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

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**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of January 2018**

**Commission File Number: 001-34900**

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**TAL EDUCATION GROUP**

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**12/F, Danling SOHO  
No. 6 Danling Street, Haidian District  
Beijing 100080  
People's Republic of China  
(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F    ☒                      Form 40-F    ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TAL Education Group

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

Date: January 25, 2018

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## Exhibit Index

Exhibit 99.1 – Press Release

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**TAL Education Group Announces Unaudited Financial Results for the  
Third Fiscal Quarter Ended November 30, 2017**

- Quarterly Net Revenues up by 66.3% Year-Over-Year
- Quarterly Income from Operations Increased by 102.1% Year-Over-Year
- Quarterly Non-GAAP Income from Operations Increased by 82.6% Year-Over-Year
- Quarterly Total Student Enrollments up by 85.0% Year-Over-Year

(Beijing—January 25, 2018)—TAL Education Group (NYSE: TAL) (“TAL” or the “Company”), a leading K-12 after-school tutoring services provider in China, today announced its unaudited financial results for the third quarter of fiscal year 2018 ended November 30, 2017.

**Highlights for the Third Quarter of Fiscal Year 2018**

- Net revenues increased by 66.3% year-over-year to US\$433.3 million from US\$260.6 million in the same period of the prior year.
  - Income from operations increased by 102.1% to US\$44.6 million from US\$22.1 million in the same period of the prior year. Non-GAAP income from operations increased by 82.6% to US\$56.8 million from US\$31.1 million in the same period of the prior year.
  - Basic and diluted net income per American Depositary Share (“ADS”) were US\$0.08 and US\$0.07, respectively. Non-GAAP basic and diluted net income per ADS, which excluded share-based compensation expenses, were US\$0.10 and US\$0.09, respectively. Three ADSs represent one Class A common share.
  - Cash, cash equivalents and short-term investments totaled US\$1,311.0 million as of November 30, 2017, compared to US\$699.7 million as of February 28, 2017.
  - Total student enrollments increased by 85.0% year-over-year to approximately 1,543,740 from approximately 834,420 in the same period of the prior year.
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**Highlights for the Nine Months Ended November 30, 2017**

- Net revenues increased by 66.6% year-over-year to US\$1,210.9 million from US\$726.8 million in the same period of the prior year.
- Income from operations increased by 55.5% to US\$141.7 million from US\$91.2 million in the same period of fiscal year 2017. Non-GAAP income from operations increased by 50.8% to US\$176.3 million from US\$116.9 million in the same period of the prior year.
- Net income attributable to TAL increased by 56.1% year-over-year to US\$128.9 million from US\$82.6 million in the same period of the prior year.
- Non-GAAP net income attributable to TAL, which excluded share-based compensation expenses, increased by 50.9% year-over-year to US\$163.5 million from US\$108.3 million in the same period of the prior year.
- Basic and diluted net income per ADS were US\$0.24 and US\$0.22, respectively. Non-GAAP basic and diluted net income per ADS, excluding share-based compensation expenses, were US\$0.31 and US\$0.28, respectively.
- Total student enrollments during the first nine months of fiscal year 2018 increased by 86.1% year-over-year to approximately 4,833,880 from approximately 2,598,120 in the same period of the prior year.
- Total physical network increased from 507 learning centers in 30 cities as of February 28, 2017, to 579 learning centers in 38 cities as of November 30, 2017.

**Financial and Operating Data—Third Quarter and First Nine months of Fiscal Year 2018**

(In US\$ thousands, except per ADS data, student enrollments and percentages)

|                                                                          | <b>Three Months Ended<br/>November 30,</b> |             | <b>Pct. Change</b> |
|--------------------------------------------------------------------------|--------------------------------------------|-------------|--------------------|
|                                                                          | <b>2016</b>                                | <b>2017</b> |                    |
| Net revenues                                                             | 260,553                                    | 433,265     | 66.3%              |
| Operating income                                                         | 22,070                                     | 44,597      | 102.1%             |
| Non-GAAP operating income                                                | 31,125                                     | 56,844      | 82.6%              |
| Net income attributable to TAL                                           | 13,625                                     | 40,662      | 198.4%             |
| Non-GAAP net income attributable to TAL                                  | 22,681                                     | 52,909      | 133.3%             |
| Net income per ADS attributable to TAL – basic                           | 0.03                                       | 0.08        | 173.2%             |
| Net income per ADS attributable to TAL – diluted                         | 0.03                                       | 0.07        | 167.7%             |
| Non-GAAP net income per ADS attributable to TAL – basic                  | 0.05                                       | 0.10        | 113.6%             |
| Non-GAAP net income per ADS attributable to TAL – diluted                | 0.04                                       | 0.09        | 112.5%             |
| Total student enrollments in small class, one-on-one, and online courses | 834,420                                    | 1,543,740   | 85.0%              |

