

TAL International Group, Inc.
Form 4
February 28, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JZ Capital Partners Ltd

(Last) (First) (Middle)

2ND FLOOR, REGENCY
COURT, GLATEGNY
ESPLANADE

(Street)

ST. PETER PORT, GUERNSEY,
C.I. GY13NQ

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TAL International Group, Inc. [TAL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK	02/26/2013		S		357,418	D	\$ 42.90
						I	See Footnotes (1) (2) (3)

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

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information contained in this form are not
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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JZ Capital Partners Ltd
2ND FLOOR, REGENCY COURT
GLATEGNY ESPLANADE
ST. PETER PORT, GUERNSEY, C.I. GY13NQ

X

Signatures

/s/ David W. Zalaznick, Investment
Advisor

02/28/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

Prior to the transaction described in this Form 4, JZ Capital Partners Limited. was the direct holder of 357,418 shares of common stock
(1) ("Common Stock") of TAL International Group, Inc. and, following such transaction, is currently the direct holder of 0 shares of
Common Stock.

JZ Capital Partners Limited is an investment trust listed on the London Stock Exchange. Its business is to invest, primarily in the United
States, in debt and equity securities recommended by Jordan/Zalaznick Advisers, Inc., a Delaware corporation based in New York, that is
(2) its sole investment advisor. JZ Capital Partners Limited is governed by a board of independent directors, comprised of David Macfarlane
(Chairman), David Allison, Patrick Firth, James Jordan and Tanja Tibaldi, who have shared voting and investment power over any shares
held by JZ Capital Partners Limited. Each such individual disclaims beneficial ownership of the shares owned by JZ Capital Partners
Limited.

JZ Capital Partners Limited and funds affiliated with The Resolute Fund, L.P. and Edgewater Growth Partners, L.P. (collectively owning
approximately 0% of outstanding common stock of TAL International Group, Inc.) were parties to a stockholders agreement pursuant to
which such stockholders agreed to vote their respective shares of common stock in favor of the nominees designated by The Resolute
(3) Funds, L.P. to TAL International Group's Board of Directors. None of the share amounts reflected in this report on Form 4 include the
shares owned by the funds affiliated with The Resolute Fund, L.P. or Edgewater Growth Partners, L.P., as JZ Capital Partners Limited
disclaims beneficial ownership of, and has no pecuniary interest in, such shares.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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