

CHC Group Ltd.  
Form 8-K  
October 07, 2014

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 3, 2014

Commission File Number: 001-36261

---

CHC Group Ltd.  
(Exact name of Registrant as specified in its charter)

Cayman Islands  
(State or Other Jurisdiction of  
Incorporation)  
190 Elgin Avenue  
George Town  
Gran Cayman, KY1-9005

98-0587405  
(IRS Employer  
Identification No.)

Cayman Islands  
(Address of principal executive offices, including zip code)  
(604) 276-7500  
(Registrant's telephone number, including area code)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 8.01. Other Events

On October 3, 2011, CHC Group Ltd. (“Company”) sent notice (“Notice”) to its shareholders announcing anticipated key dates, including the record date, for its offering of rights to acquire the Company’s new convertible preferred shares to its existing shareholders (“Rights Offering”). The text of the Notice is attached hereto as Exhibit 99.1 and is hereby incorporated by reference.

In connection with the Rights Offering, the Company filed a registration statement on Form S-1 with the Securities and Exchange Commission (“SEC”) on September 22, 2014 (“Registration Statement”). The Company will complete the Rights Offering in accordance with applicable law and the terms stated in the Registration Statement and the Rights Offering will be made only by means of a prospectus contained in the Registration Statement. The Registration Statement remains subject to review by the SEC, has not been declared effective, and is subject to change. Neither this Current Report on Form 8-K nor the Notice constitutes an offer to sell or a solicitation of an offer to buy any securities in the Rights Offering. If you are a shareholder as of the record date for the Rights Offering, you will receive a prospectus relating to the Rights Offering and related offering materials following the effectiveness of the Registration Statement. Those materials will describe in detail the procedures for participation in the Rights Offering.

Cautionary Note on Forward Looking Statements:

This Current Report on Form 8-K and the Notice attached as Exhibit 99.1 hereto contain forward-looking statements and information within the meaning of certain securities laws, including the “safe harbor” provision of the United States Private Securities Litigation Reform Act of 1995, the United States Securities Act of 1933, as amended, the United States Securities Exchange Act of 1934, as amended, and other applicable securities legislation. All statements, other than statements of historical fact included in this Current Report on Form 8-K and the Notice attached as Exhibit 99.1 hereto, regarding the Rights Offering are “forward-looking statements”. While these forward-looking statements represent our beliefs and expectations, the actual future events could differ materially from the information contained in the forward-looking statements. The Company disclaims any intentions or obligations to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Please refer to our annual report on Form 10-K, as amended by our annual report on Form 10-K/A, our quarterly reports on Form 10-Q, and our other filings, in any discussion of risk factors or forward-looking statements, which are filed with the SEC and available free of charge at the SEC’s website ([www.sec.gov](http://www.sec.gov)), for a full discussion of the risks and other factors that may impact any estimates or forward-looking statements made herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is attached to this Current Report on Form 8-K:

| Exhibit<br>Number | Description                               |
|-------------------|---|
| 99.1              | Notice of Rights Offering to Shareholders |

---

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHC GROUP LTD.

By: /s/ Russ Hill  
Name: Russ Hill  
Authorized Signatory

Date: October 7, 2014