

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): June 3, 2022

WILLSCOT - MOBILE MINI  
HOLDINGS CORP



**WILLSCOT MOBILE MINI HOLDINGS CORP.**

(Exact name of registrant as specified in its charter)

Delaware

001-37552

82-3430194

(State or other jurisdiction of incorporation)

(Commission File Number)

(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:

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

(1) 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 3.03 Material Modifications to Right of Shareholders.**

The information set forth in Item 5.03 below is incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 3, 2022, WillScot Mobile Mini Holdings Corp. (the “Company”) filed a certificate of amendment with the Secretary of State of the State of Delaware amending the Company’s amended and restated certificate of incorporation, as amended (the “Certificate of Incorporation”), to declassify the Company’s board of directors and provide for the immediate annual election of all directors. The declassification amendment (the “Amendment”) was described in detail in proposal 1 included in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 19, 2022 (the “Proxy Statement”). At the Company’s annual meeting of stockholders held on June 3, 2022 (the “Annual Meeting”), the stockholders approved the Amendment.

The certificate of amendment of the Certificate of Incorporation is filed herewith as Exhibit 3.1 and incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, the Company’s stockholders voted on four proposals. The voting results for each proposal, including the votes for and against, and any abstentions or broker non-votes, are described below.

**Proposal 1: Approve an Amendment to the Certificate of Incorporation of the Company to Immediately Declassify the Board of Directors**

The stockholders approved an amendment to the Certificate of Incorporation of the Company to declassify the Board. The results of the vote taken are as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|----------------|------------------------|
| 199,910,484 | 31,062         | 53,193         | 8,785,636              |

**Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm**

The stockholders ratified the selection, by the Audit Committee of the Board, of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022. The results of the vote taken are as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|----------------|------------------------|
| 208,748,968 | 14,397         | 17,010         | —                      |

**Proposal 3: Approval, by Advisory Vote, of the Compensation of the Company’s Named Executive Officers**

The stockholders approved, on an advisory and non-binding basis, the compensation of the named executive officers of the Company. The results of the vote taken are as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|----------------|------------------------|
| 172,524,138 | 27,403,926     | 66,675         | 8,785,636              |

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## Proposal 4A: Election of Directors

The stockholders voted for all eleven of management's nominees for election as directors to serve for a term that shall expire at the 2023 annual meeting of stockholders or until their successors are elected and qualified. The results of the vote taken are as follows:

| Nominee              | For         | Against   | Abstain | Broker Non-Vote |
|----------------------|-------------|-----------|---------|-----------------|
| Mark S. Bartlett     | 192,801,213 | 7,153,212 | 40,314  | 8,785,636       |
| Erika T. Davis       | 196,650,178 | 3,304,203 | 40,358  | 8,785,636       |
| Sarah R. Dial        | 198,998,552 | 955,829   | 40,358  | 8,785,636       |
| Jeffrey S. Goble     | 195,766,193 | 4,186,754 | 41,792  | 8,785,636       |
| Gerard E. Holthaus   | 198,856,880 | 1,097,051 | 40,808  | 8,785,636       |
| Kimberly J. McWaters | 199,571,788 | 382,596   | 40,355  | 8,785,636       |
| Erik Olsson          | 191,983,354 | 7,970,349 | 41,036  | 8,785,636       |
| Rebecca Owen         | 196,278,608 | 3,675,770 | 40,361  | 8,785,636       |
| Jeff Sagansky        | 195,836,586 | 4,116,737 | 41,416  | 8,785,636       |
| Bradley L. Soultz    | 199,590,335 | 364,131   | 40,273  | 8,785,636       |
| Michael W. Upchurch  | 199,589,578 | 364,114   | 41,047  | 8,785,636       |

## Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No.         | Exhibit Description  |
|---------------------|--|
| <a href="#">3.1</a> | <a href="#">Certificate of Amendment of Certificate of Incorporation, filed June 3, 2022 with the Secretary of State of the State of Delaware.</a> |
| 104                 | Cover Page Interactive Data File (embedded within the Inline XBRL document)  |

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**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 Mobile Mini Holdings Corp.**

Dated: June 3, 2022

By: /s/ Hezron Timothy Lopez

Name: Hezron Timothy Lopez

Title: Executive Vice President, Chief Legal & Compliance Officer &  
ESG

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**CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF  
WILLSCOT MOBILE MINI HOLDINGS CORP.**

WillScot Mobile Mini Holdings Corp. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), DOES HEREBY CERTIFY as of June 3, 2022, as follows:

FIRST: That the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended as follows:

Paragraph 2 of Article VII thereof shall read in its entirety as follows:

"2. Number; Term; Election; Qualification. The number of directors that constitutes the Board shall be fixed from time to time by resolution of the Board in accordance with the Bylaws, and shall consist of not less than three or more than thirteen directors. Each director shall be elected at each annual meeting of stockholders and shall hold office until the following annual meeting of stockholders. The term of each director serving as of and immediately following the date of the 2021 annual meeting of stockholders shall expire at the 2022 annual meeting of stockholders, notwithstanding that such director may have been elected for a term that extended beyond the date of the 2022 annual meeting of stockholders. Each director shall serve until his or her successor is duly elected and qualified or until his or her death, resignation, or removal. If the number of directors is hereafter changed, no decrease in the number of directors constituting the Board shall shorten the term of any incumbent director."

SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the DGCL.

[Signature Page Follows]

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed on its behalf as of the date first indicated above.

By: /s/ Hezron Timothy Lopez

Name: Hezron Timothy Lopez

Title: Executive Vice President, Chief Legal & Compliance Officer &  
ESG

[Signature Page to Certificate of Amendment]

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