

CHC Group Ltd.  
Form 8-K  
November 26, 2014

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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): November 26, 2014

Commission File Number: 001-36261

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

98-0587405  
(IRS Employer  
Identification No.)

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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))
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Item 8.01. Other Events

On November 26, 2014, CHC Group Ltd. (“Company”) issued a press release announcing the cancellation of its preferred shares rights offering, which expired at 5:00 p.m. Eastern Time on November 24, 2014. The text of the press release is attached hereto as Exhibit 99.1 and is hereby incorporated by reference.

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 dated November 26, 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 hereunto duly authorized.

CHC GROUP LTD.

By: /s/ Russ Hill  
Name: Russ Hill  
Authorized Signatory  
Date: November 26, 2014

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INDEX TO EXHIBITS

| Exhibit<br>Number | Description                           |
|-------------------|---------------------------------------|
| 99.1              | Press Release dated November 26, 2014 |