|                                                                          | Nine Months Ended<br>November 30, |           |             |
|--------------------------------------------------------------------------|-----------------------------------|-----------|-------------|
|                                                                          | 2016                              | 2017      | Pct. Change |
| Net revenues                                                             | 726,769                           | 1,210,918 | 66.6%       |
| Operating income                                                         | 91,164                            | 141,728   | 55.5%       |
| Non-GAAP operating income                                                | 116,895                           | 176,278   | 50.8%       |
| Net income attributable to TAL                                           | 82,602                            | 128,901   | 56.1%       |
| Non-GAAP net income attributable to TAL                                  | 108,332                           | 163,451   | 50.9%       |
| Net income per ADS attributable to TAL – basic                           | 0.17                              | 0.24      | 42.7%       |
| Net income per ADS attributable to TAL – diluted                         | 0.16                              | 0.22      | 41.0%       |
| Non-GAAP net income per ADS attributable to TAL – basic                  | 0.22                              | 0.31      | 38.0%       |
| Non-GAAP net income per ADS attributable to TAL – diluted                | 0.20                              | 0.28      | 37.9%       |
| Total student enrollments in small class, one-on-one, and online courses | 2,598,120                         | 4,833,880 | 86.1%       |

“I am pleased that we managed to maintain our growth momentum, driven by the robust enrollment growth from the classroom capacity we added earlier in previous quarters. The year-over-year revenue growth of 66.3% was supported by 85.0% enrollment growth across all cities,” commented Mr. Rong Luo, TAL’s Chief Financial Officer.

Mr. Luo continued, “As our longstanding track record shows, TAL has deeply committed to exploring the possibilities of technology-based education reform. We will continue to run pilots in AI and other cutting-edge areas of EDTECH, to create innovative ways to better serve our customers.”

### Financial Results for the Third Quarter of Fiscal Year 2018

#### ***Net Revenues***

In the third quarter of fiscal year 2018, TAL reported net revenues of US\$433.3 million, representing a 66.3% increase from US\$260.6 million in the third quarter of fiscal year 2017. The increase was mainly driven by an increase in total student enrollments, which increased by 85.0% to approximately 1,543,740 from approximately 834,420 in the same period of the prior year. The increase in total student enrollments was driven primarily by the growth of enrollments in the small class offerings and online courses.

#### ***Operating Costs and Expenses***

In the third quarter of fiscal year 2018, operating costs and expenses were US\$389.3 million, a 63.0% increase from US\$238.8 million in the third quarter of fiscal year 2017. Non-GAAP operating costs and expenses, which excluded share-based compensation expenses, were US\$377.0 million, a 64.1% increase from US\$229.8 million in the third quarter of fiscal year 2017.

Cost of revenues increased by 67.7% to US\$221.1 million, from US\$131.9 million in the third quarter of fiscal year 2017. The increase in cost of revenues was mainly due to an increase in teacher compensation and rental costs. Non-GAAP cost of revenues, which excluded share-based compensation expenses, increased by 67.6% to US\$221.0 million from US\$131.8 million in the third quarter of fiscal year 2017.

Selling and marketing expenses increased by 75.4% to US\$61.8 million from US\$35.2 million in the third quarter of fiscal year 2017. Non-GAAP selling and marketing expenses, which excluded share-based compensation expenses, increased by 75.7% to US\$60.5 million from US\$34.4 million in the third quarter of fiscal year 2017. The increase of selling and marketing expenses in the third quarter of fiscal year 2018 was primarily a result of a rise in the compensation to sales and marketing staff to support a greater number of programs and service offerings compared to the year-ago period, as well as more marketing promotion activities mainly in brand enhancement.

General and administrative expenses increased by 47.8% to US\$106.0 million from US\$71.7 million in the third quarter of fiscal year 2017. The increase in general and administrative expenses was mainly due to an increase of the number of our general and administrative personnel compared to the year-ago period and a rise in compensation to our general and administrative personnel, as well as an increase in rental cost. Non-GAAP general and administrative expenses, which excluded share-based compensation expenses, increased by 49.9% to US\$95.2 million from US\$63.5 million in the third quarter of fiscal year 2017.

Total share-based compensation expenses allocated to the related operating costs and expenses increased by 35.2% to US\$12.2 million in the third quarter of fiscal year 2018 from US\$9.1 million in the same period of fiscal year 2017.

### ***Gross Profit***

Gross profit increased by 64.9% to US\$212.2 million from US\$128.7 million in the third quarter of fiscal year 2017.

### ***Income from Operations***

Income from operations increased by 102.1% to US\$44.6 million from US\$22.1 million in the third quarter of fiscal year 2017. Non-GAAP income from operations, which excluded share-based compensation expenses, increased by 82.6% to US\$56.8 million from US\$31.1 million in the third quarter of fiscal year 2017.

### ***Other (expenses)/income***

Other income was US\$5.4 million for the third quarter of fiscal year 2018, compared to other expense of US\$0.7 million in the third quarter of fiscal year 2017. Other income in the third quarter of fiscal year 2018 was mainly due to gains from the disposal of investments.

