
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AERSALE CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

84-3976002
(I.R.S. Employer
Identification Number)

255 Alhambra Circle, Suite 435
Coral Gables, Florida 33134
(Address of Principal Executive Offices) (Zip Code)

AERSALE CORPORATION 2020 EQUITY INCENTIVE PLAN
(Full title of the plan)

Nicolas Finazzo
Chief Executive Officer
AerSale Corporation
255 Alhambra Circle, Suite 435
Coral Gables, Florida 33134
(Name and address of agent for service)
(305) 764-3200
(Telephone number, including area code, of agent for service)

With a copy to:
Jeffrey E. Beck
Snell & Wilmer L.L.P.
One East Washington Street
Suite 2700
Phoenix, Arizona 85004
(602) 382-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement relates to the registration statement on Form S-8 (No. 333-253424) (the "2021 Form S-8") that AerSale Corporation, a Delaware corporation (the "Company"), filed on [February 24, 2021](#), pursuant to which the Company registered 4,200,000 shares of its common stock, \$0.0001 per share ("Common Stock"), for issuance under the AerSale Corporation 2020 Equity Incentive Plan (the "Plan"). The contents of the 2021 Form S-8 are incorporated by reference herein pursuant to General Instruction E to Form S-8, except that the provisions contained in Part II of the 2021 Form S-8 are modified as set forth in this Registration Statement. This Registration Statement relates to the amendment to the Plan to increase the number of shares of Common Stock authorized to be issued thereunder from 4,200,000 to 6,200,000.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

* Filed herewith.

Exhibit Number	Description of Exhibit
4.1	Amended and Restated Certificate of Incorporation of AerSale Corporation (f/k/a Monocle Holdings Inc.), dated October 13, 2020 (incorporated herein by reference to Exhibit 3.1 to the Registration Statement on Form S-4/A (File No. 333-235766), filed by Monocle Holdings, Inc. on October 14, 2020).
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of AerSale Corporation (f/k/a Monocle Holdings Inc.), dated December 22, 2020 (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K (001-38801), filed on December 23, 2020).
4.3	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of AerSale Corporation, dated June 17, 2021 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (001-38801), filed on June 21, 2021).
4.4	Amended and Restated Bylaws of AerSale Corporation (f/k/a Monocle Holdings Inc.), dated October 13, 2020 (incorporated herein by reference to Exhibit 3.2 to the Registration Statement on Form S-4/A (File No. 333-235766), filed by Monocle Holdings, Inc. on October 14, 2020).
4.5	Amendment No. 1 to the Amended and Restated Bylaws of AerSale Corporation (f/k/a Monocle Holdings Inc.), dated December 22, 2020 (incorporated herein by reference to Exhibit 3.4 to the Company's Current Report on Form 8-K (001-38801), filed on December 23, 2020).
4.6	Specimen Common Stock Certificate of AerSale Corporation (f/k/a Monocle Holdings Inc.) (incorporated herein by reference to Exhibit 4.2 to the Registration Statement on Form S-4/A (File No. 333-235766), filed by Monocle Holdings, Inc. on February 14, 2020).
5.1*	Opinion of Snell & Wilmer L.L.P.
23.1*	Consent of Grant Thornton LLP, independent registered public accounting firm.
23.2*	Consent of Snell & Wilmer L.L.P. (included in Exhibit 5.1).
24.1*	Powers of Attorney (included on the signature page of the Registration Statement).
99.1	AerSale Corporation 2020 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-4 (File No. 333-235766), filed by Monocle Holdings, Inc. on October 14, 2020).
99.2*	First Amendment to the AerSale Corporation 2020 Equity Incentive Plan.
107.1*	Filing Fee Table.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Coral Gables, State of Florida, on September 22, 2023.

AERSALE CORPORATION

By: /s/ Nicolas Finazzo
Name: Nicolas Finazzo
Title: Chairman, Chief Executive Officer, Division President, TechOps and Director

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Nicolas Finazzo, Martin Garmendia and James Fry, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with any and all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
<u>/s/ Nicolas Finazzo</u> Nicolas Finazzo	Chairman, Chief Executive Officer, Division President, TechOps and Director (principal executive officer)	September 22, 2023
<u>/s/ Martin Garmendia</u> Martin Garmendia	Chief Financial Officer and Treasurer (principal financial and accounting officer)	September 22, 2023
<u>/s/ Robert B. Nichols</u> Robert B. Nichols	Vice Chairman, Division President, Asset Management Solutions and Director	September 22, 2023
<u>/s/ Jonathan Seiffer</u> Jonathan Seiffer	Director	September 22, 2023
<u>/s/ Peter Nolan</u> Peter Nolan	Director	September 22, 2023
<u>/s/ Richard J. Townsend</u> Richard J. Townsend	Director	September 22, 2023
<u>/s/ C. Robert Kehler</u> General C. Robert Kehler	Director	September 22, 2023

/s/ Judith A. Fedder
Lt. General Judith A. Fedder

Director

September 22, 2023

/s/ Andrew Levy
Andrew Levy

Director

September 22, 2023

[Snell & Wilmer L.L.P. Letterhead]

September 22, 2023

AerSale Corporation
255 Alhambra Circle, Suite 435
Coral Gables, Florida 33134

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of AerSale Corporation, a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of 2,000,000 shares (the "Shares") of the Company's common stock, \$0.0001 par value per share, pursuant to the AerSale Corporation 2020 Equity Incentive Plan (as amended, the "Plan").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the Shares have been duly authorized and, when issued in accordance with the terms of the Plan against payment therefor, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Snell & Wilmer L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 7, 2023, with respect to the consolidated financial statements of AerSale Corporation included in the Annual Report on Form 10-K for the year ended December 31, 2022, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ Grant Thornton LLP

Miami, Florida
September 22, 2023

**FIRST AMENDMENT TO THE
AERSALE CORPORATION 2020 EQUITY INCENTIVE PLAN**

Effective as of December 22, 2020, AerSale Corporation (the “Company”) established the AerSale Corporation 2020 Equity Incentive Plan (the “Plan”). By adoption of this instrument, the Company now desires to amend the Plan to increase the number of shares of stock reserved and available for grant pursuant to the Plan by 2,000,000 and to make certain other clarifying changes as set forth below.

