

CHC Group Ltd.
Form 3/A
July 11, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *

Camden Rebecca
(Last) (First) (Middle)

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

(Street)

GRAND
CAYMAN, KY1-9005

(City) (State) (Zip)

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

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Vice President

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

01/17/2014

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 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)

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

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

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				Shares		or Indirect (1) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Ordinary Shares	5,000 (2)	\$ (3)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Ordinary Shares	5,000 (2)	\$ (3)	D	Â
Stock Option (right to buy)	Â (5)	01/15/2024	Ordinary Shares	5,000 (2)	\$ 10	D	Â

Reporting Owners

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

Signatures

/s/ Louis Lehot, by power of attorney 07/11/2014

**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.
- (2) These shares were omitted from the reporting person's original Form 3 because the per share "fair value" of the award was not determined at the time the original Form 3 was filed.
- (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.