### ***Impairment loss on long-term investments***

Impairment loss on long-term investments was US\$1.5 million in the third quarter of fiscal year 2018, compared to US\$3.8 million in the third quarter of fiscal year 2017. Impairment loss on long-term investments was mainly due to the other-than-temporary declines in the value of long-term investments in several investees.

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**Income Tax Expense**

Income tax expense was US\$11.4 million in the third quarter of fiscal year 2018, compared to US\$3.1 million in the third quarter of fiscal year 2017. The increase was mainly due to increase in income before provision for income tax and loss from equity method investments.

**Net Income Attributable to TAL Education Group**

Net income attributable to TAL increased by 198.4% to US\$40.7 million from US\$13.6 million in the third quarter of fiscal year 2017. Non-GAAP net income attributable to TAL, which excluded share-based compensation expenses, increased by 133.3% to US\$52.9 million from US\$22.7 million in the third quarter of fiscal year 2017.

**Basic and Diluted Net Income per ADS**

Basic and diluted net income per ADS were US\$0.08 and US\$0.07, respectively in the third quarter of fiscal year 2018. Non-GAAP basic and diluted net income per ADS, which excluded share-based compensation expenses, were US\$0.10 and US\$0.09, respectively.

**Capital Expenditures**

Capital expenditures for the third quarter of fiscal year 2018 were US\$28.3 million, representing an increase of US\$11.2 million from US\$17.1 million in the third quarter of fiscal year 2017. The increase was mainly due to leasehold improvements and the purchase of servers, computers, software systems and other hardware for the Company's teaching facilities and mobile network research and development.

**Cash, Cash Equivalents and Short-Term Investments**

As of November 30, 2017, the Company had US\$1,126.6 million of cash and cash equivalents and US\$184.3 million of short-term investments, compared to US\$470.2 million of cash and cash equivalents and US\$229.5 million of short-term investments as of February 28, 2017.

**Deferred Revenue**

As of November 30, 2017, the Company's deferred revenue balance was US\$1,074.9 million, compared to US\$679.9 million as of November 30, 2016, representing an increase of 58.1%. Deferred revenue primarily consisted of the tuition collected in advance for the fall semester, winter semester and spring semester of Xueersi Peiyou small classes, as well as the deferred revenue related to other businesses.

**Financial Results for the First Nine Months of Fiscal Year 2018****Net Revenues**

For the first nine months of fiscal year 2018, TAL reported net revenues of US\$1,210.9 million, representing a 66.6% increase from US\$726.8 million in the first nine months of fiscal year 2017. The increase was mainly driven by an increase in total student enrollments, which increased by 86.1% to approximately 4,833,880 from approximately 2,598,120 in the same period of the prior year. The increase in total student enrollments was driven primarily by the increase in total student enrollments, primarily from small class offerings and online courses.

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***Operating Costs and Expenses***

In the first nine months of fiscal year 2018, operating costs and expenses were US\$1,073.7 million, a 68.1% increase from US\$638.7 million in the first nine months of fiscal year 2017. Non-GAAP operating costs and expenses, which excluded share-based compensation expenses, were US\$1,039.1 million, a 69.5% increase from US\$613.0 million in the first nine months of fiscal year 2017.

Cost of revenues increased by 74.5% to US\$635.6 million from US\$364.2 million in the first nine months of fiscal year 2017. The increase in cost of revenues was mainly due to an increase in teacher compensation and rental costs. Non-GAAP cost of revenues, which excluded share-based compensation expenses, increased by 74.5% to US\$635.4 million from US\$364.2 million in the first nine months of fiscal year 2017.

Selling and marketing expenses increased by 86.1% to US\$163.8 million from US\$88.0 million in the first nine months of fiscal year 2017. Non-GAAP selling and marketing expenses, which excluded share-based compensation expenses, increased by 86.9% to US\$160.0 million from US\$85.6 million in the first nine months of fiscal year 2017. The increase of selling and marketing expenses in the first nine months of fiscal year 2018 was primarily a result of a rise in the compensation to sales and marketing staff to support a greater number of programs and service offerings compared to the year-ago period, as well as more marketing promotion activities mainly in brand enhancement.

General and administrative expenses increased by 46.9% to US\$273.9 million from US\$186.5 million in the first nine months of fiscal year 2017. The increase in general and administrative expenses was mainly due to an increase of the number of our general and administrative personnel compared to the year-ago period and a rise in compensation to our general and administrative personnel, as well as an increase in rental cost. Non-GAAP general and administrative expenses, which excluded share-based compensation expenses, increased by 49.1% to US\$243.4 million from US\$163.2 million in the first nine months of fiscal year 2017.

Total share-based compensation expenses allocated to the related operating costs and expenses increased by 34.3% to US\$34.6 million in the first nine months of fiscal year 2018 from US\$25.7 million in the same period of fiscal year 2017.

***Gross Profit***

Gross profit increased by 58.7% to US\$575.3 million from US\$362.5 million in the first nine months of fiscal year 2017.

