

**FORM 4**

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

OMB APPROVAL  
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person - Green Equity Investors V, L.P.		2. Issuer Name and Ticker or Trading Symbol AerSale Corp [ASLE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) 11111 SANTA MONICA BOULEVARD, SUITE 2000		3. Date of Earliest Transaction (Month/Day/Year) 02/08/2021			
(Street) LOS ANGELES, CA 90025		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2021		J(1)(2)		743,522 (3)	A	\$ 13.5	20,771,203 (4) (5) (6) (7)	D	
Common Stock	02/08/2021		J(1)(2)		223,032 (8)	A	\$ 13.5	6,230,686 (5) (6) (7) (9)	D	
Common Stock	02/08/2021		J(1)(2)		563 (10)	A	\$ 13.5	15,734 (5) (6) (7) (11)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**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 Underlying Securities (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 of Derivative Security: 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					
Contingent Earnout Shares	(1) (2)	02/08/2021		J(1)(2)			743,522 (12)	(1)(2)	(1)(2)	Common Stock	743,522	(1) (2)	0 (13)	D		
Contingent Earnout Shares	(1) (2)	02/08/2021		J(1)(2)			223,032 (14)	(1)(2)	(1)(2)	Common Stock	223,032	(1) (2)	0 (15)	D		
Contingent Earnout Shares	(1) (2)	02/08/2021		J(1)(2)			563 (16)	(1)(2)	(1)(2)	Common Stock	563	(1) (2)	0 (17)	D		
Contingent Earnout Shares	(18)							(18)	(18)	Common Stock	743,522		743,522 (19)	D		
Contingent Earnout Shares	(18)							(18)	(18)	Common Stock	223,032		223,032 (20)	D		
Contingent Earnout Shares	(18)							(18)	(18)	Common Stock	563		563 (21)	D		

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green Equity Investors V, L.P. 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X	X		
GEI Capital V, LLC 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green Equity Investors Side V, L.P. 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green V Holdings, LLC 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X	X		
Leonard Green & Partners, L.P. 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X	X		
LGP Associates V LLC 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X	X		
LGP MANAGEMENT INC 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X	X		
LGP Parts Coinvest LLC 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X	X		
PERIDOT COINVEST MANAGER LLC 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X	X		

**Signatures**

/s/ Andrew C. Goldberg, Attorney-in-Fact 04/02/2021  
Signature of Reporting Person Date

**Explanation of Responses:**

\* 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).

(1) On February 8, 2021, Green Equity Investors V, L.P. ("GEI V"), Green Equity Investors Side V, L.P. ("GEI Side V"), and LGP Parts Coinvest LLC ("Coinvest") received an aggregate of 967,117 shares of the Issuer's Common Stock in connection with the settlement of the Contingent Merger Sub 2 LLC, and Leonard Green & Partners, L.P. (the "Merger Agreement"). (continued in footnote 2)

- (2) (continued from footnote 1) As of the consummation of transactions contemplated by the Merger Agreement, or December 22, 2020 (the "Closing Date"), GEI V, GEI Side V, and Coinvest became irrevocably entitled to receive the Contingent Earnout Shares if the closing sale price of Merger Agreement.
- (3) Represents shares of Common Stock of the Issuer acquired by GEI V pursuant to the "earnout" provision in the Merger Agreement.
- (4) Represents shares of Common Stock owned by GEI V.
- (5) GEI Capital V, LLC ("Capital") is the general partner of GEI V and GEI Side V. Leonard Green & Partners, L.P. ("LGP") is the management company of GEI V and GEI Side V, and an affiliate of Capital. LGP Management, Inc. ("LGPM") is the general partner of LGP. Green V Holdings, LLC ("Green V") is the general partner of GEI V and GEI Side V.
- (6) Each of GEI V, GEI Side V, Coinvest, Associates, Capital, LGP, LGPM, Holdings and Peridot directly (whether through ownership or position), or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be a Reporting Person with respect to the shares of Common Stock reported herein.
- (7) Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein and not held for record by such Reporting Person, except to the extent of its pecuniary interest therein. This report shall not otherwise be deemed an admission that the Reporting Person is a Reporting Person with respect to the shares of Common Stock reported herein.
- (8) Represents shares of Common Stock of the Issuer acquired by GEI Side V pursuant to the "earnout" provision in the Merger Agreement.
- (9) Represents shares of Common Stock owned by GEI Side V.
- (10) Represents shares of Common Stock acquired by Coinvest pursuant to the "earnout" provision in the Merger Agreement.
- (11) Represents shares of Common Stock owned by Coinvest.
- (12) Represents Contingent Earnout Shares settled as shares of Common Stock and issued to GEI V pursuant to the "earnout" provision in the Merger Agreement.
- (13) Represents Contingent Earnout Shares owned by GEI V.
- (14) Represents Contingent Earnout Shares settled as shares of Common Stock and issued to GEI Side V pursuant to the "earnout" provision in the Merger Agreement.
- (15) Represents Contingent Earnout Shares owned by GEI Side V.
- (16) Represents Contingent Earnout shares settled as shares of Common Stock and issued to Coinvest pursuant to the "earnout" provision in the Merger Agreement.
- (17) Represents Contingent Earnout shares owned by Coinvest.
- (18) The Contingent Earnout Shares are shares of Common Stock that may be issued to GEI V, GEI Side V, and Coinvest if the closing sale price of Common Stock equals or exceeds \$15.00 per share for any period of 20 trading days out of 30 consecutive trading days prior to December 22, 2025, pursuant to an "earn out" provision in the Merger Agreement.
- (19) Represents shares of Common Stock that may be issued to GEI V if the closing sale price of Common Stock equals or exceeds \$15.00 per share for any period of 20 trading days out of 30 consecutive trading days prior to December 22, 2025, pursuant to an "earn out" provision in the Merger Agreement.
- (20) Represents shares of Common Stock that may be issued to GEI Side V if the closing sale price of Common Stock equals or exceeds \$15.00 per share for any period of 20 trading days out of 30 consecutive trading days prior to December 22, 2025, pursuant to an "earn out" provision in the Merger Agreement.
- (21) Represents shares of Common Stock that may be issued to Coinvest if the closing sale price of Common Stock equals or exceeds \$15.00 per share for any period of 20 trading days out of 30 consecutive trading days prior to December 22, 2025, pursuant to an "earn out" provision in the Merger Agreement.

**Remarks:**

Messrs. Jonathan Seiffer and Michael Kirton are members of the board of directors of the Issuer, and each is a partner of LGP, which is an affiliate of the other reporting persons (the "LGP Entities"). Accordingly, Messrs. Seiffer and Kirton are deemed to be Reporting Persons with respect to the shares of Common Stock reported herein.

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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