

CHC Group Ltd.  
Form SC 13D/A  
April 29, 2016

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)**

**CHC GROUP LTD.**  
**(Name of Issuer)**  
**Ordinary Shares, par value \$0.003 per share**  
**(Title of Class of Securities)**

**G07021101**  
**(CUSIP Number)**

**Anne E. Gold**  
**First Reserve**  
**One Lafayette Place**  
**Greenwich, CT 06830**  
**(203) 625-2536**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**April 27, 2016**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G07021101

1. Name of Reporting Persons:

6922767 Holding (Cayman) Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13. Percent of Class Represented by Amount in Row (11)

56.2%\*

14. Type of Reporting Person (See Instructions)

CO

\* All percentages of Ordinary Shares outstanding contained herein are based on 2,721,468 Ordinary Shares outstanding as of January 31, 2016, as reported in the Company's Quarterly Report on Form 10-Q, filed March 3, 2016. The total number of Ordinary Shares outstanding is calculated after giving effect to a 1-for-30 reverse share split of the Company that became effective on December 11, 2015.

CUSIP No. G07021101

1. Name of Reporting Persons:

Horizon Alpha Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

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Reporting 9. Sole Dispositive Power

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With: 0

10. Shared Dispositive Power

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56.2%\*

14. Type of Reporting Person (See Instructions)

CO

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CUSIP No. G07021101

1. Name of Reporting Persons:

FR XI Horizon Co-Investment I, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

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6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

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Reporting 9. Sole Dispositive Power

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With: 0

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56.2%\*

14. Type of Reporting Person (See Instructions)

PN

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CUSIP No. G07021101

1. Name of Reporting Persons:

FR XI Horizon Co-Investment II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

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Person

With: 0

10. Shared Dispositive Power

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CUSIP No. G07021101

1. Name of Reporting Persons:

FR XI Offshore GP Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

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6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

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CUSIP No. G07021101

1. Name of Reporting Persons:

First Reserve Fund XII, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

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Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

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56.2%\*

14. Type of Reporting Person (See Instructions)

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CUSIP No. G07021101

1. Name of Reporting Persons:

FR XII-A Parallel Vehicle, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13. Percent of Class Represented by Amount in Row (11)

56.2%\*

14. Type of Reporting Person (See Instructions)

PN

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CUSIP No. G07021101

1. Name of Reporting Persons:

FR Horizon AIV, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13. Percent of Class Represented by Amount in Row (11)

56.2%\*

14. Type of Reporting Person (See Instructions)

PN

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CUSIP No. G07021101

1. Name of Reporting Persons:

First Reserve GP XII, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13. Percent of Class Represented by Amount in Row (11)

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14. Type of Reporting Person (See Instructions)

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CUSIP No. G07021101

1. Name of Reporting Persons:

First Reserve GP XII Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13. Percent of Class Represented by Amount in Row (11)

56.2%\*

14. Type of Reporting Person (See Instructions)

CO

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CUSIP No. G07021101

1. Name of Reporting Persons:

FR Horizon GP, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13. Percent of Class Represented by Amount in Row (11)

56.2%\*

14. Type of Reporting Person (See Instructions)

PN

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CUSIP No. G07021101

1. Name of Reporting Persons:

FR Horizon GP Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13. Percent of Class Represented by Amount in Row (11)

56.2%\*

14. Type of Reporting Person (See Instructions)

CO

\* All percentages of Ordinary Shares outstanding contained herein are based on 2,721,468 Ordinary Shares outstanding as of January 31, 2016, as reported in the Company's Quarterly Report on Form 10-Q, filed March 3, 2016. The total number of Ordinary Shares outstanding is calculated after giving effect to a 1-for-30 reverse share split of the Company that became effective on December 11, 2015.

