

CHC Group Ltd.
Form 3
July 27, 2015

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 Kerr Melanie

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/17/2015

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)
Chief Accounting Officer

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

1,084

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
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

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

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (Right to Buy)	Â (1)	04/02/2025	Ordinary Shares	100,000	\$ 1.33	D	Â
Restricted Stock Units	Â (2)	Â (2)	Ordinary Shares	4,000	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kerr Melanie C/O CHC GROUP LTD. 190 ELGIN AVENUE, GEORGE TOWN GRAND CAYMAN,Â E9Â KY1-9005	Â	Â	Â Chief Accounting Officer	Â

Signatures

/s/ Nicolas Stable, as
Attorney-in-Fact

07/27/2015

__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 Option vests in five (5) annual installments at a rate of one-fifth (1/5th) per year on each anniversary of April 2, 2015, subject to the Reporting Person's continuous employment with the Issuer through the applicable vesting date.

- These restricted stock units vest in two remaining equal installments on January 16, 2016 and January 16, 2017, subject to the Reporting Person's continuous employment with the Issuer through the applicable vesting date. Each restricted stock unit represents a contingent right to receive one Ordinary Share of the Issuer.

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Remarks:

ExhibitÂ List

ExhibitÂ 24.1Â -Â PowerÂ ofÂ Attorney

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.