

CHC Group Ltd.
Form 4
January 21, 2015

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 *
Hooper Joan S

(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)
01/16/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Ordinary Shares	01/16/2015		M		1,820 A \$ 81,605	D	
Ordinary Shares	01/16/2015		F		595 D \$ 2.23 81,010	D	
Ordinary Shares	01/16/2015		M		11,111 A \$ 92,121	D	
Ordinary Shares	01/16/2015		F		3,628 D \$ 2.23 88,493	D	

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

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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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. F	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	01/16/2015		M	1,820	<u>(2)</u>	<u>(2)</u>	Ordinary Shares	1,820
Restricted Stock Units	<u>(1)</u>	01/16/2015		M	11,111	<u>(2)</u>	<u>(2)</u>	Ordinary Shares	11,111

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hooper Joan S C/O CHC GROUP LTD. 190 ELGIN AVENUE, GEORGE TOWN GRAND CAYMAN, E9 KY1-9005			Chief Financial Officer	

Signatures

/s/ Louis Lehot, by power of attorney
01/21/2015

__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 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.

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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