

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Mobile Mini 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) <b>President &amp; CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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, par value \$0.0001 per share	03/01/2024		M		3,800	A	\$0 <sup>(1)</sup>	227,481	D	
Common stock, par value \$0.0001 per share	03/01/2024		F		1,591	D	\$48.06	225,890	D	
Common stock, par value \$0.0001 per share	03/03/2024		M		5,147	A	\$0 <sup>(1)</sup>	231,037	D	
Common stock, par value \$0.0001 per share	03/03/2024		F		2,155	D	\$48.06	228,882	D	
Common stock, par value \$0.0001 per share	03/03/2024		M		61,764	A	\$0 <sup>(2)</sup>	290,646	D	
Common stock, par value \$0.0001 per share	03/03/2024		F		25,849	D	\$48.06	264,797	D	

**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				
Restricted Stock Units	(1)	03/01/2024		M		3,800		(3)	(3)	Common stock	3,800	\$0	48,851	D	
Restricted Stock Units	(1)	03/03/2024		M		5,147		(4)	(4)	Common stock	5,147	\$0	43,704	D	
Performance Stock Units	(2)	03/03/2024		M		61,764		(5)	(5)	Common stock	61,764	\$0	329,336	D	

**Explanation of Responses:**

- 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.
- 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
- On March 1, 2022, the Reporting Person was granted 15,198 RSUs which vest annually in four equal installments on each of the first four anniversaries of the grant date subject to the terms and conditions of the previously disclosed WillScot Mobile Mini Holdings Corp. 2020 Incentive Award Plan (the "Plan") and the Restricted Stock Unit Award Agreement entered into between the Issuer and the Reporting Person.
- On March 3, 2021, the Reporting Person was granted 20,588 RSUs which vest annually in four equal installments on each of the first four anniversaries of the grant date subject to the terms and conditions of the Plan and the Restricted Stock Unit Award Agreement entered into between the Issuer and the Reporting Person.
- On March 3, 2021, the Reporting Person was granted a target number of 30,882 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 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.

**Remarks:**

/s/ Hezron T. Lopez as 03/05/2024  
Attorney-in-Fact  
 \*\* 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.