

# 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Kirton Michael</b>			2. Issuer Name and Ticker or Trading Symbol <b>AerSale Corp [ASLE]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/08/2021</b>					
11111 SANTA MONICA BOULEVARD, SUITE 2000								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing Check Applicable Line <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
LOS ANGELES, CA 90025								
(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)		967,117 (3)	A	\$ 13.5	27,017,623 (4)	I	See footnote. (5)

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

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**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Contingent Earnout Shares	(1)(2)	02/08/2021		J(1)(2)		967,117 (6)	(1)(2)	(1)(2)	Common Stock	967,117	(1)(2)	0 (7)	I	See footnote. (5)
Contingent Earnout Shares	(8)						(8)	(8)	Common Stock	967,117		967,117 (9)	I	See footnote. (5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kirton Michael 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).

- 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 Earnout Shares described in Table II, which were acquired by GEI V, GEI Side V, and Coinvest pursuant to an "earn out" provision in the Amended and Restated Merger Agreement, dated as of September 8, 2020 by and among the Issuer, Aersale Aviation, Inc., Monocle, Monocle Merger Sub 1 Inc., Monocle Merger Sub 2 LLC, and Leonard Green & Partners, L.P. (the "Merger Agreement"). (continued in footnote 2)
- (1) (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 Common Stock equals or exceeds \$13.50 per share for any period of 20 trading days out of 30 consecutive trading days prior to December 22, 2025. As a result of such conditions being met, GEI V, GEI Side V, and Coinvest acquired an additional 967,117 shares of Common Stock as required pursuant to the Merger Agreement.
- (2) Represents shares of Common Stock acquired by GEI V, GEI Side V, and Coinvest pursuant to the "earnout" provision in the Merger Agreement. Of the shares of Common Stock reported, 743,522 were acquired by GEI V, 223,032 were acquired by GEI Side V, and 563 were acquired by Coinvest.
- (3) Represents shares of Common Stock owned by GEI V, GEI Side V, and Coinvest. Of the shares of Common Stock reported, 20,771,203 are owned by GEI V, 6,230,686 are owned by GEI Side V, and 15,734 are owned by Coinvest.
- (4) Mr. Kirton 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 the indirect beneficial owner of the shares of Common Stock owned by GEI V, GEI Side V, and Coinvest. Mr. Kirton disclaims beneficial ownership of the shares of Common Stock owned by each of GEI V, GEI Side V, and Coinvest, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (5) Represents Contingent Earnout Shares settled as shares of Common Stock and issued to GEI V, GEI Side V, and Coinvest. Of the Contingent Earnout Shares reported, 743,522 were issued to GEI V, 223,032 were issued to GEI Side V, and 563 were issued to Coinvest.
- (6) Represents Contingent Earnout Shares owned by GEI V, GEI Side V, and Coinvest. Of the Contingent Earnout Shares reported, 0 are owned by GEI V, 0 are owned by GEI Side V, and 0 are owned by Coinvest.
- (7) 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 "earnout" provision in the Merger Agreement.
- (8) 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. Of the Contingent Earnout Shares Reported, 743,522 would be issued to GEI V, 223,032 would be issued to GEI Side V, and 563 would be issued to Coinvest.
- (9)

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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