
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE TO

(Amendment No. 1)

(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

TAL Education Group

(Name of Subject Company (Issuer))

TAL Education Group

(Name of Filing Person (Issuer))

2.50% Convertible Senior Notes due 2019
(Title of Class of Securities)

874080 AB0

(CUSIP Number of Class of Securities)

Rong Luo
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with copy to:

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(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)

CALCULATION OF FILING FEE

Transaction Valuation

US\$224,999,000 ⁽¹⁾

Amount of Filing Fee

US\$26,077.38 ⁽²⁾

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- (1) Calculated solely for purposes of determining the filing fee. The purchase price of the 2.50% Convertible Senior Notes due 2019 (the "Notes"), as described herein, is US\$1,000 per US\$1,000 principal amount outstanding. As of April 12, 2017, there was US\$224,999,000 aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of US\$224,999,000 (excluding accrued but unpaid interest).
- (2) The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals US\$115.90 for each US\$1,000,000 of the value of the transaction.

☒ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:
Form or Registration No.:

US\$26,077.38
Schedule TO

Filing Party:
Date Filed:

TAL Education Group
April 13, 2017

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- ☐ third-party tender offer subject to Rule 14d-1.i
- ☒ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☒

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- ☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - ☐ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer).
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INTRODUCTORY STATEMENT

This Amendment No. 1 to Schedule TO (this “Amendment No. 1”) amends and supplements the Tender Offer Statement on Schedule TO that was initially filed by TAL Education Group (the “Company”) on April 13, 2017 (the “Schedule TO”) relating to the Company’s 2.50% Convertible Senior Notes due 2019 (the “Notes”). This Amendment No. 1 relates to the final results of the Company’s repurchase of the Notes that have been validly surrendered for repurchase and not withdrawn pursuant to the Company’s Put Right Notice to the holders dated April 13, 2017 (the “Put Right Notice”). The information contained in the Schedule TO, including the Put Right Notice, as supplemented and amended by the information contained in Item 11 below, is incorporated herein by reference. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Schedule TO.

This Amendment No. 1 amends and supplements the Schedule TO as set forth below and constitutes the final amendment to the Schedule TO. This Amendment No. 1 is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

ITEM 11. ADDITIONAL INFORMATION.

Item 11 of the Schedule TO is hereby amended and supplemented to include the following information:

The Put Right expired at 5:00 p.m., New York City time, on Friday, May 12, 2017 (the “Expiration Date”). The Company has been advised by Citibank, N.A., as paying agent (the “Paying Agent”), that pursuant to the terms of the Put Right Notice, no principal amount of the Notes were validly surrendered and not withdrawn as of the Expiration Date. The aggregate amount of the 2017 Repurchase Price is nil, and US\$224,999,000 in aggregate principal amount of the Notes will remain outstanding and continue to be subject to the existing terms of the Indenture and the Notes.

ITEM 12. EXHIBITS.

- (a)(1)* Put Right Notice to Holders of 2.50% Convertible Senior Notes due 2019 Issued by TAL Education Group, dated April 13, 2017.
- (a)(5)(A)* Press release issued by the Company, dated April 13, 2017.
- (a)(5)(B) Press release issued by the Company, dated May 15, 2017.
- (b) Not applicable
- (d)* Indenture, dated as of May 15, 2014, between the Company and Citicorp International Limited, as trustee, incorporated by reference to Exhibit 4.17 to the Company’s annual report on Form 20-F for the fiscal year ended February 28, 2015 (file No. 001-34900) filed with the Securities and Exchange Commission on May 28, 2015.
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.

SIGNATURE

After due 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.

TAL EDUCATION GROUP

By: /s/Rong Luo
Name: Rong Luo
Title: Chief Financial Officer

Dated: May 15, 2017

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)*	Put Right Notice to Holders of 2.50% Convertible Senior Notes due 2019 Issued by TAL Education Group, dated April 13, 2017.
(a)(5)(A)*	Press release issued by the Company, dated April 13, 2017.
(a)(5)(B)	Press release issued by the Company, dated May 15, 2017.
(d)*	Indenture, dated as of May 15, 2014, between the Company and Citicorp International Limited, as trustee, incorporated by reference to Exhibit 4.17 to the Company's annual report on Form 20-F for the fiscal year ended February 28, 2015 (file No. 001-34900) filed with the Securities and Exchange Commission on May 28, 2015.

* Previously filed.

**TAL Education Group Announces Completion of the Put Right Offer for Its
2.50% Convertible Senior Notes due 2019**

Beijing, China, May 15, 2017 — TAL Education Group (NYSE: TAL), a leading K-12 after-school tutoring services provider in China (“TAL” or the “Company”), today announced that it has completed its previously announced put right offer relating to its 2.50% Convertible Senior Notes due 2019 (the “Notes”). The put right offer expired at 5:00 p.m., New York City time, on Friday, May 12, 2017. Based on information from Citibank, N.A. as the paying agent for the Notes, no principal amount of the Notes were validly surrendered and not withdrawn prior to the expiration of the put right offer. The aggregate purchase price of such Notes was nil.

Materials filed with the Securities and Exchange Commission (the “SEC”) will be available electronically without charge at the SEC’s website, www.sec.gov. Documents filed with the SEC may also be obtained without charge at the Company’s website, <http://en.100tal.com/investor/>.

About TAL Education Group

TAL Education Group is a leading K-12 after-school tutoring services provider in China. The acronym “TAL” stands for “Tomorrow Advancing Life,” which reflects our vision to promote top learning opportunities for Chinese students through both high-quality teaching and content, as well as leading edge application of technology in the education experience. TAL Education Group offers comprehensive tutoring services to students from pre-school to the twelfth grade through three flexible class formats: small classes, personalized premium services, and online courses. Our tutoring services cover the core academic subjects in China’s school curriculum including mathematics, English, Chinese, physics, chemistry, and biology. The Company’s learning center network includes 507 physical learning centers as of February 28, 2017, located in 30 key cities in China: Beijing, Shanghai, Guangzhou, Shenzhen, Tianjin, Wuhan, Xi’an, Chengdu, Nanjing, Hangzhou, Taiyuan, Zhengzhou, Chongqing, Suzhou, Shenyang, Jinan, Shijiazhuang, Qingdao, Changsha, Luoyang, Nanchang, Ningbo, Wuxi, Fuzhou, Hefei, Changchun, Guiyang, Xiamen, Lanzhou and Dalian. We also operate www.jzb.com, a leading online education platform in China. Our ADSs trade on the New York Stock Exchange under the symbol “TAL.” We changed the symbol from “XRS” to “TAL” effective December 1, 2016.

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