

CHC Group Ltd.
Form 4
November 25, 2014

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, 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)

1. Name and Address of Reporting Person *
6922767 Holding (Cayman) Inc.

(Last) (First) (Middle)

C/O FIRST RESERVE, ONE
LAFAYETTE PLACE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CHC Group Ltd. [HELI]

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 11/21/2014 | | J(1) | 619,130 D | 45,900,354 | I | See Footnotes (2) (3) (4) (5) |

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

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SEC 1474 (9-02)

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

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| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| 6922767 Holding (Cayman) Inc. C/O FIRST RESERVE, ONE LAFAYETTE PLACE GREENWICH, CT 06830 | X | X | | |

Signatures

6922767 HOLDING (CAYMAN) INC., By: /s/ Dod E. Wales, Name: Dod E. Wales, Title: Director, Date: 11/25/2014

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).
- (1) 6922767 Holding (Cayman) Inc. ("CHC Cayman") distributed the securities reported herein to a CHC Cayman shareholder in respect of such shareholder's interest in CHC Cayman.
- (2) These securities are held directly by CHC Cayman.
Horizon Alpha Limited ("Horizon Alpha"), FR XI Horizon Co-Investment I, L.P. ("FR XI Horizon Co-Investment I") and FR XI Horizon Co-Investment II, L.P. ("FR XI Horizon Co-Investment II") are the controlling shareholders of CHC Cayman. FR XII-A Parallel Vehicle, L.P. ("FR XII-A Parallel"), First Reserve Fund XII, L.P. ("First Reserve Fund XII") and FR Horizon AIV, L.P. ("FR Horizon AIV") are the controlling shareholders of Horizon Alpha. First Reserve GP XII, L.P. ("First Reserve GP XII") is the general partner of each of FR XII-A Parallel and First Reserve Fund XII. First Reserve GP XII Limited is the general partner of First Reserve GP XII. FR Horizon GP, L.P. is the general partner of FR Horizon AIV. FR Horizon GP Limited is the general partner of FR Horizon GP, L.P.
- (3) FR XI Offshore GP Limited is the general partner of each of FR XI Horizon Co-Investment I and FR XI Horizon Co-Investment II.
- (4) William E. Macaulay is a director of each of First Reserve GP XII Limited and FR Horizon GP Limited and has the right to appoint a majority of the directors of the board of each such entity.
Except for CHC Cayman, which holds the securities reported herein directly, each of the persons described in footnotes 3 and 4 above disclaims beneficial ownership of the securities reported herein, except to the extent of such person's pecuniary interest therein, and the filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of such persons is the beneficial owner of the securities reported herein.
- (5)

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.