CUSIP No. G07021101

1. Name of Reporting Persons:

William E. Macaulay

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13. Percent of Class Represented by Amount in Row (11)

56.2%\*

14. Type of Reporting Person (See Instructions)

IN

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This Amendment No. 2 to Schedule 13D amends the statement on Schedule 13D filed with the Securities and Exchange Commission (the Commission ) on November 4, 2014, as amended by Amendment No. 1 to Schedule 13D filed with the Commission on December 16, 2014 (as amended, the Schedule 13D ) by the Reporting Persons.

**Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

On April 27, 2016, following consultation with CaymanCo and the Company, Jeffrey K. Quake, a member of the board of directors of the Company (the Board ) designated by CaymanCo pursuant to the FR Shareholders Agreement, resigned from the Board, effective as of April 27, 2016.

SIGNATURES

After reasonable inquiry and to the best of each of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

6922767 Holding (Cayman) Inc.

Horizon Alpha Limited

FR XI Horizon Co-Investment I, L.P.

FR XI Horizon Co-Investment II, L.P.

FR XII-A Parallel Vehicle, L.P.

First Reserve Fund XII, L.P.

FR Horizon AIV, L.P.

First Reserve GP XII, L.P.

First Reserve GP XII Limited

FR Horizon GP, L.P.

FR Horizon GP Limited

FR XI Offshore GP Limited

William E. Macaulay

Dated: April 29, 2016

**6922767 HOLDING (CAYMAN) INC.**

By: /s/ Dod E. Wales

Name: Dod E. Wales

Title: Director

**HORIZON ALPHA LIMITED**

By: /s/ Dod E. Wales

Name: Dod E. Wales

Title: Director

**FR XI HORIZON CO-INVESTMENT I,  
L.P.**

By: FR XI Offshore GP Limited, its general  
partner

By: /s/ Anne E. Gold

Name: Anne E. Gold

Title: Chief Compliance Officer, Secretary

[Signature Page to 13D]

**FR XI HORIZON CO-INVESTMENT II, L.P.**

By: FR XI Offshore GP Limited, its general partner

By: /s/ Anne E. Gold

Name: Anne E. Gold

Title: Chief Compliance Officer, Secretary

**FIRST RESERVE FUND XII, L.P.**

By: First Reserve GP XII, L.P., its general partner

By: First Reserve GP XII Limited, its general partner

By: /s/ Anne E. Gold

Name: Anne E. Gold

Title: Chief Compliance Officer, Secretary

**FR XII-A PARALLEL VEHICLE, L.P.**

By: First Reserve GP XII, L.P., its general partner

By: First Reserve GP XII Limited, its general partner

By: /s/ Anne E. Gold

Name: Anne E. Gold

Title: Chief Compliance Officer, Secretary

**FR HORIZON AIV, L.P.**

By: FR Horizon GP, L.P., its general partner

By: First Horizon GP Limited

By: /s/ Anne E. Gold

Name: Anne E. Gold

Title: Chief Compliance Officer, Secretary



[Signature Page to 13D]

**FIRST RESERVE GP XII, L.P.**

By: First Reserve GP XII Limited, its  
general  
partner

By: /s/ Anne E. Gold

Name: Anne E. Gold  
Title: Chief Compliance Officer, Secretary

**FR HORIZON GP, L.P.**

By: FR Horizon GP Limited, its general  
partner

By: /s/ Anne E. Gold

Name: Anne E. Gold  
Title: Chief Compliance Officer, Secretary

**FR XI OFFSHORE GP LIMITED**

By: /s/ Anne E. Gold

Name: Anne E. Gold  
Title: Chief Compliance Officer, Secretary

**FIRST RESERVE GP XII LIMITED**

By: /s/ Anne E. Gold

Name: Anne E. Gold  
Title: Chief Compliance Officer, Secretary

**FR HORIZON GP LIMITED**

By: /s/ Anne E. Gold

Name: Anne E. Gold  
Title: Chief Compliance Officer, Secretary

**WILLIAM E. MACAULAY**

/s/ Anne E. Gold  
Anne E. Gold, attorney-in-fact

[Signature Page to 13D]