

TAL International Group, Inc.  
Form 8-K  
February 10, 2011

**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 9, 2011**

**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**  
(IRS Employer Identification No.)

**100 Manhattanville Road**  
**Purchase, New York 10577-2135**

(Address of Principal Executive Offices, including Zip Code)

**Telephone: (914) 251-9000**

(Registrant's Telephone Number, Including Area Code)

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**Not applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant 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 2.02. Results of Operations and Financial Condition.**

On February 9, 2011, TAL International Group, Inc. issued a press release announcing its results of operations for the quarter and full year ended December 31, 2010. A copy of the press release is furnished with this report as Exhibit 99.1.

The information in this Current Report on Form 8-K, including the attached exhibit, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be set forth by specific reference in such filing.

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

(d) Exhibits

99.1 Press release issued by TAL International Group, Inc. dated February 9, 2011.

**SIGNATURES**

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.

TAL International Group, Inc.

Dated: February 9, 2011

By: /s/ John Burns  
Name: John Burns  
Title: Senior Vice President and  
Chief Financial Officer

**INDEX TO EXHIBITS**

| <b>EXHIBIT</b> | <b>DESCRIPTION</b>   |
|----------------|--|
| 99.1           | Press Release issued by TAL International Group, Inc. on February 9, 2011 announcing earnings for the quarter and full year ended December 31, 2010. |