

CHC Group Ltd.
Form 3
January 17, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>ONEILL MICHAEL J</p> <p>(Last) (First) (Middle)</p> <p>C/O CHC GROUP LTD., 190 ELGIN AVENUE, GEORGE TOWN</p> <p>(Street)</p> <p>GRAND CAYMAN, KY1-9005</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/16/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CHC Group Ltd. [HELI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Ordinary Shares | 24,243 | D | ^ |
| Ordinary Shares | 50,542 | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Restricted Stock Units | Â (1) | Â (1) | Ordinary Shares | (2) | \$ (3) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Ordinary Shares | (2) | \$ (3) | D | Â |
| Restricted Stock Units | Â (1) | Â (1) | Ordinary Shares | (5) | \$ (3) | D | Â |
| Stock Option (right to buy) | Â (6) | 01/15/2024 | Ordinary Shares | (2) | \$ 10 | D | Â |
| Stock Option (right to buy) | Â (6) | 01/15/2024 | Ordinary Shares | (7) | \$ 10 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ONEILL MICHAEL J C/O CHC GROUP LTD. 190 ELGIN AVENUE, GEORGE TOWN GRAND CAYMAN, E9 KY1-9005 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/ Louis Lehot, by power of attorney
01/16/2014

**Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The restricted stock units vest in three equal annual installments following January 16, 2014, with the first annual installment to vest on January 16, 2015. Vested shares will be delivered to the reporting person upon or following completion of the vesting.
- (2) The number of shares is derived by dividing \$233,333 by the per share "fair value" that will be used for reporting the compensation expense associated with the grant under applicable accounting guidance, which "fair value" will be based in part on the per share price to public in the company's initial public offering.
- (3) Each restricted stock unit represents a contingent right to receive one Ordinary Share of the Issuer.
- (4) The restricted stock units vest on the third anniversary of January 16, 2014 based on the achievement of certain performance milestones. Vested shares will be delivered to the reporting person upon or following completion of the vesting.
- (5) The number of shares is derived by dividing \$244,630 by the per share "fair value" that will be used for reporting the compensation expense associated with the grant under applicable accounting guidance, which "fair value" will be based in part on the per share price to public in the company's initial public offering.
- (6) The option will vest in three equal annual installments following January 16, 2014, with the first annual installment to vest on January 16, 2015.

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- The number of shares is derived by dividing \$489,261 by the per share "fair value" that will be used for reporting the compensation
- (7) expense associated with the grant under applicable accounting guidance, which "fair value" will be based in part on the per share price to public in the company's initial public offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.