

TAL International Group, Inc.
Form 10-Q/A
April 29, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A
(Amendment No. 1)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For The Quarterly Period Ended March 31, 2014

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from _____ to _____
Commission file number- 001-32638
TAL International Group, Inc.
(Exact name of registrant as specified in the charter)

Delaware 20-1796526
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)

100 Manhattanville Road, Purchase, New York 10577-2135
(Address of principal executive office) (Zip Code)
(914) 251-9000
(Registrant's telephone number including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer Non-accelerated filer Smaller reporting company
(Do not check if a

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smaller reporting
company)

Indicate by check mark whether the registrant is a shell company (as defined in rule 12b-2 of the Exchange Act). YES NO

As of April 18, 2014, there were 33,994,771 shares of the Registrant's common stock, \$.001 par value outstanding.

Explanatory Note

This Amendment No. 1 on Form 10-Q/A (this "Amendment") is being provided for the purpose of including Exhibits 31.1, 31.2, 32.1, and 32.2, Certifications Pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, with our Form 10-Q, that was filed on April 29, 2014. As a result of a technical error, the Exhibits 31.1, 31.2, 32.1, and 32.2 in the Form 10-Q as originally filed were erroneously excluded in their entirety. We have included in this Amendment the Exhibits 31.1, 31.2, 32.1, and 32.2 dated as of the date hereof.

No other changes have been made to the Form 10-Q. This Form 10-Q/A does not reflect events that may have occurred subsequent to the original filing, and does not modify or update any other disclosures made in the Form 10-Q.

Item 6. Exhibits.

Exhibit 31.1	Certification of the Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended
Exhibit 31.2	Certification of the Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended
Exhibit 32.1	Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350
Exhibit 32.2	Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350

SIGNATURE

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 thereunto duly authorized.

TAL International Group, Inc.

April 29, 2014

By: /s/ JOHN BURNS
John Burns
Senior Vice President and Chief Financial Officer (Principal
Financial Officer)