

TAL International Group, Inc.

Form SC 13G/A

February 12, 2010

---

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

OMB APPROVAL  
OMB  
Number:3235-0145  
Expires: February 28,  
2009  
Estimated average  
burden  
hours per  
response... 10.4

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)<sup>1/</sup>

TAL International Group, Inc.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

874083108  
(CUSIP Number)

December 31, 2009  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

---

<sup>1/</sup>The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. Beneficial ownership information contained herein is given as of the date listed above.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that

section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

CUSIP No.  
874083108

- 1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Abrams Capital, LLC  
Pamet Capital Management, LLC  
Pamet Capital Management, L.P.  
David Abrams
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
- 3 SEC Use Only
- 4 Citizenship or Place of Organization.  
Abrams Capital, LLC – Delaware  
Pamet Capital Management, LLC – Delaware  
Pamet Capital Management, L.P. – Delaware  
David Abrams -- United States
- 5 Sole Voting Power  
Abrams Capital, LLC – 0 shares  
Pamet Capital Management, LLC – 0 shares  
Pamet Capital Management, L.P. – 0 shares  
David Abrams – 0 shares
- 6 Shared Voting Power  
Abrams Capital, LLC – 2,363,558 shares  
Pamet Capital Management, LLC – 2,367,192 shares  
Pamet Capital Management, L.P. – 2,367,192 shares  
David Abrams – 2,367,192 shares  
Refer to Item 4 below.
- 7 Sole Dispositive Power  
Abrams Capital, LLC – 0 shares  
Pamet Capital Management, LLC – 0 shares  
Pamet Capital Management, L.P. – 0 shares  
David Abrams – 0 shares
- 8 Shared Dispositive Power  
Abrams Capital, LLC – 2,363,558 shares  
Pamet Capital Management, LLC – 2,367,192 shares  
Pamet Capital Management, L.P. – 2,367,192 shares  
David Abrams – 2,367,192 shares  
Refer to Item 4 below.
- Number  
of Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
-

CUSIP No.  
874083108

- 9 Aggregate Amount Beneficially Owned by Each Reporting Person  
Abrams Capital, LLC – 2,363,558 shares  
Pamet Capital Management, LLC – 2,367,192 shares  
Pamet Capital Management, L.P. – 2,367,192 shares  
David Abrams – 2,367,192 shares  
Refer to Item 4 below.
- 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   
Not applicable.
- 11 Percent of Class Represented by Amount in Row (9)  
Abrams Capital, LLC – 7.7%  
Pamet Capital Management, LLC – 7.7%  
Pamet Capital Management, L.P. – 7.7%  
David Abrams – 7.7%
- 12 Type of Reporting Person (See Instructions)  
Abrams Capital, LLC – OO (Limited Liability Company)  
Pamet Capital Management, LLC - OO (Limited Liability Company)  
Pamet Capital Management, L.P. – OO (Limited Partnership)  
David Abrams – IN

Item 1.

- (a) Name of Issuer  
TAL International Group, Inc.
- (b) Address of Issuer's Principal Executive Offices  
100 Manhattanville Road, Purchase NY 10577

Item 2.

- (a) Name of Person Filing  
Abrams Capital, LLC  
Pamet Capital Management, LLC  
Pamet Capital Management, L.P.  
David Abrams
- (b) Address of Principal Business Office or, if none, Residence  
Abrams Capital, LLC  
Pamet Capital Management, LLC  
Pamet Capital Management, L.P.  
David Abrams  
c/o Pamet Capital Management, L.P.  
222 Berkeley Street, 22nd Floor  
Boston, MA 02116



CUSIP No.  
874083108

- (c) Citizenship  
Abrams Capital, LLC – Delaware  
Pamet Capital Management, LLC – Delaware  
Pamet Capital Management, L.P. – Delaware  
David Abrams – United States
- (d) Title of Class of Securities  
Common Stock, par value \$0.001 per share
- (e) CUSIP Number  
874083108

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is  
a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act;
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J); Group, in accordance with §240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution

