



DIVISION OF
CORPORATION FINANCE

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

July 25, 2013

Via E-mail

Mr. John Burns
Senior Vice President and Chief Financial Officer
TAL International Group, Inc.
100 Manhattanville Road
Purchase, New York 10577

RE: TAL International Group, Inc.
Form 10-K for the Year ended December 31, 2012
Filed February 20, 2013
File No. 1-32638

Dear Mr. Burns:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Rufus Decker

Rufus Decker
Accounting Branch Chief