



DIVISION OF  
CORPORATION FINANCE

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

December 3, 2015

Mail Stop 4631

Via E-mail

John Burns  
Chief Financial Officer  
TAL International Group, Inc.  
100 Manhattanville Road  
Purchase, New York 10577

**Re: TAL International Group, Inc.  
Form 10-K for Fiscal Year Ended December 31, 2014  
Filed February 19, 2015  
Form 8-K  
Filed April 29, 2015  
Form 10-Q for Fiscal Quarter Ended June 30, 2015  
Filed August 5, 2015  
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/ Terence O'Brien

Terence O'Brien  
Branch Chief  
Office of Manufacturing and  
Construction