

CHC Group Ltd.
Form 4
November 14, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CD&R Investment Associates IX,
Ltd.

(Last) (First) (Middle)

C/O MAPLES CORPORATE
SERVICES LIMITED, P.O. BOX
309, UGLAND HOUSE

(Street)

GRAND CAYMAN, E9 KY1-1104

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CHC Group Ltd. [HELI]

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

11/12/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X 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 (D) Price			

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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(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
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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)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Convertible Preferred Shares	(1) (2)	11/12/2014	P		384,000		(1)(2)	(3)	Ordinary Shares	51,200,0 (4)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CD&R Investment Associates IX, Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		
CD&R CHC Holdings, L.P. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		

Signatures

CD&R Investment Associates IX, Ltd., By: Theresa A. Gore, VP, Treas. and Asst. Sec.	11/14/2014
__Signature of Reporting Person	Date
CD&R CHC Holdings, L.P., By: CD&R Investment Associates IX, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec.	11/14/2014
__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) Convertible Preferred Shares are convertible into Ordinary Shares, at the holder's option, any time at a conversion price initially set at \$7.50 per Ordinary Share (which conversion price will generally increase by 0.25% every quarter until the eighth anniversary of November 12, 2014, which was the second closing (the "second closing") contemplated by the Investment Agreement, dated August 21, 2014, among certain affiliates of CD&R CHC Holdings, L.P. ("CD&R Holdings") and the Issuer (the "Investment Agreement"), and which conversion price may also be adjusted from time to time for certain specified anti-dilution events). However, the aggregate Ordinary Shares issuable upon conversion of Convertible Preferred Shares held by CD&R Holdings and its affiliates may not exceed 49.9% of the total Ordinary Shares outstanding immediately after such conversion, and a non-voting Ordinary Share would be issued for any Ordinary Share not issued due to this limitation.

(2) The Issuer may, at its option, convert the Convertible Preferred Shares (x) following the eighth anniversary of the second closing based on a conversion price equal to the lesser of the then-effective conversion price and the average of the daily volume-weighted average sale price of an Ordinary Share ("VWAP") for the 10 preceding trading days or (y) following the fifteenth anniversary of the second closing based on a conversion price equal to the lesser of (A) the then-effective conversion price and (B) the greater of the average VWAP for the 10 preceding trading days and 50% of the then-effective conversion price.

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Convertible Preferred Shares will be mandatorily converted into a number of Ordinary Shares equal to the quotient of the then effective liquidation value divided by then effective conversion price when, among other things, (x) following the second anniversary of the second closing, the VWAP equals or exceeds 175% of the conversion price for 30 consecutive trading days, (y) following the eighth anniversary of the second closing, the average VWAP for the 10 preceding trading days equals or exceeds the conversion price, or (z) the liquidation value of all issued and outstanding Convertible Preferred shares is less than \$50 million. In addition, upon a change of control, a holder of Convertible Preferred Shares may require the Issuer to redeem all or a portion of the holder's Convertible Preferred Shares at a price equal to the liquidation value then in effect.

- (4) Based on the initial conversion price of \$7.50 per Ordinary Share.

- (5) Includes preferred dividends that have accrued and are anticipated to be accrued within 60 days on these Convertible Preferred Shares and on the 116,000 Convertible Preferred Shares that were issued to CD&R Holdings on October 30, 2014, and is calculated using the adjusted conversion price that is anticipated to then be in effect. As a holder of Convertible Preferred Shares, CD&R Holdings is entitled to cumulative dividends accruing daily on a quarterly compounding basis at a rate of 8.50% per annum (which, upon a default, will increase to 11.5% per annum). Preferred dividends accruing up to the second anniversary of the second closing will be paid by the issuance of Convertible Preferred Shares.

- (6) These 384,000 Convertible Preferred Shares were issued to CD&R Holdings at the second closing. CD&R Investment Associates IX, Ltd. ("CD&R Holdings GP"), as the general partner of CD&R Holdings, may be deemed to beneficially own the Convertible Preferred Shares held by CD&R Holdings. CD&R Holdings GP expressly disclaims beneficial ownership of the shares held by CD&R Holdings, except to the extent of its pecuniary interest therein.

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.