## FORM 4

### **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C.	20549
vvasilington,	D.C.	20040

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

C/O TDR CAPITAL LLP 20 BENTINCK STREET

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
hours ner resnonse.	0.5							

11. Nature of Indirect Beneficial Ownership (Instr. 4)

footnotes<sup>(2)(3)</sup>

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

	* *					or S	Section	n 30(h) of th	e Invest	ment	Company A	ct of 19	940								
Name and Address of Reporting Person*     Sapphire Holding S.a r.l.					2. Issuer Name and Ticker or Trading Symbol WillScot Mobile Mini Holdings Corp. [ WSC ]									Relationship of Reporting Person(s) to Issuer (Check all applicable)     Director							
						3. Date of Earliest Transaction (Month/Day/Year) 05/13/2021									Officer (give title Other (specify below) below)						
(Street) LONDON X0 W1U 2EU					4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     Form filed by One Reporting Person     X Form filed by More than One Reporting Person							
(City)	(	State)	(Zip)					• • •						<i>a</i>							
1. Title of Security (Instr. 3)		Table I - I	2. Tra	2. Transaction		2A. Deemed Execution Date,		3. Transa	action	4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 and Amount (A) or Property (A) or P		A) or	5. Amount of Securities Beneficially Owned Foll Reported Transaction	/ lowing	6. Own Form: I (D) or I (I) (Inst	Direct ndirect tr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Common stock, par value \$0.0001 pe			er share	05/	/13/20	21			X	ľ		2,425,000 A		\$11.5	(Instr. 3 and 4) 44,738,058		I(2)(3)		See footnotes <sup>(2)(3)</sup>		
Common	stock, par	value \$0.0001 po	er share	05/	/13/20	/2021			S <sup>(1)</sup>		948,200	)(1)	D	\$29.41	43,789,858		58 I <sup>(2)(3</sup>		See footnotes		
			Table								sposed o				Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemee Execution I if any (Month/Day	d Date,	4.	action	5. N Der Sec Acc	lumber of ivative curities quired (A) Disposed of (Instr. 3, 4		Exerc ion Da	isable and	7. Tit Secu Deriv	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  Amount of Number of Shares		8. Price of Derivative Security (Instr. 5)	9. Num derivat Securi Benefi Owned Follow Report	tive ties cially d ing ted	10. Ownersh Form: Direct (D) or Indirect (I) (Instr.	nip () ct	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title				Transa (Instr.	action(s) 4)				
Private Placement Warrants	\$5.75	05/13/2021			X			4,850,000	(4)		(4)	Com stoo par v \$0.0 per s	ck, value 2 0001	2,425,000	\$0		0	I <sup>(2)(3)</sup>		See footnotes <sup>(2)</sup>	
	nd Address of re Holdin	f Reporting Person'																			
1	R CAPITAI		(Mid	ddle)			-														
(Street)		X0	W	1U 2E	U		-														
(City)		(State)	(Zip	D)			-														
		f Reporting Person' Holdings L.P.																			
1	R CAPITAI FINCK STI		(Mid	ddle)																	
(Street)		X0	W	1U 2E	U		-														
(City) (State) (Zip)					_																
	nd Address of Capital LL	f Reporting Person	÷																		
(Last) (First) (Middle)						-															

(Street) LONDON	X0	W1U 2EU						
(City)	(State)	(Zip)						
1. Name and Addres	ss of Reporting Person <sup>*</sup>							
(Last)	(First)	(Middle)						
C/O TDR CAPITAL LLP								
20 BENTINCK STREET								
(Street)								
LONDON	X0	W1U 2EU						
(City)	(State)	(Zip)						

#### **Explanation of Responses:**

- 1. Pursuant to the Warrant Agreement dated as of September 10, 2015, on May 12, 2021, Sapphire Holding S.a.r.l ("Sapphire") exercised warrants to purchase 2,425,000 shares of the Issuer's common stock, par value \$0.0001 per share ("Common Stock"), for \$11.50 per share. Sapphire paid the exercise price on a cashless basis, resulting in the Issuer withholding 948,200 shares of Common Stock otherwise issuable by exercise of the warrant to pay the exercise price, and issuing to Sapphire the remaining 1,476,800 shares of Common Stock.
- 2. As sole shareholder of Sapphire, TDR Capital II Holdings L.P., TDR Capital LLP may be deemed the beneficial owner of such shares of Common Stock held by Sapphire. As manager of TDR Capital II Holdings L.P., TDR Capital LLP may be deemed the beneficial owners of such shares of Common Stock held by Sapphire. As founding partners of TDR Capital LLP, Stephen Robertson and Manjit Dale may be deemed the beneficial owners of such shares of Common Stock held by Sapphire. Each of TDR Capital II Holdings L.P., TDR Capital LLP, Stephen Robertson and Manjit Dale (the "Reporting Persons") may be deemed to be the beneficial owner of all or a portion of the securities reported herein.
- 3. Each of the Reporting Persons disclaims beneficial ownership of the securities of the Issuer, except to the extent of his pecuniary interest therein. The filing of this report shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or otherwise, the Reporting Persons are the beneficial owners of any of the securities reported herein.
- 4. The Private Placement Warrants became exercisable on December 29, 2017 and expire at 5pm, New York City time, on November 29, 2022, or earlier upon redemption or liquidation.

### Remarks:

Stephen Robertson, as a director of the Issuer, is filing a separate Form 4 disclosing his beneficial ownership interest in the Common Stock, which was submitted on the Securities and Exchange Commission's EDGAR system on or about the date bereaf

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.