CHC Group Ltd.
Form 4
June 20, 2014

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lewis Jonathan

(Last) (First) (Middle)

C/O CHC GROUP LTD., 190 ELGIN AVENUE, GEORGE TOWN

(Street)

GRAND CAYMAN, E9 KY1-9005

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. D Der

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Sec (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	01/16/2014		A	12,500		(2)	(2)	Ordinary Shares	12,500	
Restricted Stock Units	(1)	03/11/2014		A	3,846		(3)	(3)	Ordinary Shares	3,846	
Restricted Stock Units	(1)	03/11/2014		A	3,846		(4)	(4)	Ordinary Shares	3,846	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lewis Jonathan C/O CHC GROUP LTD. 190 ELGIN AVENUE, GEORGE TOWN GRAND CAYMAN, E9 KY1-9005	X			

Signatures

/s/ Louis Lehot, by power of attorney	06/20/2014
**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) Each restricted stock unit represents a contingent right to receive one Ordinary Share of the Issuer.

(2) The restricted stock units vest 100% on January 16, 2015. Vested shares will be delivered to the Reporting Person as soon as practicable (but no later than March 15, 2016). The restricted stock units may be settled in stock and/or cash payment.

(3) The restricted stock units vest as follows: (i) 33.3% of the restricted stock units vest on January 16, 2014, (ii) 33.3% of the restricted stock units vest on February 2, 2015, and (iii) 33.4% of the restricted stock units vest on February 2, 2016. Vested shares will be delivered to the Reporting Person upon the earlier to occur of (x) February 2, 2018 and (y) the date of a Change in Control. The restricted stock units may be settled in stock and/or cash payment.

(4) The restricted stock units vest as follows: (i) 66.6% of the restricted stock units vest on January 16, 2014, and (ii) 33.4% of the restricted stock units vest on February 1, 2015. Vested shares will be delivered to the Reporting Person upon the earlier to occur of (x) June 18, 2017 and (y) the date of a Change in Control. The restricted stock units may be settled in stock and/or cash payment.

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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