

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

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).

1. Name and Address of Reporting Person* <u>WILLIAMS KELLY M</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) President & COO
	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2021	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$0.0001 per share	03/03/2021		M		2,708	A	\$14.52	188,884	D	
Common stock, par value \$0.0001 per share	03/03/2021		M		11,868	A	\$19.86	200,752	D	
Common stock, par value \$0.0001 per share	03/03/2021		M		20,832	A	\$21.52	221,584	D	
Common stock, par value \$0.0001 per share	03/03/2021		M		3,537	A	\$21.52	225,121	D	
Common stock, par value \$0.0001 per share	03/03/2021		M		22,585	A	\$17.86	247,706	D	
Common stock, par value \$0.0001 per share	03/03/2021		M		67,118	A	\$17.79	314,824	D	
Common stock, par value \$0.0001 per share	03/03/2021		M		6,464	A	\$17.79	321,288	D	
Common stock, par value \$0.0001 per share	03/03/2021		M		3,056	A	\$10.91	324,344	D	
Common stock, par value \$0.0001 per share	03/03/2021		M		26,488	A	\$13.54	350,832	D	
Common stock, par value \$0.0001 per share	03/03/2021		M		26,486	A	\$13.54	377,318	D	
Common stock, par value \$0.0001 per share	03/03/2021		M		26,486	A	\$13.54	403,804	D	
Common stock, par value \$0.0001 per share	03/03/2021		M		16,632	A	\$13.54	420,436	D	
Common stock, par value \$0.0001 per share	03/03/2021		M		3,056	A	\$10.91	423,492	D	
Common stock, par value \$0.0001 per share	03/03/2021		M		26,486	A	\$13.54	449,978	D	
Common stock, par value \$0.0001 per share	03/03/2021		M		26,486	A	\$13.54	476,464	D	
Common stock, par value \$0.0001 per share	03/03/2021		S		290,288	D	\$27.29 ⁽¹⁾	186,176	D	
Common stock, par value \$0.0001 per share	03/03/2021		S		72,176	D	\$27.42 ⁽²⁾	114,000	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				
Employee Stock Option (right to buy)	\$14.52	03/03/2021		M			2,708	(3)	(3)	Common Stock	2,708	\$0	0	D	
Employee Stock Option (right to buy)	\$19.86	03/03/2021		M			11,868	(3)	(3)	Common Stock	11,868	\$0	0	D	
Employee Stock Option (right to buy)	\$21.52	03/03/2021		M			20,832	(3)	(3)	Common Stock	20,832	\$0	0	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				
Employee Stock Option (right to buy)	\$21.52	03/03/2021		M			3,537	(3)	(3)	Common Stock	3,537	\$0	0	D	
Employee Stock Option (right to buy)	\$17.86	03/03/2021		M			22,585	(3)	(3)	Common Stock	22,585	\$0	0	D	
Employee Stock Option (right to buy)	\$17.79	03/03/2021		M			67,118	(3)	(3)	Common Stock	67,118	\$0	0	D	
Employee Stock Option (right to buy)	\$17.79	03/03/2021		M			6,464	(3)	(3)	Common Stock	6,464	\$0	0	D	
Employee Stock Option (right to buy)	\$10.91	03/03/2021		M			3,056	(3)	(3)	Common Stock	3,056	\$0	0	D	
Employee Stock Option (right to buy)	\$13.54	03/03/2021		M			26,488	(3)	(3)	Common Stock	26,488	\$0	0	D	
Employee Stock Option (right to buy)	\$13.54	03/03/2021		M			26,486	(3)	(3)	Common Stock	26,486	\$0	0	D	
Employee Stock Option (right to buy)	\$13.54	03/03/2021		M			26,486	(3)	(3)	Common Stock	26,486	\$0	0	D	
Employee Stock Option (right to buy)	\$13.54	03/03/2021		M			16,632	(3)	(3)	Common Stock	16,632	\$0	0	D	
Employee Stock Option (right to buy)	\$10.91	03/03/2021		M			3,056	(3)	(3)	Common Stock	3,056	\$0	0	D	
Employee Stock Option (right to buy)	\$13.54	03/03/2021		M			26,486	(3)	(3)	Common Stock	26,486	\$0	0	D	
Employee Stock Option (right to buy)	\$13.54	03/03/2021		M			26,486	(3)	(3)	Common Stock	26,486	\$0	0	D	
Performance Stock Units	(4)	03/03/2021		A			38,603	(6)	(6)	Common Stock	38,603	\$0	38,603	D	
Restricted Stock Units	(5)	03/03/2021		A			25,735	(7)	(7)	Common Stock	25,735	\$0	254,394	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.04 to \$27.88, inclusive. The Reporting Person undertakes to provide to WillScot Mobile Mini Holdings Corp., any security holder of WillScot Mobile Mini Holdings Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.05 to \$27.88, inclusive. The Reporting Person undertakes to provide to WillScot Mobile Mini Holdings Corp., any security holder of WillScot Mobile Mini Holdings Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.
- Received in connection with the completion of the merger (the "Merger"), on July 1, 2020, of Picasso Merger Sub, Inc., a subsidiary of the Issuer ("Merger Sub"), with and into Mobile Mini, Inc. ("Mobile Mini") in exchange for employee stock options to acquire shares of common stock of Mobile Mini owned prior to the Merger, pursuant to the terms of the Agreement and Plan of Merger, dated as of March 1, 2020, by and among the Issuer, Merger Sub and Mobile Mini, as amended on May 28, 2020.
- 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.
- 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.
- On March 3, 2021, the Reporting Person was granted (i) 38,603 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 previously disclosed WillScot Mobile Mini Holdings Corp. 2020 Incentive Award Plan (the "Plan") and the Performance-Based Restricted Stock Unit Agreement entered into between the Issuer and the Reporting Person.
- On March 3, 2021, the Reporting Person was granted (ii) 25,735 RSUs which vest 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 Plan and the Restricted Stock Unit Agreement entered into between the Issuer and the Reporting Person.

/s/ Christopher J. Miner as
Attorney-in-Fact

03/05/2021

** Signature of Reporting Person

Date

* 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.

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