***Income from Operations***

Income from operations increased by 55.5% to US\$141.7 million from US\$91.2 million in the first nine months of fiscal year 2017. Non-GAAP income from operations, which excluded share-based compensation expenses, increased by 50.8% to US\$176.3 million from US\$116.9 million in the first nine months of fiscal year 2017.

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**Other (expenses)/income**

Other income was US\$14.2 million for the first nine months of fiscal year 2018, compared to other income of US\$23.1 million in the first nine months of fiscal year 2017. Other income for the first nine months of fiscal year 2018 was mainly due to gains from the disposal of investments. Other income for the first nine months of fiscal year 2017 was mainly due to a gain from remeasuring the fair value of the previously held equity interests in an acquiree at its acquisition date fair value during a business combination achieved in stages.

**Impairment loss on long-term investments**

Impairment loss on long-term investments was US\$2.2 million for the first nine months of fiscal year 2018, compared to US\$6.0 million for the first nine months of fiscal year 2017. Impairment loss on long-term investments was mainly due to the other-than-temporary declines in the value of long-term investments in several investees.

**Income Tax Expense**

Income tax expense was US\$35.9 million in the first nine months of fiscal year 2018, compared to US\$25.1 million in the first nine months of fiscal year 2017.

**Net Income Attributable to TAL Education Group**

Net income attributable to TAL increased by 56.1% to US\$128.9 million from US\$82.6 million in the first nine months of fiscal year 2017. Non-GAAP net income attributable to TAL, which excluded share-based compensation expenses, increased by 50.9% to US\$163.5 million from US\$108.3 million in the first nine months of fiscal year 2017.

**Basic and Diluted Net Income per ADS**

Basic and diluted net income per ADS were US\$0.24 and US\$0.22, respectively, in the first nine months of fiscal year 2018. Non-GAAP basic and diluted net income per ADS, which excluded share-based compensation expenses, were US\$0.31 and US\$0.28, respectively.

**Business Outlook**

Based on the Company's current estimates, total net revenues for the fourth quarter of fiscal year 2018 are expected to be between US\$474.5 million and US\$480.8 million, representing an increase of 50% to 52% on a year-over-year basis, assuming no material change in exchange rates.

These estimates reflect the Company's current expectation, which is subject to change.

**Conference Call**

The Company will host a conference call and live webcast to discuss its financial results for the third fiscal quarter of fiscal year 2018 ended November 30, 2017 at 8:00 a.m. U.S. Eastern Time on January 25, 2018 (9:00 p.m. Beijing time on January 25, 2018).

The dial-in details for the live conference call are as follows:

|                        |                 |
|------------------------|-----------------|
| - U.S. toll free:      | +1-866-519-4004 |
| - Hong Kong toll free: | 800-906-601     |
| - International toll:  | +65-6713-5090   |
| Conference ID:         | 2279489         |

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A live and archived webcast of the conference call will be available on the Investor Relations section of TAL’s website at [en.100tal.com](http://en.100tal.com).

A telephone replay of the conference call will be available through 7:59 a.m. U.S. Eastern time, February 2, 2018 (8:59 p.m. Beijing time, February 2, 2018).

The dial-in details for the replay are as follows:

|                        |                 |
|------------------------|-----------------|
| - U.S. toll free:      | +1-855-452-5696 |
| - Hong Kong toll free: | 800-963-117     |
| - International toll:  | +61-2-8199-0299 |
| Conference ID:         | 2279489         |

### **Safe Harbor Statement**

This announcement contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates” and similar statements. Among other things, the outlook for the fourth quarter of fiscal year 2018 and the fiscal year ending February 28, 2018, quotations from management in this announcement, as well as TAL Education Group’s strategic and operational plans, contain forward-looking statements. The Company may also make written or oral forward-looking statements in its reports filed with, or furnished to, the U.S. Securities and Exchange Commission, in its annual reports to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including statements about the Company’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: the Company’s ability to continue to attract students to enroll in its courses; the Company’s ability to continue to recruit, train and retain qualified teachers; the Company’s ability to improve the content of its existing course offerings and to develop new courses; the Company’s ability to maintain and enhance its brand; the Company’s ability to maintain and continue to improve its teaching results; and the Company’s ability to compete effectively against its competitors. Further information regarding these and other risks is included in the Company’s reports filed with, or furnished to the U.S. Securities and Exchange Commission. All information provided in this press release and in the attachments is as of the date of this press release, and TAL Education Group undertakes no duty to update such information or any forward-looking statement, except as required under applicable law.

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## 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 579 physical learning centers as of November 30, 2017, located in 38 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, Xiamen, Lanzhou, Dalian, Changchun, Guiyang, Dongguan, Changzhou, Xuzhou, Nantong, Foshan, Zhenjiang, Shaoxing and Yangzhou. We also operate [www.jzb.com](http://www.jzb.com), a leading online education platform in China. Our ADSs trade on the New York Stock Exchange under the symbol “TAL.”

