

TAL International Group, Inc.
 Form 3
 July 22, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â JZ Capital Partners Ltd (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 06/30/2008 | 3. Issuer Name and Ticker or Trading Symbol TAL International Group, Inc. [TAL] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|---|--|--|--|--|

2ND FLOOR, REGENCY COURT, P.O. BOX 211, GLATEGNY ESPLANADE
 (Street)

___ Director ___X___ 10% Owner
 ___ Officer ___ Other
 (give title below) (specify below)

ST. PETER PORT, GUERNSEY, C.I. GY1 3NQ
 (City) (State) (Zip)

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock, \$0.001 par value per share | 1,380,498 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JZ Capital Partners Ltd 2ND FLOOR, REGENCY COURT P.O. BOX 211, GLATEGNY ESPLANADE ST. PETER PORT, GUERNSEY, C.I. GY1 3NQ | ^ | ^ X | ^ | ^ |

Signatures

/s/ David W. Zalaznick (David W. Zalaznick, Investment Manager of JZ Capital Partners Limited)

07/23/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) By a special resolution of the shareholders of JZ Equity Partners plc ("Old JZEP") on June 30, 2008, the shareholders of Old JZEP approved the re-domiciliation of Old JZEP from the United Kingdom to Guernsey (the "Scheme"). Pursuant to the terms of the Scheme, Old JZEP transferred substantially all of its assets, including 1,380,498 shares of common stock, par value \$0.001 per share (the "Common Stock"), of TAL International Group, Inc., a Delaware corporation (the "Issuer") to JZ Capital Partners Limited ("New JZEP"), a newly formed Guernsey-incorporated closed-ended investment company and successor to Old JZEP. Accordingly, as a result of the Scheme, New JZEP now beneficially owns the shares of Common Stock of the Issuer set forth in this Form 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.