

CHC Group Ltd.  
Form 3  
January 17, 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 \*

Â Camden Rebecca

(Last)

(First)

(Middle)

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

X Officer \_\_\_ Other  
(give title below) (specify below)

Vice President

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
X Form filed by One Reporting  
Person  
\_\_\_ Form filed by More than One  
Reporting Person

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

(Street)

GRAND  
CAYMAN,Â E9Â KY1-9005

(City)

(State)

(Zip)

**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)

Ordinary Shares

4,849

D

Â

Ordinary Shares

10,108

D

Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.**

**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

4. Conversion  
or Exercise

5. Ownership  
Form of

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

## Edgar Filing: CHC Group Ltd. - Form 3

|                                | Date<br>Exercisable | Expiration<br>Date | (Instr. 4)<br>Title | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|--------------------------------|---------------------|--------------------|---------------------|----------------------------------|------------------------------------|---------------------------------------------------------------------------|---|
| Restricted Stock Units         | Â (1)               | Â (1)              | Ordinary<br>Shares  | (2)                              | \$ (3)                             | D                                                                         | Â |
| Restricted Stock Units         | Â (4)               | Â (4)              | Ordinary<br>Shares  | (2)                              | \$ (3)                             | D                                                                         | Â |
| Stock Option (right to<br>buy) | Â (5)               | 01/15/2024         | Ordinary<br>Shares  | (2)                              | \$ 10                              | D                                                                         | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |           |                  |       |
|----------------------------------------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                                                    | Director      | 10% Owner | Officer          | Other |
| Camden Rebecca<br>C/O CHC GROUP LTD.<br>190 ELGIN AVENUE, GEORGE TOWN<br>GRAND CAYMAN, E9 KY1-9005 | Â             | Â         | Â Vice President | Â     |

## Signatures

/s/ Louis Lehot, by power of attorney

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) The restricted stock units vest in three equal annual installments following January 16, 2014, with the first annual installment to vest on January 16, 2015. Vested shares will be delivered to the reporting person upon or following completion of the vesting.  
  
The number of shares is derived by dividing \$50,000 by the per share "fair value" that will be used for reporting the compensation
- (2) expense associated with the grant under applicable accounting guidance, which "fair value" will be based in part on the per share price to public in the company's initial public offering.
- (3) Each restricted stock unit represents a contingent right to receive one Ordinary Share of the Issuer.
- (4) The restricted stock units vest on the third anniversary of January 16, 2014 based on the achievement of certain performance milestones. Vested shares will be delivered to the reporting person upon or following completion of the vesting.
- (5) The option will vest in three equal annual installments following January 16, 2014, with the first annual installment to vest on January 16, 2015.

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.