

TAL International Group, Inc.
Form 8-K
February 20, 2013

**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): **February 20, 2013**

TAL INTERNATIONAL GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

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)

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 February 20, 2013, 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

| No. | Description |
|------------|--|
| 99.1 | Press release issued by TAL International Group, Inc. on February 20, 2013 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: February 20, 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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