

TAL International Group, Inc.  
Form 8-K  
May 22, 2012

**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 22, 2012**

**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 22, 2012, TAL Advantage IV LLC ( TAL Advantage IV ), an indirect wholly owned subsidiary of TAL International Group, Inc., completed the offering of \$250,000,000 Series 2012-1 Fixed Rate Secured Notes ( Series 2012-1 Notes ). The Series 2012-1 Notes, which are rated A by Standard & Poor's, were issued with a coupon of 3.86% per annum and an annual yield of 3.90%, have a scheduled maturity date of May 20, 2022 and a legal final maturity date of May 20, 2027. The transaction documents contain customary affirmative and negative covenants, financial covenants, representations and warranties, and events of default, which are subject to various exceptions and qualifications. TAL Advantage IV will use the net proceeds of the offering to purchase containers and for other general business purposes. A copy of the press release is furnished with this report as Exhibit 99.1.

The notes were offered within the United States only to qualified institutional investors pursuant to Rule 144A under the Securities Act of 1933, as amended (the Securities Act ) and to persons outside the United States in compliance with Regulation S under the Securities Act. The notes have not been registered under the Securities Act, or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

**Item 2.03. Creation of 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.

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

(d) Exhibits

99.1 Press release issued by TAL International Group, Inc. dated May 22, 2012.

**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 22, 2012

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