

TAL International Group, Inc.  
Form 8-K  
May 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): **May 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**  
(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 1.02. Termination of a Material Definitive Agreement.**

On May 20, 2013, TAL Advantage IV LLC, an indirect wholly owned subsidiary of TAL International Group, Inc., prepaid all of the outstanding principal balance of the Series 2011-2 Notes in the amount of \$189,958,333.

**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 20, 2013

By: /s/ Jeffrey Casucci  
Name: **Jeffrey Casucci**  
Title: **Vice President and Treasurer**