

# 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 * <b>SEIFFER JONATHAN A</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) <b>11111 SANTA MONICA BOULEVARD, SUITE 2000</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>04/16/2021</b>			
(Street) <b>LOS ANGELES, CA 90025</b>		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	
(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	04/16/2021		J(1)		27,017,623 (2)	D	\$ 12.55	0 (3)	I	See footnote. (4)
Common Stock	04/16/2021		J(1)		27,017,623 (5)	A	\$ 12.55	27,017,623 (6)	I	See footnote. (4)

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Contingent Earnout Shares	(7)	04/16/2021		J(1)		967,117 (8)		(7)	(7)	Common Stock	967,117	\$ 0	0 (9)	I	See footnote. (4)
Contingent Earnout Shares	(7)	04/16/2021		J(1)		967,117 (10)		(7)	(7)	Common Stock	967,117	\$ 0	967,117 (11)	I	See footnote. (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEIFFER JONATHAN A 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X	X		

## Signatures

/s/ Andrew C. Golberg, Attorney-in-fact	04/20/2021
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 April 16, 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") contributed all securities of the Issuer to each of Green Equity Investors CF, L.P. ("Main CF"), Green Equity Investors Side CF, L.P. ("Side CF"), and LGP Associates CF, LLC ("Associates CF") as part of a transaction pursuant to which GEI V, GEI Side V, Coinvest, and other affiliated co-investment vehicles engaged in a coordinated transfer of their equity interests in several portfolio companies (including the Issuer) to one or more newly formed affiliated investment funds (the "Transaction").
- (1) Represents shares of Common Stock of the Issuer contributed by GEI V, GEI Side V, and Coinvest pursuant to the Transaction. Of the shares of Common Stock contributed, 20,771,203 were contributed by GEI V, 6,230,686 were contributed by GEI Side V, and 15,734 were contributed by Coinvest.
  - (2) Represents shares of Common Stock of the Issuer owned by GEI V, GEI Side V, and Coinvest. Of the shares of Common Stock reported, 0 are owned by GEI V, 0 are owned by GEI Side V, and 0 are owned by Coinvest.  
Mr. Seiffer 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, and Main CF, Side CF, and Associates CF. Mr. Seiffer disclaims beneficial ownership of the shares of Common Stock reported herein, 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.
  - (3) Represents shares of Common Stock of the Issuer acquired by Main CF, Side CF, and Associates CF pursuant to the Transaction. Of the shares of Common Stock acquired, 19,333,716 were acquired by Main CF, 7,679,974 were acquired by Side CF, and 3,933 were acquired by Associates CF.
  - (4) Represents shares of Common Stock of the Issuer owned by Main CF, Side CF, and Associates CF. Of the shares of Common Stock reported, 19,333,716 are owned by Main CF, 7,679,974 are owned by Side CF, and 3,933 are owned by Associates CF.  
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 Amended and Restated Merger Agreement, dated as of September 8, 2020 by and among the Issuer, Aersale Aviation, Inc., Monocole, Monocle Merger Sub 1 Inc., Monocle Merger Sub 2 LLC, and Leonard Green & Partners, L.P.
  - (5) Represents Contingent Earnout Shares contributed by GEI V, GEI Side V, and Coinvest pursuant to the Transaction. Of the shares contributed, 743,522 were contributed by GEI V, 223,032 were contributed by GEI Side V, and 563 were contributed by Coinvest.
  - (6) Represents Contingent Earnout Shares owned by GEI V, GEI Side V, and Coinvest. Of the shares reported, 0 are owned by GEI V, 0 are owned by GEI Side V, and 0 are owned Coinvest.
  - (7) Represents Contingent Earnout Shares acquired by Main CF, Side CF, and Associates CF pursuant to the Transaction. Of the shares acquired, 692,066 were acquired by Main CF, 274,910 were acquired by Side CF, and 141 were acquired by Associates CF.
  - (8) Represents Contingent Earnout Shares owned by Main CF, Side CF, and Associates CF pursuant to the Transaction. Of the shares acquired, 692,066 were acquired by Main CF, 274,910 were acquired by Side CF, and 141 were acquired by Associates CF.

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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