

CHC Group Ltd.
Form 3
January 16, 2014

FORM 3

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *

FR XI Offshore GP Ltd
(Last) (First) (Middle)

C/O FIRST RESERVE, ONE
LAFAYETTE PLACE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/16/2014

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (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 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)

Common Stock

46,519,484

I

See Footnotes (1) (2) (3) (4)

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

SEC 1473 (7-02)

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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
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FR XI Offshore GP Ltd C/O FIRST RESERVE, ONE LAFAYETTE PLACE GREENWICH, CT 06830	Â X	Â X	Â	Â
FR XI HORIZON CO-INVESTMENT I LP C/O FIRST RESERVE, ONE LAFAYETTE PLACE GREENWICH, CT 06830	Â X	Â X	Â	Â
FR XI Horizon Co-Investment II, L.P. C/O FIRST RESERVE, ONE LAFAYETTE PLACE GREENWICH, CT 06830	Â X	Â X	Â	Â

Signatures

/s/ Dod E. Wales, Director of FR XI Offshore GP Limited	01/16/2014
Signature of Reporting Person	Date
/s/ Dod E. Wales, Director of FR XI Offshore GP Limited, the General Partner of FR XI Horizon Co-Investment I, L.P.	01/16/2014
Signature of Reporting Person	Date
/s/ Dod E. Wales, Director of FR XI Offshore GP Limited, the General Partner of FR XI Horizon Co-Investment II, L.P.	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) These securities are held directly by 6922767 Holding (Cayman) Inc. ("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. William E. Macaulay is a director of each of First Reserve GP XII Limited, FR Horizon GP Limited and FR XI Offshore 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 Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, and the filing of this statement by the Reporting Persons shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of the Reporting Persons is the beneficial owner of the securities reported herein other than the securities held directly by such Reporting Person.
- (4)

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Remarks:

BecauseÂ noÂ moreÂ thanÂ 10Â reportingÂ personsÂ canÂ fileÂ anyÂ oneÂ FormÂ 3Â throughÂ theÂ SecuritiesÂ andÂ I

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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