

**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): **September 29, 2020**

**MONOCLE ACQUISITION CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38801**  
(Commission  
File Number)

**82-1751907**  
(IRS Employer  
Identification No.)

**750 Lexington Avenue, Suite 1501**  
**New York, NY 10022**  
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(212) 446-6981**

**Not Applicable**  
(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
<b>Units, each consisting of one share of Common Stock and one redeemable Warrant</b>	<b>MNCLU</b>	<b>The Nasdaq Stock Market LLC</b>
<b>Common Stock, par value \$0.0001 per share</b>	<b>MNCL</b>	<b>The Nasdaq Stock Market LLC</b>
<b>Redeemable warrants, each warrant exercisable for one share of Common Stock at an exercise price of \$11.50</b>	<b>MNCLW</b>	<b>The Nasdaq Stock Market LLC</b>

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 7.01 Regulation FD Disclosure.**

As previously disclosed in a Current Report on Form 8-K filed with the Securities and Exchange Commission by Monocle Acquisition Corporation (Monocle), on September 8, 2020, Monocle entered into an Amended and Restated Agreement and Plan of Merger (the "Amended and Restated Merger Agreement") with Monocle Holdings Inc., a Delaware corporation and wholly-owned direct subsidiary of Monocle ("NewCo"), Monocle Merger Sub 1 Inc., a Delaware corporation and wholly-owned direct subsidiary of NewCo ("Merger Sub 1"), Monocle Merger Sub 2 LLC, a Delaware limited liability company and wholly-owned indirect subsidiary of NewCo ("Merger Sub 2") and together with Monocle, NewCo and Merger Sub 1, the "Monocle Parties", AerSale Corp., a Delaware corporation ("AerSale"), and solely in its capacity as the initial Holder Representative, Leonard Green & Partners, L.P., a Delaware limited partnership ("Leonard Green").

Monocle is pleased to announce that AerSale, Inc., the operating subsidiary of Monocle's business combination partner, is nearing completion of initial flight testing of AerAware™, an advanced Enhanced Flight Vision System solution that enables a pilot to 'see' through low visibility conditions by presenting advanced imaging technology along with real time aircraft primary flight systems data on an Elbit Systems/Universal Avionics SkyLens™ Head Wearable Display. AerSale has successfully integrated this originally developed military technology on a commercial Boeing 737-800 NG aircraft. The FAA has accepted AerSale's Supplemental Type Certificate ("STC") application for AerAware™, which commences the STC certification process. When initial flight evaluation of AerAware™ is completed, AerSale intends to begin FAA flight testing for approval of system use on commercial aircraft. AerSale anticipates FAA STC approval during the fourth quarter of 2020, followed up with EASA approval in early 2021.

On September 29, 2020, AerSale issued a news release which provides additional details, a copy of which is furnished as Exhibit 99.1 hereto.

Monocle believes that AerAware™ is further illustration of AerSale's ability to provide high quality, cost-effective solutions to the aviation industry. The information in this Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

***Important Information About the Business Combination and Where to Find It***

In connection with the proposed Business Combination, Monocle has filed a Registration Statement on Form S-4, which includes a preliminary proxy statement/prospectus of Monocle. Monocle will mail a definitive proxy statement/prospectus and other relevant documents to its stockholders. MONOCLE'S STOCKHOLDERS AND OTHER INTERESTED PERSONS ARE ADVISED TO READ, WHEN AVAILABLE, THE PRELIMINARY PROXY STATEMENT/PROSPECTUS AND THE AMENDMENTS THERETO AND THE DEFINITIVE PROXY STATEMENT/PROSPECTUS AND DOCUMENTS INCORPORATED BY REFERENCE THEREIN FILED IN CONNECTION WITH THE PROPOSED BUSINESS COMBINATION, AS THESE MATERIALS WILL CONTAIN IMPORTANT INFORMATION ABOUT AERSALE, MONOCLE AND THE PROPOSED BUSINESS COMBINATION. When available, the definitive proxy statement/prospectus and other relevant materials for the proposed Business Combination will be mailed to stockholders of Monocle as of a record date to be established for voting on the proposed Business Combination. Stockholders will also be able to obtain copies of the preliminary proxy statement/prospectus, the definitive proxy statement/prospectus and other documents filed with the SEC that will be incorporated by reference therein, without charge, once available, at the SEC's web site at [www.sec.gov](http://www.sec.gov).

