

FORM 4

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

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

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. <small>(Last) (First) (Middle)</small> 11111 SANTA MONICA BOULEVARD, SUITE 2000 <small>(Street)</small> LOS ANGELES, CA 90025 <small>(City) (State) (Zip)</small>	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 checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (Month/Day/Year) 04/16/2021		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
4. If Amendment, Date Original Filed(Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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)		20,771,203 (2)	D	\$ 12.55	0 (3) (4) (5) (6)	D	
Common Stock	04/16/2021		J(1)		6,230,686 (7)	D	\$ 12.55	0 (4) (5) (6) (8)	D	
Common Stock	04/16/2021		J(1)		15,734 (9)	D	\$ 12.55	0 (4) (5) (6) (10)	D	

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 Share	(11)	04/16/2021		J(1)		743,522 (12)	(11)	(11)	Common Stock	743,522	(11)	0 (13)	D	
Contingent Earnout Share	(11)	04/16/2021		J(1)		223,032 (14)	(11)	(11)	Common Stock	223,032	(11)	0 (15)	D	
Contingent Earnout Share	(11)	04/16/2021		J(1)		563 (16)	(11)	(11)	Common Stock	563	(11)	0 (17)	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		
Green Equity Investors Side V, L.P. 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		
LGP Associates V LLC 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 V Holdings, LLC 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X	X		

Signatures

/s/ Andrew C. Goldberg, Attorney-in-fact		04/20/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

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 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").
- (2) Represents shares of Common Stock of the Issuer contributed by GEI V to Main CF and Side CF as part of the Transaction.
- (3) Represents shares owned by GEI V.
- (4) 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 is a limited partner of GEI V and GEI Side V. LGP Associates V LLC ("Associates") is the manager of Coinvest. Peridot Coinvest Manager LLC ("Peridot") is the management company of Associates.
- (5) 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 the indirect beneficial owner of some or all of the shares of Common Stock held by GEI V, GEI Side V, and Coinvest (together, the "Investors") and, therefore, a "ten percent holder" hereunder.
- (6) 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 Persons are the beneficial owners of such securities not held of record by the respective Reporting Person, for purposes of Section 16 or for any other purpose.
- (7) Represents shares of Common Stock contributed by GEI Side V to Side CF as part of the Transaction.
- (8) Represents shares of Common Stock owned by GEI Side V.
- (9) Represents shares of Common Stock contributed by Coinvest to Associates CF and Main CF as part of the Transaction.
- (10) Represents shares of Common Stock owned by Coinvest.
- (11) 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, Monocole Merger Sub 1 Inc., Monocole Merger Sub 2 LLC, and Leonard Green & Partners, L.P.
- (12) Represents Contingent Earnout Shares contributed by GEI V to Main CF and Side CF as part of the Transaction.
- (13) Represents Contingent Earnout Shares owned by GEI V.
- (14) Represents Contingent Earnout Shares contributed by GEI Side V to Side CF as part of the Transaction.
- (15) Represents Contingent Earnout Shares owned by GEI Side V.
- (16) Represents Contingent Earnout Shares contributed by Coinvest to Associates CF and Main CF as part of the Transaction.
- (17) Represents Contingent Earnout Shares owned by Coinvest.

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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