Business Combination. Double Eagle’s shareholders and other interested persons are advised to read the definitive proxy statement/prospectus included in the Registration Statement as these materials contain important information about Williams Scotsman, Double Eagle and the Business Combination. Shareholders may also obtain copies of the proxy statement/prospectus and other documents filed with the SEC, without charge, at the SEC’s web site at [www.sec.gov](http://www.sec.gov), or by directing a request to: Morrow Sodali LLC, 470 West Avenue, 3rd Floor, Stamford, CT 06902, or by phone at (800) 662-5200 or email at [DoubleEagle.info@morrrowsodali.com](mailto:DoubleEagle.info@morrrowsodali.com).

**Participants in the Solicitation**

Double Eagle, Algeco Scotsman and Williams Scotsman and their respective directors and executive officers may be considered participants in the solicitation of proxies with respect to the proposed Business Combination under the rules of the SEC. A list of the names of those directors and executive officers and a description of their interests in Double Eagle is contained in Double Eagle’s definitive proxy statement/prospectus included in the Registration Statement, which is available free of charge from the sources indicated above.

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## **About Algeco Scotsman**

Algeco Scotsman is the leading global business services provider focused on modular space, secure portable storage solutions, and remote workforce accommodation management. Headquartered in Baltimore, Algeco Scotsman has operations in 25 countries with a modular fleet of approximately 275,000 units. The company operates as Williams Scotsman and Target Logistics in North America, Algeco in Europe, Elliott in the United Kingdom, Ausco in Australia, Portacom in New Zealand, and Algeco Chengdong in China.

## **About Williams Scotsman International, Inc.**

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This press release contains statements reflecting assumptions, expectations, projections, intentions or beliefs about future events that are intended as “forward-looking statements,” particularly those statements concerning expectations regarding the use of proceeds from the offering. A number of risks and uncertainties could cause our and Williams Scotsman’s actual results to differ materially from current projections, forecasts, estimates and expectations relating to us, it and the business combination. Any or all of these forward-looking statements may turn out to be wrong. They can be affected by inaccurate assumptions or by known or unknown risks, uncertainties and other factors, many of which are beyond our and Williams Scotsman’s control.

## **Disclaimer**

This press release shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities and 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 states or jurisdictions 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.

## **Contact Information**

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