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### ***Participants in the Solicitation***

Monocle and AerSale and their respective directors and executive officers, under SEC rules, may be deemed to be participants in the solicitation of proxies of Monocle's stockholders in connection with the proposed Business Combination. Investors and security holders may obtain more detailed information regarding the names and interests in the proposed Business Combination of Monocle's directors and officers in Monocle's filings with the SEC, including Monocle's Form S-1 registration statement, which was declared effective by the SEC on February 6, 2019. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies to Monocle's stockholders in connection with the proposed Business Combination will be set forth in the proxy statement/prospectus for the proposed Business Combination when available. Additional information regarding the interests of participants in the solicitation of proxies in connection with the proposed Business Combination will be included in the registration statement that the parties intend to file with the SEC.

### ***Forward-Looking Statements***

This Current Report on Form 8-K includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Monocle's and AerSale's actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward looking statements as predictions of future events. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "continue," and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, Monocle's and AerSale's expectations with respect to future performance and anticipated financial impacts of the Business Combination, the satisfaction of the closing conditions to the Business Combination and the timing of the completion of the Business Combination. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Most of these factors are outside Monocle's and AerSale's control and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the Amended and Restated Merger Agreement or could otherwise cause the Business Combination to fail to close; (2) the outcome of any legal proceedings that may be instituted against Monocle and AerSale following the announcement of the Amended and Restated Merger Agreement and the Business Combination; (3) the inability to complete the Business Combination, including due to failure to obtain approvals from the stockholders of Monocle and AerSale or other conditions to closing in the Amended and Restated Merger Agreement; (4) the inability to obtain or maintain the listing of the shares of common stock of the post-acquisition company on The Nasdaq Stock Market following the Business Combination; (5) the risk that the Business Combination disrupts current plans and operations as a result of the announcement and consummation of the Business Combination; (6) the ability to recognize the anticipated benefits of the Business Combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably and retain its key employees; (7) costs related to the Business Combination; (8) changes in applicable laws or regulations; (9) the possibility that AerSale or the combined company may be adversely affected by other economic, business, and/or competitive factors; and (10) other risks and uncertainties indicated from time to time in the proxy statement/prospectus relating to the Business Combination, including those under "Risk Factors" therein, and in Monocle's other filings with the SEC. Monocle cautions that the foregoing list of factors is not exclusive. Monocle further cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. Monocle does not undertake to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based unless required to do so under applicable law.

### ***No Offer or Solicitation***

This Current Report on Form 8-K is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed Business Combination and shall not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of any securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction.

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**Item 8.01 Other Events.**

To the extent required by law, the information in Item 7.01 of this Form 8-K is incorporated into this Item 8.01.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release, dated September 29, 2020.</a>

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**SIGNATURE**

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

**MONOCLE ACQUISITION CORPORATION**

By: /s/ Eric J. Zahler  
Name: Eric J. Zahler  
Title: President and Chief Executive Officer

Dated: September 29, 2020

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FOR IMMEDIATE RELEASE

## **AERSALE COMMENCES AERAWARE™ EFVS FLIGHT TESTING FEATURING UNIVERSAL AVIONICS CLEARVISION™ COMPONENTS ON A SPECIALLY MODIFIED COMMERCIAL BOEING 737-800 PROTOTYPE AIRCRAFT**

### **- AerAware™ Enhanced Flight Vision System (EFVS) Enables Pilots to See Through Low Visibility Conditions -**

CORAL GABLES, FL, September 29, 2020 – AerSale, Inc., a leading provider of aviation products and services, announced today that it is nearing completion of initial flight testing of AerAware™, an advanced EFVS solution that enables a pilot to 'see' through low visibility conditions by presenting advanced imaging technology along with real time aircraft primary flight systems data on an Elbit Systems/Universal Avionics SkyLens™ Head Wearable Display (HWD). AerSale has successfully integrated this originally developed military technology on a commercial Boeing 737-800 NG aircraft.