## About Non-GAAP Financial Measures

In evaluating its business, TAL considers and uses the following measures defined as non-GAAP financial measures by the U.S. Securities and Exchange Commission as supplemental metrics to review and assess its operating performance: non-GAAP operating costs and expenses, non-GAAP cost of revenues, non-GAAP selling and marketing expenses, non-GAAP general and administrative expenses, non-GAAP income from operations, non-GAAP net income attributable to TAL, non-GAAP basic and non-GAAP diluted net income per ADS. To present each of these non-GAAP measures, the Company excludes share-based compensation expenses. The presentation of these non-GAAP financial measures is not intended to be considered in isolation from or as a substitute for the financial information prepared and presented in accordance with GAAP. For more information on these non-GAAP financial measures, please see the table captioned “Reconciliations of non-GAAP measures to the most comparable GAAP measures” set forth at the end of this release.

TAL believes that these non-GAAP financial measures provide meaningful supplemental information regarding its performance and liquidity by excluding share-based expenses that may not be indicative of its operating performance from a cash perspective. TAL believes that both management and investors benefit from these non-GAAP financial measures in assessing its performance and when planning and forecasting future periods. These non-GAAP financial measures also facilitate management’s internal comparisons to TAL’s historical performance and liquidity. TAL computes its non-GAAP financial measures using the same consistent method from quarter to quarter and from period to period. TAL believes these non-GAAP financial measures are useful to investors in allowing for greater transparency with respect to supplemental information used by management in its financial and operational decision making. A limitation of using non-GAAP measures is that these non-GAAP measures exclude share-based compensation charges that have been and will continue to be for the foreseeable future a significant recurring expense in the Company’s business. Management compensates for these limitations by providing specific information regarding the GAAP amounts excluded from each non-GAAP measure. The accompanying tables have more details on the reconciliations between GAAP financial measures that are most directly comparable to non-GAAP financial measures.

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**For further information, please contact:**

Mei Li  
Investor Relations  
TAL Education Group  
Tel: +86 10 5292 6658  
Email: [ir@100tal.com](mailto:ir@100tal.com)

Caroline Straathof  
IR Inside  
Tel: +31 6 5462 4301  
Email: [info@irinside.com](mailto:info@irinside.com)

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**TAL EDUCATION GROUP**  
**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In U.S. dollars)

