

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)

2ND FLOOR, REGENCY
COURT,Â P.O. BOX 211,
GLATEGNY ESPLANADE

(Street)

ST. PETER PORT,
GUERNSEY, C.I.Â GY1 3NQ

(City) (State) (Zip)

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

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

(Check all applicable)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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JZ Capital Partners Ltd
2ND FLOOR, REGENCY COURT
P.O. BOX 211, GLATEGNY ESPLANADE
ST. PETER PORT, GUERNSEY, C.I. GY1 3NQ

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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.