

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): **March 28, 2025**

AERSALE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-38801
(Commission File Number)

84-3976002
(IRS Employer Identification
Number)

**9850 NW 41st Street, Suite 400
Doral, FL 33178**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code:
(305) 764-3200

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	ASLE	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Directors

On April 1, 2025, the Board of Directors (the “Board”) of AerSale Corporation (the “Company”), upon the recommendation of the Nominating and Corporate Governance Committee of the Board (the “N&CG Committee”), increased the size of the Board from eight to nine directors and appointed Carol DiBattiste, and Thomas D. Mitchell, to serve as independent members of the Board to fill the Board’s current vacancies, effective April 1, 2025, each for a term expiring at the Company’s 2025 Annual Meeting of Stockholders (the “2025 Annual Meeting”) or until her or his successor, as applicable, is duly elected and qualified.

Upon recommendation of the N&CG Committee, the Board (i) appointed Ms. DiBattiste to serve as Chair of the N&CG Committee and as a member of the Compensation Committee of the Board (the “Compensation Committee”), and (ii) appointed Mr. Mitchell to serve on the N&CG Committee. There are no arrangements or understandings that exist between Ms. DiBattiste or Mr. Mitchell and any other persons pursuant to which Ms. DiBattiste or Mr. Mitchell was selected as a director. In addition, neither Ms. DiBattiste nor Mr. Mitchell is a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K.

In connection with their appointments, Ms. DiBattiste and Mr. Mitchell will participate in the Company’s Second Amended and Restated Non-Employee Director Compensation Policy as described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 23, 2024.

Directors Not Standing for Re-election

On March 28, 2025, each of Peter Nolan and General C. Robert Kehler notified the Company of their intent not to stand for re-election as a member of the Board at the 2025 Annual Meeting. Mr. Nolan and General Kehler will continue to serve as members of the Board for the remainder of their terms until the conclusion of the 2025 Annual Meeting. Mr. Nolan’s and General Kehler’s decisions not to stand for re-election were not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Item 8.01. Other Events.

On April 3, 2025, the Company issued a press release announcing Ms. DiBattiste’s and Mr. Mitchell’s appointments to the Board, including a description of each of Ms. DiBattiste’s and Mr. Mitchell’s business experience and any directorships held, and Mr. Nolan’s and General Kehler’s notifications to the Company to not stand for re-election to the Board at the 2025 Annual Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
99.1	Press release of AerSale Corporation, dated April 3, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AERSALE CORPORATION

Date: April 3, 2025

By: /s/ James Fry
Name: James Fry
Title: Executive Vice President, General Counsel & Corporate Secretary



AerSale® Announces Appointment of Two New Board Members and Upcoming Board Transitions

MIAMI, Florida – April 3, 2025 -- AerSale Corporation (Nasdaq: ASLE) (the “Company”), a leading provider of aviation products and services, today announced the appointment of Carol DiBattiste and Thomas Mitchell to its Board of Directors. Ms. DiBattiste will fill the vacancy created by the departure of Jonathan Seiffer on March 14, 2025, while Mr. Mitchell joins as an additional Board member.

Carol DiBattiste has a distinguished record of government service, having served as Honorable Under Secretary of the U.S. Air Force (DOD), Deputy Administrator of the Transportation Security Administration (TSA, DHS), Deputy U.S. Attorney for the Southern District of Florida, Director of the Executive Office for United States Attorneys (DOJ), and Executive in Charge and Vice Chairman of the Board of Veterans Appeals for the Department of Veterans Affairs (VA). She also served on active duty in the U.S. Air Force. In addition to her public sector leadership, she has extensive experience in corporate governance, regulatory compliance, and cybersecurity. She has held executive positions at public companies, including serving as Chief Legal & Compliance Officer at QOMPLX, and Comscore (Nasdaq: SCOR), as well as senior executive roles at Education Management Corporation (Nasdaq: EDMC), GeekNet (Nasdaq: GKNT), Reed Elsevier and LexisNexis (NYSE: RELX). Ms. DiBattiste also brings prior public board experience, serving as Chair of AEYE (Nasdaq: LIDR), and as a board member of Climb Global Solutions (Nasdaq: CLMB). Her expertise in risk management, compliance, and transformation will provide valuable insights to AerSale’s Board.

Thomas Mitchell is a seasoned executive with extensive experience in global supply chain management, procurement, and manufacturing operations. He has held leadership roles across the aviation, healthcare, and transportation industries, driving operational efficiency and financial performance. As Chief Procurement Officer at GE Healthcare and Akumin, he led large-scale sourcing and logistics operations, optimizing cost and cash flow. As President of iAero Thrust, he modernized engine MRO operations, spearheading facility upgrades and leading a successful business sale. His expertise includes supplier development in China, business integration in Germany, and the establishment of a major manufacturing site in India for GE. His strategic insights and hands-on leadership will bring valuable perspectives to AerSale’s Board.

Additionally, AerSale announces that Peter Nolan, the current Lead Independent Director, and General C. Robert Kehler have notified the Board that they will not be standing for re-election at the company’s annual stockholders meeting on June 5, 2025. Both Mr. Nolan and General Kehler will continue to serve in their roles until that date. Following the completion of all board member transitions, the AerSale Board will remain comprised of seven members.

“We are pleased to welcome Carol and Thomas to our Board and look forward to their contributions as we continue executing on our strategic initiatives,” said Nicolas Finazzo, CEO and Chairman of the Board of AerSale. “Their experience and leadership will be invaluable in guiding our growth. At the same time, we extend our sincere gratitude to Peter Nolan and General Kehler for their years of service and dedication to AerSale. Their expertise and leadership have been instrumental in shaping the company’s direction, and we appreciate their invaluable contributions to our success.”

About AerSale

AerSale serves airlines operating large jets manufactured by Boeing, Airbus and McDonnell Douglas and is dedicated to providing integrated aftermarket services and products designed to help aircraft owners and operators realize significant savings in the operation, maintenance and monetization of their aircraft, engines, and components. AerSale's offerings include Aircraft & Component MRO, Aircraft and Engine Sales and Leasing, Used Serviceable Material sales, and internally developed 'Engineered Solutions' to comply with regulatory mandates and/or to enhance aircraft performance and operating economics (e.g. AerSafe[®], AerTrak[®], and AerAware[™]).

Media:

For more information about AerSale, please visit our website: www.AerSale.com.

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Source: AerSale Corporation