The integration of EFVS into commercial aircraft is an innovative and transformative technology developed and deployed after thorough safety testing to advance commercial aviation safety and operational efficiencies. The Federal Aviation Administration (FAA) has identified EFVS as one of the objectives of the Next Generation Air Transportation System (NextGen) improvements, the FAA-led modernization of America's air transportation system to make flying even safer, more efficient, and more predictable.

AerAware™ includes a ClearVision™ multi-spectral camera, SkyLens™ HWD and other system components manufactured by Universal Avionics, a subsidiary of Israeli manufacturer Elbit Systems, and marketed by Universal Avionics as ClearVision™ EFVS.

AerSale has modified a company owned aircraft to integrate the Universal Avionics ClearVision™ suite including a modified radome to accommodate the camera installation, system wiring, connectors and mounting hardware in equipment bays and flight deck. AerSale will have Parts Manufacturing Approval (PMA) for the installation components while Universal Avionics has PMA for the ClearVision™ system components.

AerSale is uniquely positioned as a 'one-stop shop' for the project, integrating Universal Avionics' ClearVision™ components on the Boeing 737-800 NG platform by providing the prototype aircraft, creating the engineering design, building the modification kit, performing the installation, and performing necessary certification flights.

The FAA has assigned Supplemental Type Certificate (STC) project number ST16454AT-T for AerAware™, indicating the agency's acceptance of AerSale's STC application and the commencement of the STC certification process. When initial flight evaluation of AerAware™ is completed by AerSale, the Company will progress to FAA flight testing, for approval of system use on commercial aircraft, anticipating FAA STC approval by Q4 2020, followed up with EASA approval in early 2021.

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Iso Nezej, President of AerSale's Engineered Solutions Division said, "The successful integration of Universal's ClearVision™ EFVS into AerSale's AerAware™ product brings a superior advanced system available as a retrofit to existing commercial aircraft. The quality and content of the imagery seen by the pilot wearing our HWD is second to none. Our technology integrates military grade hardware onto existing commercial aircraft and will be a preferred EFVS solution in the large existing addressable commercial fleet market."

"We were ecstatic to partner with Universal to provide our engineering and modification expertise to install ClearVision™ EFVS into commercial aircraft" said Nicolas Finazzo, Chairman & Chief Executive Officer of AerSale. "We immediately recognized that the Universal EFVS technology was superior to anything else that was available and decided to include virtually all commercial aircraft platforms in our STC development process."

#### **AerAware™ Advantages**

AerAware™ combines real-time aircraft systems data, advanced multispectral camera imaging, and 3D synthetic vision onto an ergonomic head wearable display that can be worn by either or both pilots. This technology integration simultaneously enables clear visibility to 'external world' references and flight deck displays, while also allowing pilots to capitalize on its wide field of view synthetic landscape imagery throughout the entire approach, landing, and rollout envelope.

With AerAware™, required visual approach and landing references are revealed to the pilot significantly earlier in the landing approach. This enables pilots to descend below published natural vision instrument approach minimums. AerAware™ even allows aircraft dispatch 'to and from' airports when visibility is well below published natural vision instrument approach minimums.

#### **About AerSale**

AerSale serves airlines operating large jets manufactured by Boeing, Airbus and McDonnell Douglas and is dedicated to providing integrated aftermarket services and products designed to help aircraft owners and operators to realize significant savings in the operation, maintenance and monetization of their aircraft, engines, and components. AerSale's offerings include: Aircraft & Component MRO, Aircraft and Engine Sales and Leasing, Used Serviceable Material sales, and internally developed 'Engineered Solutions' to enhance aircraft performance and operating economics (e.g. AerSafe™, AerTrak™, and now AerAware™).

AerSale expects to complete its business combination with Monocle Acquisition Corporation (Nasdaq: MNCL) and become a publicly listed company in the fourth quarter of 2020.

#### **Media Contacts:**

For more information about AerSale, please visit our website: [www.AerSale.com](http://www.AerSale.com).

Follow us on: [LinkedIn](#) | [Twitter](#) | [Facebook](#) | [Instagram](#)

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