

TAL International Group, Inc.  
Form 8-K  
February 27, 2013

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

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of report (Date of earliest event reported): **February 21, 2013**

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**TAL INTERNATIONAL GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**333-126317**  
(Commission File  
Number)

**20-1796526**  
(I.R.S. Employer  
Identification No.)

**TAL International Group, Inc.**

**100 Manhattanville Road**

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**Purchase, New York 10577-2135**  
(Address of Principal Executive Offices) (Zip Code)

**(914) 251-9000**  
(Registrant's Telephone Number, Including Area Code)

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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:

- 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 February 21, 2013, TAL International Group, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with the several selling stockholders specified therein (the Selling Stockholders ) and Merrill Lynch, Pierce, Fenner & Smith Incorporated (the Underwriter ), with respect to the offer and sale of an aggregate of 4,036,796 shares (the Shares ) of the common stock, par value \$0.001 per share (the Common Stock ) of the Company to the Underwriter in connection with an underwritten public offering (the Offering ). The offering closed on February 26, 2013. All of the Shares were sold by the Selling Stockholders. The Company did not receive any proceeds from the sale of Shares by the Selling Stockholders. The Underwriting Agreement is attached to this Current Report on Form 8-K as Exhibit 1.1 and is incorporated into this Item 8.01 by reference.

The Offering described in this Current Report on Form 8-K is more fully described in the Company s prospectus supplement filed with the Securities and Exchange Commission (the Commission ) on February 22, 2013, to the accompanying base prospectus dated February 28, 2012, constituting a part of the Company s Registration Statement on Form S-3 (File No. 333-179771) (the Registration Statement ). The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to Exhibit 1.1.

This Current Report on Form 8-K is being filed for the purpose of filing the attached documents in connection with the issuance of the Shares as exhibits to the Registration Statement and such exhibits are hereby incorporated by reference into the Registration Statement.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                                                                      |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1                | Underwriting Agreement, dated February 21, 2013, by and among TAL International Group, Inc., the several selling stockholders specified therein and Merrill Lynch, Pierce, Fenner & Smith Incorporated. |
| 5.1                | Opinion of Mayer Brown LLP, regarding the validity of the Shares, dated February 26, 2013.                                                                                                              |
| 23.1               | Consent of Mayer Brown LLP (included in Exhibit 5.1).                                                                                                                                                   |

**SIGNATURES**

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

Dated: February 27, 2013

TAL INTERNATIONAL GROUP, INC.

By: /s/ John Burns

Name:

**John Burns**

Title:

**Senior Vice President and  
Chief Financial Officer**

**EXHIBIT INDEX**

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