|                                                                                                                                                                                                                                                                       | As of<br>February 28,<br>2017 | As of<br>November 30,<br>2017 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------|
| <b>ASSETS</b>                                                                                                                                                                                                                                                         |                               |                               |
| <b>Current assets</b>                                                                                                                                                                                                                                                 |                               |                               |
| Cash and cash equivalents                                                                                                                                                                                                                                             | \$ 470,217,004                | \$ 1,126,642,148              |
| Restricted cash-current                                                                                                                                                                                                                                               | 2,732,559                     | 2,164,377                     |
| Short-term investments                                                                                                                                                                                                                                                | 229,456,397                   | 184,326,187                   |
| Inventory                                                                                                                                                                                                                                                             | 2,823,039                     | 5,559,978                     |
| Amounts due from related parties-current                                                                                                                                                                                                                              | 3,424,285                     | 3,248,237                     |
| Income tax receivables                                                                                                                                                                                                                                                | 2,244,898                     | 15,109,152                    |
| Prepaid expenses and other current assets                                                                                                                                                                                                                             | 160,222,823                   | 109,587,569                   |
| <b>Total current assets</b>                                                                                                                                                                                                                                           | <b>871,121,005</b>            | <b>1,446,637,648</b>          |
| Restricted cash-non-current                                                                                                                                                                                                                                           | 5,660,713                     | 8,971,005                     |
| Property and equipment, net                                                                                                                                                                                                                                           | 154,306,718                   | 230,020,719                   |
| Deferred tax assets-non-current                                                                                                                                                                                                                                       | 16,188,301                    | 20,691,570                    |
| Rental deposits                                                                                                                                                                                                                                                       | 32,659,360                    | 43,493,779                    |
| Intangible assets, net                                                                                                                                                                                                                                                | 37,966,808                    | 39,600,719                    |
| Goodwill                                                                                                                                                                                                                                                              | 267,162,685                   | 285,018,179                   |
| Long-term investments                                                                                                                                                                                                                                                 | 347,732,444                   | 423,450,302                   |
| Long-term prepayments and other non-current assets                                                                                                                                                                                                                    | 96,107,917                    | 105,649,113                   |
| <b>Total assets</b>                                                                                                                                                                                                                                                   | <b>\$ 1,828,905,951</b>       | <b>\$ 2,603,533,034</b>       |
| <b>LIABILITIES AND EQUITY</b>                                                                                                                                                                                                                                         |                               |                               |
| <b>Current liabilities</b>                                                                                                                                                                                                                                            |                               |                               |
| Accounts payable (including accounts payable of the consolidated VIEs without recourse to TAL Education Group of 20,905,226 and 51,700,253 as of February 28, 2017, and November 30, 2017, respectively)                                                              | \$ 22,637,199                 | \$ 55,557,044                 |
| Deferred revenue-current (including deferred revenue-current of the consolidated VIEs without recourse to TAL Education Group of 465,944,822 and 1,023,169,868 as of February 28, 2017, and November 30, 2017, respectively)                                          | 504,147,032                   | 1,069,144,179                 |
| Amounts due to related parties-current (including amounts due to related parties-current of the consolidated VIEs without recourse to TAL Education Group of 192,785 and 2,752,940 as of February 28, 2017, and November 30, 2017, respectively)                      | 3,042,785                     | 5,783,378                     |
| Accrued expenses and other current liabilities (including accrued expenses and other current liabilities of the consolidated VIEs without recourse to TAL Education Group of 90,834,954 and 147,141,374 as of February 28, 2017, and November 30, 2017, respectively) | 116,830,290                   | 182,136,803                   |
| Income tax payable (including income tax payable of the consolidated VIEs without recourse to TAL Education Group of 15,204,900 and 19,039,495 as of February 28, 2017, and November 30, 2017, respectively)                                                          | 20,483,037                    | 28,062,871                    |
| <b>Total current liabilities</b>                                                                                                                                                                                                                                      | <b>667,140,343</b>            | <b>1,340,684,275</b>          |
| Deferred revenue-non-current (including deferred revenue-non-current of the consolidated VIEs without recourse to TAL Education Group of 14,726,473 and 5,715,904 as of February 28, 2017, and November 30, 2017, respectively)                                       | 14,726,473                    | 5,715,904                     |
| Amounts due to related parties-non-current (including amounts due to related parties-non-current of the consolidated VIEs without recourse to TAL Education Group of nil and nil as of February 28, 2017, and November 30, 2017, respectively)                        | 2,840,000                     | 3,155,767                     |
| Deferred tax liabilities-non-current (including deferred tax liabilities-non-current of the consolidated VIEs without recourse to TAL Education Group of 13,063,488 and 14,924,375 as of February 28, 2017, and November 30, 2017, respectively)                      | 13,185,886                    | 15,166,254                    |
| Bond payable (including bond payable of the consolidated VIEs without recourse to TAL Education Group of nil and nil as of February 28, 2017, and November 30, 2017, respectively)                                                                                    | 225,148,918                   | 24,508,000                    |
| Long-term payable (including long-term payable of the consolidated VIEs without recourse to TAL Education Group of nil and 4,462,097 as of February 28, 2017, and November 30, 2017, respectively)                                                                    | -                             | 4,462,097                     |
| Long-term debt (including long-term debt of the consolidated VIEs without recourse to TAL Education Group of nil and nil as of February 28, 2017, and November 30, 2017, respectively)                                                                                | 225,000,000                   | 225,000,000                   |
| <b>Total liabilities</b>                                                                                                                                                                                                                                              | <b>1,148,041,620</b>          | <b>1,618,692,297</b>          |
| <b>TAL Education Group Shareholders' Equity</b>                                                                                                                                                                                                                       |                               |                               |
| Class A common shares                                                                                                                                                                                                                                                 | 93,131                        | 110,270                       |
| Class B common shares                                                                                                                                                                                                                                                 | 71,456                        | 70,556                        |
| Additional paid-in capital                                                                                                                                                                                                                                            | 141,968,264                   | 357,167,852                   |
| Statutory reserve                                                                                                                                                                                                                                                     | 28,407,421                    | 28,407,421                    |
| Retained earnings                                                                                                                                                                                                                                                     | 417,835,502                   | 505,570,942                   |
| Accumulated other comprehensive income                                                                                                                                                                                                                                | 55,869,132                    | 74,052,205                    |
| <b>Total TAL Education Group's equity</b>                                                                                                                                                                                                                             | <b>644,244,906</b>            | <b>965,379,246</b>            |

|                              |                  |                  |
|------------------------------|------------------|------------------|
| Noncontrolling interest      | 36,619,425       | 19,461,491       |
| Total equity                 | 680,864,331      | 984,840,737      |
| Total liabilities and equity | \$ 1,828,905,951 | \$ 2,603,533,034 |

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**TAL EDUCATION GROUP**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In U.S. dollars, except share, ADS, per share and per ADS data)

