

TAL International Group, Inc.  
 Form 4  
 February 28, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 JZ Capital Partners Ltd

(Last) (First) (Middle)

2ND FLOOR, REGENCY COURT, GLATEGNY ESPLANADE

(Street)

ST. PETER PORT, GUERNSEY, C.I. GY13NQ

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TAL International Group, Inc. [TAL]

3. Date of Earliest Transaction (Month/Day/Year)

02/26/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK	02/26/2013		S		357,418	D	\$ 42.90

See Footnotes (1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

JZ Capital Partners Ltd  
2ND FLOOR, REGENCY COURT  
GLATEGNY ESPLANADE  
ST. PETER PORT, GUERNSEY, C.I. GY13NQ

X

## Signatures

/s/ David W. Zalaznick, Investment  
Advisor

02/28/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Prior to the transaction described in this Form 4, JZ Capital Partners Limited. was the direct holder of 357,418 shares of common stock ("Common Stock") of TAL International Group, Inc. and, following such transaction, is currently the direct holder of 0 shares of Common Stock.

(2) JZ Capital Partners Limited is an investment trust listed on the London Stock Exchange. Its business is to invest, primarily in the United States, in debt and equity securities recommended by Jordan/Zalaznick Advisers, Inc., a Delaware corporation based in New York, that is its sole investment advisor. JZ Capital Partners Limited is governed by a board of independent directors, comprised of David Macfarlane (Chairman), David Allison, Patrick Firth, James Jordan and Tanja Tibaldi, who have shared voting and investment power over any shares held by JZ Capital Partners Limited. Each such individual disclaims beneficial ownership of the shares owned by JZ Capital Partners Limited.

(3) JZ Capital Partners Limited and funds affiliated with The Resolute Fund, L.P. and Edgewater Growth Partners, L.P. (collectively owning approximately 0% of outstanding common stock of TAL International Group, Inc.) were parties to a stockholders agreement pursuant to which such stockholders agreed to vote their respective shares of common stock in favor of the nominees designated by The Resolute Funds, L.P. to TAL International Group's Board of Directors. None of the share amounts reflected in this report on Form 4 include the shares owned by the funds affiliated with The Resolute Fund, L.P. or Edgewater Growth Partners, L.P., as JZ Capital Partners Limited disclaims beneficial ownership of, and has no pecuniary interest in, such shares.

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