1. This Amendment shall be effective as of the date it is approved by the stockholders at the Company’s 2023 Annual Meeting of Stockholders and shall be void in the absence of such approval.

2. Section 4(c) of the Plan (Delegation) is hereby amended and restated in its entirety to read as follows:

(b) Delegation. Except to the extent prohibited by applicable law or the applicable rules and regulations of any securities exchange or inter-dealer quotation system on which the securities of the Company are listed or traded, the Committee may allocate all or any portion of its responsibilities and powers to any one or more of its members and may delegate all or any part of its responsibilities and powers to any Person or Persons selected by it. Any such allocation or delegation may be revoked by the Committee at any time. Without limiting the generality of the foregoing, the Committee may delegate to one or more officers of any member of the Company Group the authority to act on behalf of the Committee with respect to any matter, right, obligation, or election which is the responsibility of, or which is allocated to, the Committee herein, and which may be so delegated as a matter of law, except for grants of Awards to Non-Employee Directors and to Persons who are or may become upon hiring subject to Section 16 of the Exchange Act. Notwithstanding the foregoing in this Section 4(c), it is intended that any action under the Plan intended to qualify for an exemption provided by Rule 16b-3 promulgated under the Exchange Act related to Persons who are subject to Section 16 of the Exchange Act will be taken only by the Board or by a committee or subcommittee of two or more Qualifying Directors. However, the fact that any member of such committee or subcommittee shall fail to qualify as a Qualifying Director shall not invalidate any action that is otherwise valid under the Plan.

3. Section 5(b) of the Plan (Share Reserve and Limits) is hereby amended and restated in its entirety to read as follows:

(b) Share Reserve and Limits. Awards granted under the Plan shall be subject to the following limitations: (i) subject to Section 11 of the Plan, no more than 6,200,000 shares of Common Stock (the “Absolute Share Limit”) shall be available for Awards under the Plan; (ii) subject to Section 11 of the Plan, no more than the number of shares of Common Stock equal to the Absolute Share Limit may be issued in the aggregate pursuant to the exercise of Incentive Stock Options granted under the Plan; and (iii) during a single fiscal year, each Non-Employee Director shall be granted a number of shares of Common Stock subject to Awards, taken together with any cash fees paid to such Non-Employee Director during such fiscal year, equal to (A) a total value of \$300,000 (calculating the value of any such Awards based on the grant date fair value of such Awards for financial reporting purposes) or (B) such lower amount as determined by the Board prior to the Date of Grant, either as part of the Company’s Non-Employee Director compensation program or as otherwise determined by the Board in the event of any change to such Non-Employee Director’s compensation program or for any particular period of service. To the extent the Board makes a determination pursuant to clause (iii)(B) above with respect to any year of service, such determination shall in no event be applicable to any subsequent year of service without a further determination by the Board in respect of any subsequent year of service.

4. Section 13(c) of the Plan (Dividends and Dividend Equivalents) is hereby amended by adding the following new subsection (iv) to the end thereof to read as follows:

(iv) For the avoidance of doubt, dividend equivalent awards may not be awarded in connection with an award of Options or SARs and in no event will any dividend or dividend equivalent award vest or be paid prior to the satisfaction of the vesting condition applicable to the corresponding Award and such dividend or dividend equivalent shall only be paid to the Participant if and to the extent that the vesting conditions related to the underlying Award are satisfied.

5. This Amendment shall only amend the provisions of the Plan referred to above, and those provisions not amended hereby shall be considered in full force and effect. Notwithstanding the foregoing, this Amendment shall supersede the provisions of the Plan to the extent those provisions are inconsistent with the provisions and intent of this Amendment.

IN WITNESS WHEREOF, the Company has caused this Amendment to be executed as of this 14th day of April, 2023.

AERSALE CORPORATION

By: /s/ James Fry

James Fry, Executive Vice President, General Counsel and Secretary

Calculation of Filing Fee Table

Form S-8
(Form Type)

AerSale Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock \$0.0001 par value	Other(1)	2,000,000(2)(3)	\$15.395(4)	\$30,790,000(4)	\$110.20 per \$1,000,000	\$3,393.06
Total Offering Amounts					\$30,790,000		\$3,393.06
Total Fee Offsets							—
Net Fee Due							\$3,393.06

(1) Rules 457(c) and 457(h).

(2) Represents an additional 2,000,000 shares of the registrant's common stock, par value \$0.0001 per share (the "Common Stock"), reserved for issuance under the AerSale Corporation 2020 Equity Incentive Plan (as amended, the "Plan").

(3) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of Common Stock that may become issuable under the Plan in the event of certain changes in the number of shares of Common Stock outstanding, including stock dividends, stock splits, recapitalization, merger, consolidation, combination or exchange of shares, or other similar transactions.

(4) Estimated solely for the purpose of determining the registration fee, pursuant to Rules 457(c) and 457(h) under the Securities Act, on the basis of the average of the high and low prices of the Common Stock as reported on the Nasdaq Capital Market on September 15, 2023, which is a date within five business days prior to filing.