Item 4. Ownership\*\*

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned





CUSIP No.  
874083108

- Abrams Capital, LLC – 2,363,558 shares  
Pamet Capital Management, LLC – 2,367,192 shares  
Pamet Capital Management, L.P. – 2,367,192 shares  
David Abrams – 2,367,192 shares
- (b) Percent of Class  
Abrams Capital, LLC – 7.7%  
Pamet Capital Management, LLC – 7.7%  
Pamet Capital Management, L.P. – 7.7%  
David Abrams – 7.7%
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote  
Abrams Capital, LLC – 0 shares  
Pamet Capital Management, LLC – 0 shares  
Pamet Capital Management, L.P. – 0 shares  
David Abrams – 0 shares
- (ii) shared power to vote or to direct the vote  
Abrams Capital, LLC – 2,363,558 shares  
Pamet Capital Management, LLC – 2,367,192 shares  
Pamet Capital Management, L.P. – 2,367,192 shares  
David Abrams – 2,367,192 shares
- (iii) sole power to dispose or to direct the disposition of  
Abrams Capital, LLC – 0 shares  
Pamet Capital Management, LLC – 0 shares  
Pamet Capital Management, L.P. – 0 shares  
David Abrams – 0 shares
- (iv) shared power to dispose or to direct the disposition of  
Abrams Capital, LLC – 2,363,558 shares  
Pamet Capital Management, LLC – 2,367,192 shares  
Pamet Capital Management, L.P. – 2,367,192 shares  
David Abrams – 2,367,192 shares

\*\* Shares reported herein for Abrams Capital, LLC (“Abrams Capital”) represent shares beneficially owned by private investment funds for which Abrams Capital serves as general partner. Shares reported herein for Pamet Capital Management, L.P. (“Pamet LP”) and Pamet Capital Management, LLC (“Pamet LLC”) represent the above-referenced shares beneficially owned by Abrams Capital and shares beneficially owned by another private investment fund for which Pamet LP serves as investment manager. Pamet LLC is the general partner of Pamet LP. Shares reported herein for Mr. Abrams represent the above referenced shares reported for Abrams Capital and Pamet LLC. Mr. Abrams is the managing member of Abrams Capital and Pamet LLC. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.



CUSIP No.  
874083108

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No.  
874083108

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: February 12, 2010

ABRAMS CAPITAL, LLC

By: /s/ David Abrams  
David Abrams  
Managing Member

PAMET CAPITAL MANAGEMENT, LLC

By: /s/ David Abrams  
David Abrams  
Managing Member

PAMET CAPITAL MANAGEMENT, L.P.

By: Pamet Capital Management, LLC,  
its General Partner

By: /s/ David Abrams  
David Abrams  
Managing Member

DAVID ABRAMS

/s/ David Abrams  
David Abrams, individually

---

CUSIP No.  
874083108

Exhibit 1

JOINT FILING AGREEMENT

This Joint Filing Agreement, dated as of February 13, 2008, is by and among Abrams Capital, LLC, Pamet Capital Management, L.P., Pamet Capital Management, LLC and David Abrams (collectively, the "Filers").

Each of the Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13D and/or 13G with respect to shares of Common Stock, par value \$0.001 per share, of TAL International Group, Inc. beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the Abrams Filers hereby agree to file a single statement on Schedule 13G and/or 13D (and any amendments thereto) on behalf of each of such parties, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by either of the Abrams Filers upon one week's prior written notice (or such lesser period of notice as the Abrams Filers may mutually agree) to the other party.

Executed and delivered as of the date first above written.

ABRAMS CAPITAL, LLC

By: /s/ David Abrams  
David Abrams  
Managing Member

PAMET CAPITAL MANAGEMENT, LLC

By: /s/ David Abrams  
David Abrams  
Managing Member

PAMET CAPITAL MANAGEMENT, L.P.

By: Pamet Capital Management, LLC,  
its General Partner

By: /s/ David Abrams  
David Abrams  
Managing Member

DAVID ABRAMS

/s/ David Abrams

David Abrams, individually

---

