

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): May 17, 2021

WILLSCOT = MOBILE MINI
HOLDINGS CORP



WILLSCOT MOBILE MINI HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-37552
(Commission File Number)

82-3430194
(I.R.S. Employer Identification No.)

4646 E Van Buren St., Suite 400
Phoenix, AZ 85008
(Address, including zip code, of principal executive offices)

(480) 894-6311
(Registrant's telephone number, including area code)

(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.0001 per share	WSC	The Nasdaq Capital Market
Warrants to purchase common stock(1)	WSCWW	OTC Markets Group Inc.
Warrants to purchase common stock(2)	WSCTW	OTC Markets Group Inc.

(1) Issued in connection with the initial public offering of Double Eagle Acquisition Corp., the registrant's legal predecessor company, in September 2015, which are exercisable for one-half of one share of the registrant's common stock for an exercise price of \$5.75.

(2) Issued in connection with the registrant's acquisition of Modular Space Holdings, Inc. in August 2018, which are exercisable for one share of the registrant's common stock at an exercise price of \$15.50 per share.

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 8.01 Results of Operations and Financial Condition.

On May 17, 2021, WillScot Mobile Mini Holdings Corp. (the “Company”) issued a press release, a copy of which is attached hereto as Exhibit 99.1, announcing that the holders of all of the Company’s 2015 Private Warrant have either exercised their warrants on a cashless basis in exchange for shares of the Company’s common stock or agreed to have their warrants repurchased by the Company for cash.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Exhibit Description
99.1	Press Release, dated May 17, 2021, announcing the retirement of all of the Company’s 2015 Private Warrants
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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

WillScot Corporation

Dated: May 17, 2021

By: /s/ Christopher J. Miner

Name: Christopher J. Miner

Title: Executive Vice President & Chief Legal Officer



WILLSCOT MOBILE MINI HOLDINGS ANNOUNCES RETIREMENT OF ALL 2015 PRIVATE WARRANTS

PHOENIX (May 17, 2021) — WillScot Mobile Mini Holdings Corp. (“WillScot Mobile Mini Holdings” or the “Company”) (Nasdaq: WSC), today announced that all 2015 Private Warrant holders have either exercised their warrants on a cashless basis in exchange for WSC common stock or agreed to have their warrants repurchased by the Company for cash. The holders received the number of shares of common stock they were entitled to receive under the terms of the warrant agreement upon a cashless exercise, or, in the case of repurchases, the dollar equivalent thereof, with no premium. The 2015 Private Warrants were issued by Double Eagle Acquisition Corp in connection with its IPO, prior to its combination with Williams Scotsman in 2017.

Tim Boswell, Chief Financial Officer, commented “among the former holders of the 2015 Private Warrants, we are fortunate to have a supportive group of investors who are both enthusiastic about our long-term vision for WillScot Mobile Mini and fully aligned with our shareholders. The members of our board of directors who held Private Warrants elected to receive stock, and we issued a combination of stock and cash, under our \$500 million share repurchase authority, to the other holders.”

Boswell continued, “as these transactions occurred in the second quarter of 2021, we expect to report a final fair value adjustment related to our Common Stock Warrant Liability in our second quarter earnings, but we will no longer report a Common Stock Warrant Liability on our June 30th Balance Sheet or any warrant fair value adjustments in our Income Statement in future periods. This activity does not impact our operational performance indicators, our GAAP metrics above Operating Income, or our non-GAAP metrics.”

The Company issued an aggregate of 2.9 million shares of common stock in connection with the cashless exercises and repurchased the balance of the 2015 Private Warrants for \$20.7 million. As of May 17, 2021, the Company has 230,030,831 shares of common stock outstanding, 8,943,493 2018 Warrants outstanding, and no 2015 Public or Private Warrants outstanding. The remaining 2018 Warrants expire in November 2022.

About WillScot Mobile Mini Holdings

WillScot Mobile Mini Holdings trades on the Nasdaq stock exchange under the ticker symbol “WSC.” Headquartered in Phoenix, Arizona, the Company is a leading business services provider specializing in innovative flexible workspace and portable storage solutions. WillScot Mobile Mini services diverse end markets across all sectors of the economy from a network of approximately 275 branch locations and additional drop lots throughout the United States, Canada, Mexico, and the United Kingdom.

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Additional Information and Where to Find It

Additional information can be found on the company's website at www.willscotmobilemini.com

Contact Information

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