|                                                                                | For the Three Months Ended<br>November 30, |                | For the Nine Months Ended<br>November 30, |                  |
|--------------------------------------------------------------------------------|--------------------------------------------|----------------|-------------------------------------------|------------------|
|                                                                                | 2016                                       | 2017           | 2016                                      | 2017             |
| <b>Net revenues</b>                                                            | \$ 260,552,500                             | \$ 433,265,168 | \$ 726,768,875                            | \$ 1,210,918,283 |
| Cost of revenues                                                               | 131,868,712                                | 221,101,762    | 364,234,954                               | 635,636,148      |
| Gross profit                                                                   | 128,683,788                                | 212,163,406    | 362,533,921                               | 575,282,135      |
| <b>Operating expenses (note 1)</b>                                             |                                            |                |                                           |                  |
| Selling and marketing                                                          | 35,236,057                                 | 61,801,641     | 87,979,800                                | 163,754,616      |
| General and administrative                                                     | 71,715,676                                 | 106,000,685    | 186,488,899                               | 273,943,749      |
| Impairment loss on intangible assets and goodwill                              | -                                          | 357,762        | -                                         | 357,762          |
| Total operating expenses                                                       | 106,951,733                                | 168,160,088    | 274,468,699                               | 438,056,127      |
| Government subsidies                                                           | 337,487                                    | 593,506        | 3,099,094                                 | 4,501,503        |
| Income from operations                                                         | 22,069,542                                 | 44,596,824     | 91,164,316                                | 141,727,511      |
| Interest income                                                                | 3,884,150                                  | 8,249,392      | 11,721,610                                | 26,485,071       |
| Interest expense                                                               | (3,791,536)                                | (3,906,460)    | (8,346,747)                               | (13,001,338)     |
| Other (expenses)/income                                                        | (661,721)                                  | 5,369,895      | 23,125,398                                | 14,175,932       |
| Impairment loss on long-term investments                                       | (3,769,650)                                | (1,513,088)    | (5,981,292)                               | (2,212,836)      |
| Income before provision for income tax and loss from equity method investments | 17,730,785                                 | 52,796,563     | 111,683,285                               | 167,174,340      |
| Provision for income tax                                                       | (3,053,243)                                | (11,388,652)   | (25,128,529)                              | (35,942,430)     |
| Loss from equity method investments                                            | (2,351,086)                                | (1,790,499)    | (6,191,219)                               | (5,037,833)      |
| <b>Net income</b>                                                              | 12,326,456                                 | 39,617,412     | 80,363,537                                | 126,194,077      |
| Add: Net loss attributable to noncontrolling interest                          | 1,299,005                                  | 1,044,425      | 2,238,337                                 | 2,707,197        |
| <b>Total net income attributable to TAL Education Group</b>                    | \$ 13,625,461                              | \$ 40,661,837  | \$ 82,601,874                             | \$ 128,901,274   |
| <b>Net income per common share</b>                                             |                                            |                |                                           |                  |
| Basic                                                                          | \$ 0.08                                    | \$ 0.23        | \$ 0.51                                   | \$ 0.73          |
| Diluted                                                                        | 0.08                                       | 0.21           | 0.47                                      | 0.66             |
| <b>Net income per ADS (note 2)</b>                                             |                                            |                |                                           |                  |
| Basic                                                                          | \$ 0.03                                    | \$ 0.08        | \$ 0.17                                   | \$ 0.24          |
| Diluted                                                                        | 0.03                                       | 0.07           | 0.16                                      | 0.22             |
| Weighted average shares used in calculating net income per common share        |                                            |                |                                           |                  |
| Basic                                                                          | 162,852,524                                | 177,882,195    | 162,256,681                               | 177,388,055      |
| Diluted                                                                        | 172,359,338                                | 193,855,487    | 188,466,059                               | 198,821,015      |

Note 1: Share-based compensation expenses are included in the operating costs and expenses as follows:

|                            | For the Three Months<br>Ended November 30, |               | For the Nine Months<br>Ended November 30, |               |
|----------------------------|--------------------------------------------|---------------|-------------------------------------------|---------------|
|                            | 2016                                       | 2017          | 2016                                      | 2017          |
| Cost of revenues           | \$ 44,655                                  | \$ 111,850    | \$ 67,993                                 | \$ 253,387    |
| Selling and marketing      | 812,288                                    | 1,329,977     | 2,350,914                                 | 3,705,576     |
| General and administrative | 8,198,227                                  | 10,805,016    | 23,311,326                                | 30,591,134    |
| Total                      | \$ 9,055,170                               | \$ 12,246,843 | \$ 25,730,233                             | \$ 34,550,097 |

Note 2: Three ADSs represent one Class A common Share.

**TAL EDUCATION GROUP**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In U.S. dollars)

|                                                                 | For the Three Months Ended<br>November 30, |                      | For the Nine Months Ended<br>November 30, |                       |
|-----------------------------------------------------------------|--------------------------------------------|----------------------|-------------------------------------------|-----------------------|
|                                                                 | 2016                                       | 2017                 | 2016                                      | 2017                  |
| <b>Net income</b>                                               | \$ 12,326,456                              | \$ 39,617,412        | \$ 80,363,537                             | \$ 126,194,077        |
| Other comprehensive (loss)/income, net of tax                   | (12,385,172)                               | (13,116,159)         | 51,962,294                                | 18,183,073            |
| <b>Comprehensive (loss)/income</b>                              | (58,716)                                   | 26,501,253           | 132,325,831                               | 144,377,150           |
| Add: Comprehensive loss attributable to noncontrolling interest | 2,697,983                                  | 1,044,425            | 3,702,739                                 | 2,707,197             |
| <b>Comprehensive income attributable to TAL Education Group</b> | <u>\$ 2,639,267</u>                        | <u>\$ 27,545,678</u> | <u>\$ 136,028,570</u>                     | <u>\$ 147,084,347</u> |

