

CHC Group Ltd.  
Form 8-K  
August 13, 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): August 13, 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 or organization)

190 Elgin Avenue

George Town

Grand Cayman, KY1-9005

Cayman Islands

(Address of principal executive offices, 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:

- 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))

98-0587405  
(I.R.S. Employer  
Identification No.)

Item 7.01 Regulation FD Disclosure.

On August 13, 2014, CHC Group Ltd. (the "Company") issued a press release announcing that the Company plans to issue its financial results for the first quarter of fiscal year 2015 ended July 31, 2014 after market close on Monday, September 8, 2014. The press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

On September 9, 2014, the Company will conduct a properly noticed conference call to discuss its results of operations for the first quarter of fiscal year 2015 ended July 31, 2014 and to answer questions raised by the call's participants. The conference call will be held on September 9, 2014 at 8 a.m. Eastern Time and can be accessed via [www.chc.ca/presentations](http://www.chc.ca/presentations). Analysts wishing to participate in the call are invited to dial into and register for the call at (877) 407-0778 or (201) 689-8565, using Conference ID 13589097. Participants are encouraged to dial in 15 minutes before the start of the conference call to secure a line. To view a webcast of the slides, please visit the Investor Relations section of the Company's website at [www.chc.ca/presentations](http://www.chc.ca/presentations).

The Company also announced in the press release that William Amelio, the President and Chief Executive Officer of the Company, and Joan Hooper, the Chief Financial Officer of the Company, will present at 4:25 p.m. Eastern Time on Wednesday, September 3, 2014 at the 2014 Barclays CEO Energy-Power Conference, which will take place at the Sheraton Times Square in New York City. A live webcast of the presentation, along with the presentation materials, will be available at the Investor Relations section of the Company's website at [www.chc.ca/presentations](http://www.chc.ca/presentations) during the event and until October 3, 2014.

In addition, the Company announced in the press release that it will hold its first analyst meeting since its initial public offering on Thursday, October 2, 2014 in New York City. Analysts interested in attending the meeting should contact Lynn Antipas Tyson, vice president, Investor Relations at (914) 485-1150.

The information in this Item 7.01 and the attached Exhibit 99.1 is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Item 7.01 and the attached Exhibit 99.1 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

Cautionary Note on Forward Looking Statements:

This Current Report on Form 8-K and the press release 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 any applicable Canadian securities legislation. All statements, other than statements of historical fact included in this Current Report on Form 8-K and the press release attached as Exhibit 99.1 hereto, regarding our strategy, future operations, projections, conclusions, forecasts and other statements are "forward-looking statements". While these forward-looking statements represent our best current judgment, the actual results could differ materially from the conclusions, forecasts or projections contained in the forward-looking statements. Certain material factors or assumptions were applied in drawing a conclusion or making a forecast or projection in the forward-looking information contained herein. Such factors include, but are not limited to, the following: competition in the markets we serve, our ability to secure and retain long-term support contracts, our ability to maintain standards of acceptable safety performance, political, economical, and regulatory uncertainty, problems with our non-wholly owned entities, including potential conflicts with the other owners of such entities, exposure to credit risks, ability to continue funding our working capital requirement, risks inherent in the operation of helicopters, unanticipated costs or cost increases associated with our business operations, exchange rate fluctuations, trade industry exposure, inflation, inability to obtain or maintain government issued licenses or related approvals and permits, inability to obtain or maintain necessary aircraft or insurance, loss of key personnel, work stoppages due to labor disputes, and future material acquisitions or dispositions. Should one or more of these risks or uncertainties



materialize, or should underlying assumptions prove incorrect, actual outcomes may vary materially from those indicated. 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 other filings, in particular any discussion of risk factors or forward-looking statements, which are filed with the SEC and available 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              | Press Release of CHC Group Ltd. dated August 13, 2014. |

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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 thereunto duly authorized.

CHC Group Ltd.

By: /s/ Russ Hill  
Russ Hill  
Authorized Signatory

Date: August 13, 2014