

# 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>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) 11111 SANTA MONICA BOULEVARD, SUITE 2000		3. Date of Earliest Transaction (Month/Day/Year) 09/10/2021			
(Street) LOS ANGELES, CA 90025		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 1 - 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	09/10/2021		j(1)		574,528 (2)	D	\$ 12.55 (1)	27,017,623 (3)	I	See footnote. (4)
Common Stock	09/10/2021		j(1)		574,528 (2)	A	\$ 12.55 (1)	27,017,623 (3)	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	(5)	09/10/2021		j(1)		20,565 (6)		(5)	(5)	Common Stock	967,117	(5)	967,117 (5)	I	See footnote. (4)
Contingent Earnout Shares	(5)	09/10/2021		j(1)		20,565 (7)		(5)	(5)	Common Stock	967,117	(5)	967,117 (5)	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. Goldberg, attorney-in-fact	09/14/2021
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).

This Form 4 is being filed as a result of a rebalancing transaction in which Green Equity Investors Side CF, L.P. ("Side CF") transferred (i) 574,528 shares of Common Stock of the Issuer to Green Equity Investors CF, L.P. ("Main CF") and (ii) 20,565 Contingent Earnout Shares (as described below), in order to correct a scrivener's error in the recorded holdings of each of Main CF (1) and Side CF (the "Transaction"). There was no change in the aggregate number of shares of Common Stock or Contingent Earnout Shares beneficially owned by the Reporting Persons as a result of such transaction. The price for the Common Stock reflected in this Form 4 is the closing price on April 16, 2021, the record date of the holdings as to which the scrivener's error related.

(2) Represents shares of Common Stock transferred to Main CF by Side CF as part of the Transaction.

(3) Represents shares of Common Stock owned by Main CF, Side CF, and Associates CF. Of the shares of Common Stock reported, 19,908,244 are owned by Main CF, 7,105,446 are owned by Side CF, and 3,933 are owned by Associates CF.

(4) 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 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.

(5) The Contingent Earnout Shares are shares of Common Stock that may be issued to Main CF, Side CF, and Associates CF 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., Monocle, Monocle Merger Sub 1 Inc., Monocle Merger Sub 2 LLC, and Leonard Green & Partners, L.P. Of the Contingent Earnout Shares reported, 712,631 are owned by Main CF, 254,345 are owned by Side CF, and 141 are owned by Associates CF.

(6) Represents Contingent Earnout Shares transferred to Main CF by Side CF as part of the Transaction.

(7) Represents Contingent Earnout Shares transferred by Side CF to main CF as part of the Transaction.

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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