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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AERSALE CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

84-3976002
(I.R.S. Employer
Identification Number)

9850 NW 41st Street, Suite 400
Doral, Florida 33178
(Address of Principal Executive Offices) (Zip Code)

AERSALE CORPORATION 2020 EQUITY INCENTIVE PLAN
(Full title of the plan)

Nicolas Finazzo
Chief Executive Officer
AerSale Corporation
9850 NW 41st Street, Suite 400
Doral, Florida 33178
(Name and address of agent for service)
(305) 764-3200
(Telephone number, including area code, of agent for service)

With a copy to:
Jeffrey E. Beck
Snell & Wilmer L.L.P.
One East Washington Street
Suite 2700
Phoenix, Arizona 85004
(602) 382-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐
Non-accelerated filer ☐

Accelerated filer ☒
Smaller reporting company ☐
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 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Registration Statement relates to the registration statements on Form S-8, File Nos. 333-253424 and 333-274663 (together, the “Prior Registration Statements”), that AerSale Corporation, a Delaware corporation (the “Company”), filed on [February 24, 2021](#) and [September 22, 2023](#), respectively. The Prior Registration Statements registered 6,200,000 shares of the Company’s common stock, \$0.0001 per share (“Common Stock”), for issuance under the AerSale Corporation 2020 Equity Incentive Plan (as amended, the “Plan”). The contents of the Prior Registration Statements are incorporated by reference herein pursuant to General Instruction E to Form S-8, except to the extent modified as set forth in this Registration Statement. This Registration Statement relates to the amendment to the Plan to increase the number of shares of Common Stock authorized to be issued thereunder from 6,200,000 to 10,200,000.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description of Exhibit
4.1	Amended and Restated Certificate of Incorporation of AerSale Corporation (f/k/a Monocle Holdings Inc.), dated October 13, 2020 (incorporated herein by reference to Exhibit 3.1 to the Registration Statement on Form S-4/A (File No. 333-235766), filed by Monocle Holdings Inc. on October 14, 2020).
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of AerSale Corporation (f/k/a Monocle Holdings Inc.), dated December 22, 2020 (incorporated herein by reference to Exhibit 3.2 to the Company’s Current Report on Form 8-K, filed on December 23, 2020).
4.3	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of AerSale Corporation, dated June 17, 2021 (incorporated herein by reference to Exhibit 3.3 to the Company’s Quarterly Report on Form 10-Q, filed on August 9, 2021).
4.4	Amended and Restated Bylaws of AerSale Corporation (f/k/a Monocle Holdings Inc.), dated October 13, 2020 (incorporated herein by reference to Exhibit 3.2 to the Registration Statement on Form S-4/A (File No. 333-235766), filed by Monocle Holdings Inc. on October 14, 2020).
4.5	Amendment No. 1 to the Amended and Restated Bylaws of AerSale Corporation, dated December 22, 2020 (incorporated herein by reference to Exhibit 3.4 to the Company’s Current Report on Form 8-K, filed on December 23, 2020).
4.6	Specimen Common Stock Certificate of AerSale Corporation (f/k/a Monocle Holdings Inc.) (incorporated herein by reference to Exhibit 4.2 to the Registration Statement on Form S-4/A (File No. 333-235766), filed by Monocle Holdings Inc. on February 14, 2020).
5.1*	Opinion of Snell & Wilmer L.L.P.
23.1*	Consent of Grant Thornton LLP, independent registered public accounting firm.
23.2*	Consent of Snell & Wilmer L.L.P. (included in Exhibit 5.1).
24.1*	Powers of Attorney (included on the signature page of the Registration Statement).
99.1	AerSale Corporation 2020 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company’s Registration Statement on Form S-4 (File No. 333-235766), filed by Monocle Holdings Inc. on October 14, 2020).
99.2	First Amendment to the AerSale Corporation 2020 Equity Incentive Plan (incorporated by reference to Exhibit 99.2 to the Company’s Registration Statement on Form S-8 (File No. 333-274663), filed on September 22, 2023).
99.3*	Second Amendment to the AerSale Corporation 2020 Equity Incentive Plan.
107.1*	Filing Fee Table.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Doral, State of Florida, on July 8, 2025.

AERSALE CORPORATION

By: /s/ Nicolas Finazzo

Name: Nicolas Finazzo

Title: Chairman, Chief Executive Officer, and Director

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Nicolas Finazzo and Martin Garmendia, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with any and all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
<u>/s/ Nicolas Finazzo</u> Nicolas Finazzo	Chairman, Chief Executive Officer, and Director (principal executive officer)	July 8, 2025
<u>/s/ Martin Garmendia</u> Martin Garmendia	Chief Financial Officer, Treasurer, and Corporate Secretary (principal financial and accounting officer)	July 8, 2025
<u>/s/ Robert B. Nichols</u> Robert B. Nichols	Director	July 8, 2025
<u>/s/ Judith A. Fedder</u> Lt. General Judith A. Fedder	Director	July 8, 2025
<u>/s/ Andrew Levy</u> Andrew Levy	Director	July 8, 2025
<u>/s/ Thomas Mullins</u> Thomas Mullins	Director	July 8, 2025
<u>/s/ C. Carol DiBattiste</u> Carol DiBattiste	Director	July 8, 2025
<u>/s/ Thomas Mitchell</u> Thomas Mitchell	Director	July 8, 2025

