

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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**AerSale Corporation**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**00810F106**

(CUSIP Number)

**James Fry**

**255 Alhambra Circle, Suite 435**

**Coral Gables, FL 33134**

**(305) 764-3200**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**October 23, 2023**

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box."

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 00810F106

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1 Names of Reporting Persons

**ThoughtValley Limited Partnership**

2 Check the Appropriate Box if a Member of a Group

(a) "

(b) "

3 SEC Use Only

4 Source of Funds (See Instructions)

**OO**

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or Place of Organization

**Nevada**

7 Sole Voting Power

**0**

8 Shared Voting Power

**3,637,483**

9 Sole Dispositive Power

**0**

10 Shared Dispositive Power

**3,637,483**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH**

11	Aggregate Amount Beneficially Owned by Each Reporting Person	<b>3,637,483</b>
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares "	
13	Percent of Class Represented by Amount in Row (11)	<b>7.0%</b>
14	Type of Reporting Person	<b>PN</b>

1	Names of Reporting Persons	
	<b>ThoughtValley, LLC</b>	
2	Check the Appropriate Box if a Member of a Group	(a) " (b) "
3	SEC Use Only	
4	Source of Funds (See Instructions)	
	<b>OO</b>	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "	
6	Citizenship or Place of Organization	
	<b>Nevada</b>	
	7 Sole Voting Power	<b>0</b>
	8 Shared Voting Power	<b>3,637,483</b>
	9 Sole Dispositive Power	<b>0</b>
	10 Shared Dispositive Power	<b>3,637,483</b>

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH**

11	Aggregate Amount Beneficially Owned by Each Reporting Person	<b>3,637,483</b>
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares "	
13	Percent of Class Represented by Amount in Row (11)	<b>7.0%</b>
14	Type of Reporting Person	<b>OO</b>

1	Names of Reporting Persons	
	<b>Robert B. Nichols</b>	
2	Check the Appropriate Box if a Member of a Group	(a) " (b) "
3	SEC Use Only	

4	Source of Funds (See Instructions)
	<b>OO</b>
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "
6	Citizenship or Place of Organization
	<b>United States</b>
	7 Sole Voting Power
	<b>0</b>
	8 Shared Voting Power
	<b>3,637,483</b>
	9 Sole Dispositive Power
	<b>0</b>
	10 Shared Dispositive Power
	<b>3,637,483</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person
	<b>3,637,483</b>
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares "
13	Percent of Class Represented by Amount in Row (11)
	<b>7.0%</b>
14	Type of Reporting Person
	<b>IN</b>

CUSIP No. 00810F106

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**Explanatory Note**

This Amendment No. 1 to Schedule 13D ("Amendment No. 1") amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission on August 22, 2023 (as amended to date, the "Schedule 13D"), relating to the shares of common stock, par value \$0.0001 per share (the "Common Stock"), of AerSale Corporation, a Delaware corporation (the "Issuer"). Capitalized terms used herein without definition shall have the meanings set forth in the Schedule 13D.

**Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

*Performance-Based Restricted Stock Units*

On March 31, 2022, the Issuer awarded ThoughtValley Limited Partnership, on behalf of Mr. Nichols, 750,000 performance-based restricted stock units, which vested as to one-third on December 22, 2022, and the remaining two-thirds will vest on December 22, 2023. As a result, the Reporting Persons may be deemed to beneficially own 500,000 shares of Common Stock underlying restricted stock units will vest within 60 days of the date herein.

**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) – (b)

The following sets forth, as of the date of this Schedule 13D, the aggregate number of shares of Common Stock and percentage of Common Stock beneficially owned by each of the Reporting Persons, as well as the number of shares of Common Stock as to which each Reporting Person has the sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition of, or shared power to dispose or to direct the disposition of, as of the date hereof, based on 51,328,800 shares of Common Stock outstanding as of August 4, 2023, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on August 9, 2023.

Reporting Person	Amount beneficially owned	Percent of class	Sole power to vote or to direct the vote	Shared power to vote or to direct the vote	Sole power to dispose or to direct the disposition	Shared power to dispose or to direct the disposition
ThoughtValley Limited Partnership	3,637,483	7.0%	0	3,637,483	0	3,637,483
ThoughtValley, LLC	3,637,483	7.0%	0	3,637,483	0	3,637,483
Robert B. Nichols	3,637,483	7.0%	0	3,637,483	0	3,637,483

The share amount reported herein consists of (i) 3,137,483 shares of Common Stock held of record by ThoughtValley Limited Partnership and (ii) 500,000 shares of Common Stock underlying restricted stock units held of record by ThoughtValley Limited Partnership that will vest within 60 days of the date herein. Mr. Nichols is the sole member and manager of ThoughtValley, LLC, which is the sole general partner of ThoughtValley Limited Partnership. Accordingly, all of the shares held of record by ThoughtValley Limited Partnership may be deemed to be beneficially held by Mr. Nichols and ThoughtValley, LLC.

- (c) During the past 60 days, the Reporting Persons have not effected any transactions with respect to the Common Stock.
- (d) None.
- (e) Not applicable.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** October 24, 2023

**ThoughtValley Limited Partnership**  
By: ThoughtValley, LLC, its sole general partner

By: /s/ Robert B. Nichols  
Name: Robert B. Nichols  
Title: Sole Member and Manager

**ThoughtValley, LLC**

By: /s/ Robert B. Nichols  
Name: Robert B. Nichols  
Title: Sole Member and Manager

By: /s/ Robert B. Nichols  
Name: Robert B. Nichols