

CHC Group Ltd.  
Form 3  
January 16, 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)

<p>1. Name and Address of Reporting Person *</p> <p>FR XI Offshore GP Ltd</p> <p>(Last) (First) (Middle)</p> <p>C/O FIRST RESERVE, ONE LAFAYETTE PLACE</p> <p>(Street)</p> <p>GREENWICH, CT 06830</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/16/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CHC Group Ltd. [HELI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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)
Common Stock	46,519,484	I	See Footnotes (1) (2) (3) (4)

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 (Instr. 4)  Title	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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Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FR XI Offshore GP Ltd C/O FIRST RESERVE, ONE LAFAYETTE PLACE GREENWICH, CT 06830	Â X	Â X	Â	Â
FR XI HORIZON CO-INVESTMENT I LP C/O FIRST RESERVE, ONE LAFAYETTE PLACE GREENWICH, CT 06830	Â X	Â X	Â	Â
FR XI Horizon Co-Investment II, L.P. C/O FIRST RESERVE, ONE LAFAYETTE PLACE GREENWICH, CT 06830	Â X	Â X	Â	Â

## Signatures

/s/ Dod E. Wales, Director of FR XI Offshore GP Limited	01/16/2014
**Signature of Reporting Person	Date
/s/ Dod E. Wales, Director of FR XI Offshore GP Limited, the General Partner of FR XI Horizon Co-Investment I, L.P.	01/16/2014
**Signature of Reporting Person	Date
/s/ Dod E. Wales, Director of FR XI Offshore GP Limited, the General Partner of FR XI Horizon Co-Investment II, L.P.	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) These securities are held directly by 6922767 Holding (Cayman) Inc. ("CHC Cayman").  
Horizon Alpha Limited ("Horizon Alpha"), FR XI Horizon Co-Investment I, L.P. ("FR XI Horizon Co-Investment I") and FR XI Horizon Co-Investment II, L.P. ("FR XI Horizon Co-Investment II") are the controlling shareholders of CHC Cayman. FR XII-A Parallel Vehicle, L.P. ("FR XII-A Parallel"), First Reserve Fund XII, L.P. ("First Reserve Fund XII") and FR Horizon AIV, L.P. ("FR Horizon AIV") are the controlling shareholders of Horizon Alpha. First Reserve GP XII, L.P. ("First Reserve GP XII") is the general partner of each of FR XII-A Parallel and First Reserve Fund XII. First Reserve GP XII Limited is the general partner of First Reserve GP XII. FR Horizon GP, L.P. is the general partner of FR Horizon AIV. FR Horizon GP Limited is the general partner of FR Horizon GP, L.P.
  - (2) FR XI Offshore GP Limited is the general partner of each of FR XI Horizon Co-Investment I and FR XI Horizon Co-Investment II.
  - (3) William E. Macaulay is a director of each of First Reserve GP XII Limited, FR Horizon GP Limited and FR XI Offshore GP Limited and has the right to appoint a majority of the directors of the board of each such entity.  
Except for CHC Cayman, which holds the securities reported herein directly, each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, and the filing of this statement by the Reporting Persons shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of the Reporting Persons is the beneficial owner of the securities reported herein other than the securities held directly by such Reporting Person.
  - (4)

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**Remarks:**

Because no more than 10 reporting persons can file any one Form 3 through the Securities and Exchange Commission, the Commission has limited the number of reporting persons who can file any one Form 3 through the Securities and Exchange Commission to 10.

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.