

TAL International Group, Inc.  
Form 8-K  
May 03, 2012

**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): **May 3, 2012**

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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:

- EJ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - EJ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - EJ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - EJ 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 May 3, 2012, TAL International Group, Inc. issued a press release announcing a public secondary offering of its common stock by certain selling stockholders. A copy of the press release is filed with this report as Exhibit 99.1 and is incorporated by reference herein.

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

(d) Exhibits.

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press release issued by TAL International Group, Inc. on May 3, 2012 announcing a public secondary offering of its common stock by certain selling stockholders.

**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: May 3, 2012

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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