

TAL International Group, Inc.  
Form 8-K  
May 03, 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): **May 3, 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**

(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 1.01. Entry Into a Material Definitive Agreement.**

On May 3, 2013, TAL Advantage IV LLC, an indirect wholly owned subsidiary of TAL International Group, Inc., and Wells Fargo Bank, National Association, as Indenture Trustee, entered into an amendment to the Series 2010-1 Supplement dated June 28, 2010 between TAL Advantage IV LLC, as Issuer and Wells Fargo Bank, National Association, as Indenture Trustee, to revise the optional prepayment date for the Series 2010-1 Notes from July 2013 to July 2015, and for each Interest Accrual Period occurring after April 21, 2013 to reduce the interest rate on the notes from 5.50% to 3.25%.

**Item 2.03. Creation of Certain Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.**

The disclosure required by this item is included in Item 1.01 and is incorporated herein by reference.

**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: May 3, 2013

By: /s/ Jeffrey Casucci  
Name:  
Title:

**Jeffrey Casucci**  
**Vice President and Treasurer**