SNELL & WILMER

July 8, 2025

AerSale Corporation
9850 NW 41st Street, Suite 400
Doral, Florida 33178

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of AerSale Corporation, a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of 4,000,000 shares (the "Shares") of the Company's common stock, \$0.0001 par value per share, pursuant to the AerSale Corporation 2020 Equity Incentive Plan (as amended, the "Plan").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the Shares have been duly authorized and, when issued in accordance with the terms of the Plan against payment therefor, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Snell & Wilmer L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated March 10, 2025 with respect to the consolidated financial statements and internal control over financial reporting of Aersale Corporation included in the Annual Report on Form 10-K for the year ended December 31, 2024, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

Brent Thornton LLP

Fort Lauderdale, Florida
July 8, 2025

**SECOND AMENDMENT TO THE
AERSALE CORPORATION 2020 EQUITY INCENTIVE PLAN**

Effective as of December 22, 2020, AerSale Corporation (the “Company”) established the AerSale Corporation 2020 Equity Incentive Plan (the “Plan”). The Plan was amended by a First Amendment, effective June 9, 2023, which increased the total number of shares of stock reserved and available for grant pursuant to the Plan by 2,000,000 (for a total of 6,200,000 shares of stock reserved and available for grant). By adoption of this instrument, the Company now desires to amend the Plan to increase the number of shares of stock reserved and available for grant pursuant to the Plan by an additional 4,000,000 shares and to increase the limit on the total compensation payable to any one non-employee director during any one fiscal year from \$300,000 to \$325,000.

1. This Amendment shall be effective as of the date it is approved by the stockholders at the Company’s 2025 Annual Meeting of Stockholders and shall be void in the absence of such approval.

2. Section 5(b) of the Plan (Share Reserve and Limits) is hereby amended and restated in its entirety to read as follows:

(b) Share Reserve and Limits. Awards granted under the Plan shall be subject to the following limitations: (i) subject to Section 11 of the Plan, no more than 10,200,000 shares of Common Stock (the “**Absolute Share Limit**”) shall be available for Awards under the Plan; (ii) subject to Section 11 of the Plan, no more than the number of shares of Common Stock equal to the Absolute Share Limit may be issued in the aggregate pursuant to the exercise of Incentive Stock Options granted under the Plan; and (iii) during a single fiscal year, each Non-Employee Director shall be granted a number of shares of Common Stock subject to Awards, taken together with any cash fees paid to such Non-Employee Director during such fiscal year, equal to (A) a total value of \$325,000 (calculating the value of any such Awards based on the grant date fair value of such Awards for financial reporting purposes) or (B) such lower amount as determined by the Board prior to the Date of Grant, either as part of the Company’s Non-Employee Director compensation program or as otherwise determined by the Board in the event of any change to such Non-Employee Director’s compensation program or for any particular period of service. To the extent the Board makes a determination pursuant to clause (iii)(B) above with respect to any year of service, such determination shall in no event be applicable to any subsequent year of service without a further determination by the Board in respect of any subsequent year of service.

3. This Amendment shall only amend the provisions of the Plan referred to above, and those provisions not amended hereby shall be considered in full force and effect. Notwithstanding the foregoing, this Amendment shall supersede the provisions of the Plan to the extent those provisions are inconsistent with the provisions and intent of this Amendment.

IN WITNESS WHEREOF, the Company has caused this Amendment to be executed as of this 21st day of April, 2025.

AERSALE CORPORATION

By: /s/ Martin Garmendia
Martin Garmendia, Chief Financial Officer,
Treasurer and Secretary

Calculation of Filing Fee Table

Form S-8
(Form Type)AerSale Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value	Other(1)	4,000,000(2)(3)	\$6.08(4)	\$24,320,000(4)	\$153.10 per \$1,000,000	\$3,723.39
Total Offering Amounts					\$24,320,000		\$3,723.39
Total Fee Offsets							—
Net Fee Due							\$3,723.39

(1) Rules 457(c) and 457(h).

(2) Represents an additional 4,000,000 shares of the registrant's common stock, par value \$0.0001 per share (the "Common Stock"), reserved for issuance under the AerSale Corporation 2020 Equity Incentive Plan (as amended, the "Plan").

(3) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of Common Stock that may become issuable under the Plan in the event of certain changes in the number of shares of Common Stock outstanding, including stock dividends, stock splits, recapitalization, merger, consolidation, combination or exchange of shares, or other similar transactions.

(4) Estimated solely for the purpose of determining the registration fee, pursuant to Rules 457(c) and 457(h) under the Securities Act, on the basis of the average of the high and low prices of the Common Stock as reported on the Nasdaq Capital Market on July 2, 2025, which is a date within five business days prior to filing.