

CHC Group Ltd.
Form 4
December 17, 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 *
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)
12/15/2014

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 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		

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 Securities	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	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	Am Num Sha
Convertible Preferred Shares	(1) (2)	12/15/2014	X(3)	104,205.1648 (3)	(1)(2)	(4)		Ordinary Shares	13.

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. 12/17/2014
 **Signature of Reporting Person Date

CD&R CHC Holdings, L.P., By: CD&R Investment Associates IX, Ltd., its general partner 12/17/2014
 By: Theresa A. Gore, VP, Treas. and Asst. Sec. Date
 **Signature of Reporting Person

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 (the "49.9% cap"), and a non-voting Ordinary Share would be issued for any Ordinary Share not issued due to this 49.9% cap.
- 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.
- (3)

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Reflects CD&R Holdings' acquisition of 100,000 Convertible Preferred Shares on December 15, 2015 at the third closing contemplated by the Investment Agreement and the issuance of 4,205.16484 Convertible Preferred Shares in respect of accrued preferred dividends on December 15, 2015, which was the first quarterly dividend payment date, in each case, pursuant to rights that were previously reported on a Form 4 filed by the Reporting Persons on December 1, 2014.

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 the 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

- (4) 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.
- (5) Based on the initial conversion price of \$7.50 per Ordinary Share, as adjusted as of December 15, 2014.

The Reporting Persons' previous Form 4 filed on December 1, 2014 reported erroneously in Column 9 of Table II the number of as-converted Ordinary Shares rather than the equivalent number of Convertible Preferred Shares. It also included preferred dividends anticipated to be accrued through January 30, 2015. As a holder of Convertible Preferred Shares, CD&R Holdings is entitled to

- (6) 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.

CD&R Investment Associates IX, Ltd. ("CD&R Holdings GP"), as the general partner of CD&R Holdings, may be deemed to

- (7) 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.