

CHC Group Ltd.
Form S-1MEF
January 16, 2014

As filed with the Securities and Exchange Commission on January 16, 2014

Registration No. 333-

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CHC Group Ltd.

(Exact name of Registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

4522
(Primary Standard Industrial
Classification Code Number)

98-0587405
(I.R.S. Employer
Identification Number)

CHC Group Ltd.
190 Elgin Avenue
George Town
Grand Cayman, KY1-9005
Cayman Islands
(604) 276-7500

(Address, including zip code, and telephone number, of registrants principal executive offices)

CT Corporation System
111 Eighth Avenue
New York, New York 10011
(212) 590-9070

(Name, address, including zip code and telephone number, including area code, of agent for service)

Please send copies of all communications to:

| | | | |
|------------------------------|---|--|----------------------------|
| Louis Lehot | Joshua Ford Bonnie | Michael J. O Neill | Michael E. Michetti |
| Michael Tenta | Ryan Bekkerus | SVP, Chief Legal Officer | Scott R. Saks |
| Cooley LLP | Simpson Thacher & Bartlett LLP | Russ Hill | Joel M. Simon |
| 3175 Hanover Street | 425 Lexington Avenue | VP, Deputy General Counsel, Corporate Secretary and | Paul Hastings LLP |
| Palo Alto, California | New York, New York | Chief Compliance Officer | 75 East 55th Street |
| 94304-1130 | 10017-3954 | | New York, NY 10022 |
| (650) 843-5949 | (212) 455-2000 | c/o Heli-One Canada, Inc. | 212-318-6000 |

(650) 843-5636

4740 Agar Drive

Richmond, BC V7B 1A3,
Canada

(604) 276-7500

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-191268

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered ⁽¹⁾ | Proposed Maximum Offering Price Per Share ⁽²⁾ | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|--|--|---|----------------------------|
| Ordinary shares, \$0.0001 par value per share | 1,826,200 | \$10.00 | \$18,262,000 | \$2,353 |

(1) The Ordinary shares being registered pursuant to this Registration Statement are in addition to the 33,823,800 Ordinary shares registered pursuant to the Registrant's Registration Statement on Form S-1 (Registration No.

333-191268).

(2) Based on the initial public offering price.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form S-1 (Registration No. 333-191268), which was declared effective by the Commission on January 16, 2014, and is being filed solely for the purpose of registering an increase in the amount of Ordinary shares registered by 1,826,200 shares. The required opinions and consents are listed on the Exhibit Index attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant issuer has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bellingham, Washington on January 16, 2014.

CHC Group Ltd.

By: *

Name: William Amelio

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|--|------------------|
| * William Amelio | President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i> | January 16, 2014 |
| * Joan S. Hooper | Chief Financial Officer <i>(Principal Financial Officer)</i> | January 16, 2014 |
| * Rebecca Camden | Chief Accounting Officer <i>(Principal Accounting Officer)</i> | January 16, 2014 |
| * William E. Macaulay | Director | January 16, 2014 |
| * Francis S. Kalman | Director | January 16, 2014 |
| * Jonathan Lewis | Director | January 16, 2014 |
| * Jeffrey K. Quake | Director | January 16, 2014 |

* Director January 16, 2014

Dod E. Wales

* Director January 16, 2014

John Mogford

* By /s/ Russ Hill
Russ Hill

Attorney-in-fact

II-1

Authorized Representative in the United States

Pursuant to the requirements of the Securities Act of 1933, CHC Group Ltd. has duly caused this registration statement to be signed by the following duly authorized representative in the United States:

Date: January 16, 2014

By: *

Name: Donald J. Puglisi

Title: Managing Director, Puglisi & Associates

* By /s/ Russ Hill
Russ Hill
Attorney-in-fact

II-2

EXHIBIT INDEX

| Exhibit No. | Exhibit Description | Incorporated by Reference | | | | Filed Herewith |
|------------------------|---|----------------------------------|---------------------|----------------|--------------------|---------------------------|
| | | Form | SEC File No. | Exhibit | Filing Date | |
| 5.1 | Opinion of Walkers | | | | | X |
| 23.1 | Consent of Ernst & Young LLP, independent registered public accounting firm | | | | | X |
| 23.2 | Consent of Walkers (included as part of its opinion filed as Exhibit 5.1 hereto) | | | | | |
| 24.1 | Power of Attorney (included on signature page) | S-1 | 333-191268 | 24.1 | 9/19/2013 | |
| 24.2 | Power of Attorney of Jeffrey K. Quake dated October 24, 2013 | S-1/A | 333-191268 | 24.2 | 10/25/13 | |
| 24.3 | Power of Attorney of Francis S. Kalman dated December 18, 2013 | S-1/A | 333-191268 | 24.3 | 12/19/2013 | |