

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

TAL EDUCATION GROUP

(Name of Issuer)

American Depositary Shares evidenced by American Depositary Receipts, each
American Depositary Share representing one third (1/3) class A common shares
of TAL Education Group

(Title of Class of Securities)

874080104

(CUSIP Number)

December 31, 2017

(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)

*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.

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).

Page 1 of 11

CUSIP No. 874080104

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

THE GOLDMAN SACHS GROUP, INC.

2. Check the Appropriate Box if a Member of a Group

(a) ☐
(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

1,393,738

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

1,393,738

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,393,738

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

1.3 %

12. Type of Reporting Person

HC-CO

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GOLDMAN SACHS & CO. LLC

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

New York

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

1,393,738

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

1,393,738

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,393,738

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

11. Percent of Class Represented by Amount in Row (9)

1.3 %

12. Type of Reporting Person

BD-IA

Item 1(a). Name of Issuer:
TAL EDUCATION GROUP

Item 1(b). Address of Issuer's Principal Executive Offices:
12/F, Danling SOHO
No. 6 Danling Street, Haidian District
Beijing 100080
Peoples Republic of China

Item 2(a). Name of Persons Filing:

THE GOLDMAN SACHS GROUP, INC.
GOLDMAN SACHS & CO. LLC

Item 2(b). Address of Principal Business Office or, if none, Residence:

The Goldman Sachs Group, Inc.
200 West Street
New York, NY 10282

Goldman Sachs & Co. LLC
200 West Street
New York, NY 10282

Item 2(c). Citizenship:
THE GOLDMAN SACHS GROUP, INC. - Delaware
GOLDMAN SACHS & CO. LLC - New York

Item 2(d). Title of Class of Securities:
American Depositary Shares evidenced by American Depositary
receipts, each American Depositary Share representing one
third (1/3) class A common shares of TAL Education Group

Item 2(e). CUSIP Number:
874080104

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or
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).
Goldman Sachs & Co. LLC

(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
(15 U.S.C. 78c).

(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
Rule 13d-1(b)(1)(ii)(E);
Goldman Sachs & Co. LLC

(f).☐ An employee benefit plan or endowment fund in accordance
with Rule 13d-1(b)(1)(ii)(F);

(g).☒ A parent holding company or control person in accordance
with Rule 13d-1(b)(1)(ii)(G);
The Goldman Sachs Group, Inc.

(h).☐ A savings association 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
Rule 13d-1(b)(1)(ii)(J);

(k).☐ A group, in accordance with Rule 13d-1(b)(1)(ii)
(A) through (K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

- Item 4. Ownership.*
- (a). Amount beneficially owned:
 See the response(s) to Item 9 on the attached cover page(s).
- (b). Percent of Class:
 See the response(s) to Item 11 on the attached cover page(s).
- (c). Number of shares as to which such person has:
- (i). Sole power to vote or to direct the vote: See the
 response(s) to Item 5 on the attached cover page(s).
- (ii). Shared power to vote or to direct the vote: See the
 response(s) to Item 6 on the attached cover page(s).
- (iii). Sole power to dispose or to direct the disposition
 of: See the response(s) to Item 7 on the attached
 cover page(s).
- (iv). Shared power to dispose or to direct the disposition
 of: See the response(s) to Item 8 on the attached
 cover page(s).
- 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 persons have ceased to be
 the beneficial owners of more than five percent of the class
 of securities, check the following [X].
- Item 6. Ownership of More than Five Percent on Behalf of Another
 Person.
- Clients of the Reporting Person(s) have or may have the
 right to receive or the power to direct the receipt of
 dividends from, or the proceeds from the sale of, securities
 held in their accounts. Clients known to have such right or
 power with respect to more than 5% of the class of
 securities to which this report relates are:
 NONE
- Item 7. Identification and Classification of the Subsidiary Which
 Acquired the Security Being Reported on by the Parent
 Holding Company.
 See Exhibit (99.2)
- 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 acquired
 and are held in the ordinary course of business and 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, other than activities solely
 in connection with a nomination under Section 240.14a-11.

*In accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion or both, or with respect to which there are limits on their voting or investment authority or both and

(ii) certain investment entities of which the Goldman Sachs Reporting Units act as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

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 9, 2018

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

GOLDMAN SACHS & CO. LLC

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

INDEX TO EXHIBITS

Exhibit No. -----	Exhibit -----
99.1	Joint Filing Agreement
99.2	Item 7 Information
99.3	Power of Attorney, relating to THE GOLDMAN SACHS GROUP, INC.
99.4	Power of Attorney, relating to GOLDMAN SACHS & CO. LLC

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one third (1/3) class A common shares of TAL EDUCATION GROUP and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: February 9, 2018

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

GOLDMAN SACHS & CO. LLC

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

ITEM 7 INFORMATION

The securities being reported on by The Goldman Sachs Group, Inc. ("GS Group"), as a parent holding company, are owned, or may be deemed to be beneficially owned, by Goldman Sachs & Co. LLC ("Goldman Sachs"), a broker or dealer registered under Section 15 of the Act and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. Goldman Sachs is a subsidiary of GS Group.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS THE GOLDMAN SACHS GROUP, INC. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company pursuant to Rule 13f-1 or Regulation 13D-G under the Securities Exchange Act of 1934, (as amended, the Act), which may be required of the Company with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said Attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said Attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until December 31, 2019 unless earlier revoked by written instrument, or in the event an Attorney-in-fact ceases to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates or ceases to perform the function in connection with which he or she was appointed Attorney-in-fact prior to December 31, 2019, this Power of Attorney shall cease to have effect in relation to such Attorney-in-fact upon such cessation but shall continue in full force and effect in relation to the remaining Attorneys-in-fact. The Company has the unrestricted right unilaterally to revoke the Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

This Power of Attorney supersedes the Power of Attorney granted by the Company to Annie Hsu, Jeremy Kahn, Abdul Khayum, Jerry Li and Veruna Stanescu on October 21, 2016.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of June 26, 2017.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Gregory K. Palm

Name: Gregory K. Palm
Title: Executive Vice President and
General Counsel and Secretary of the Corporation

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS GOLDMAN SACHS & CO. LLC (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company pursuant to Rule 13f-1 or Regulation 13D-G under the Securities Exchange Act of 1934, (as amended, the Act), which may be required of the Company with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said Attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said Attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of June 26, 2017.

GOLDMAN SACHS & CO. LLC

By: /s/ Gregory K. Palm

Name: Gregory K. Palm

Title: Executive Vice President and
General Counsel and Secretary of the Corporation