

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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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.

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