**TAL EDUCATION GROUP**  
**Reconciliation of Non-GAAP Measures to the Most Comparable GAAP Measures**  
(In U.S. dollars, except share, ADS, per share and per ADS data)

|                                                                         | For the Three Months<br>Ended November 30, |                      | For the Nine Months<br>Ended November 30, |                       |
|-------------------------------------------------------------------------|--------------------------------------------|----------------------|-------------------------------------------|-----------------------|
|                                                                         | 2016                                       | 2017                 | 2016                                      | 2017                  |
| <b>Cost of revenues</b>                                                 | \$ 131,868,712                             | \$ 221,101,762       | \$ 364,234,954                            | \$ 635,636,148        |
| Share-based compensation expense in cost of revenues                    | 44,655                                     | 111,850              | 67,993                                    | 253,387               |
| <b>Non-GAAP cost of revenues</b>                                        | <u>131,824,057</u>                         | <u>220,989,912</u>   | <u>364,166,961</u>                        | <u>635,382,761</u>    |
| <b>Selling and marketing expenses</b>                                   | 35,236,057                                 | 61,801,641           | 87,979,800                                | 163,754,616           |
| Share-based compensation expense in selling and marketing expenses      | 812,288                                    | 1,329,977            | 2,350,914                                 | 3,705,576             |
| <b>Non-GAAP selling and marketing expenses</b>                          | <u>34,423,769</u>                          | <u>60,471,664</u>    | <u>85,628,886</u>                         | <u>160,049,040</u>    |
| <b>General and administrative expenses</b>                              | 71,715,676                                 | 106,000,685          | 186,488,899                               | 273,943,749           |
| Share-based compensation expense in general and administrative expenses | 8,198,227                                  | 10,805,016           | 23,311,326                                | 30,591,134            |
| <b>Non-GAAP general and administrative expenses</b>                     | <u>63,517,449</u>                          | <u>95,195,669</u>    | <u>163,177,573</u>                        | <u>243,352,615</u>    |
| <b>Operating costs and expenses</b>                                     | 238,820,445                                | 389,261,850          | 638,703,653                               | 1,073,692,275         |
| Share-based compensation expense in operating costs and expenses        | 9,055,170                                  | 12,246,843           | 25,730,233                                | 34,550,097            |
| <b>Non-GAAP operating costs and expenses</b>                            | <u>229,765,275</u>                         | <u>377,015,007</u>   | <u>612,973,420</u>                        | <u>1,039,142,178</u>  |
| <b>Income from operations</b>                                           | 22,069,542                                 | 44,596,824           | 91,164,316                                | 141,727,511           |
| Share based compensation expenses                                       | 9,055,170                                  | 12,246,843           | 25,730,233                                | 34,550,097            |
| <b>Non-GAAP income from operations</b>                                  | <u>31,124,712</u>                          | <u>56,843,667</u>    | <u>116,894,549</u>                        | <u>176,277,608</u>    |
| <b>Net income attributable to TAL Education Group</b>                   | 13,625,461                                 | 40,661,837           | 82,601,874                                | 128,901,274           |
| Share based compensation expenses                                       | 9,055,170                                  | 12,246,843           | 25,730,233                                | 34,550,097            |
| <b>Non-GAAP net income attributable to TAL Education Group</b>          | <u>\$ 22,680,631</u>                       | <u>\$ 52,908,680</u> | <u>\$ 108,332,107</u>                     | <u>\$ 163,451,371</u> |
| <b>Net income per ADS</b>                                               |                                            |                      |                                           |                       |
| Basic                                                                   | \$ 0.03                                    | \$ 0.08              | \$ 0.17                                   | \$ 0.24               |
| Diluted                                                                 | 0.03                                       | 0.07                 | 0.16                                      | 0.22                  |
| <b>Non-GAAP Net income per ADS</b>                                      |                                            |                      |                                           |                       |
| Basic                                                                   | \$ 0.05                                    | \$ 0.10              | \$ 0.22                                   | \$ 0.31               |
| Diluted                                                                 | 0.04                                       | 0.09                 | 0.20                                      | 0.28                  |
| <b>ADSs used in calculating net income per ADS</b>                      |                                            |                      |                                           |                       |
| Basic                                                                   | 488,557,573                                | 533,646,584          | 486,770,042                               | 532,164,166           |
| Diluted                                                                 | 517,078,014                                | 581,566,462          | 565,398,177                               | 596,463,046           |
| <b>ADSs used in calculating Non-GAAP net income per ADS</b>             |                                            |                      |                                           |                       |
| Basic                                                                   | 488,557,573                                | 533,646,584          | 486,770,042                               | 532,164,166           |
| Diluted                                                                 | 569,577,216                                | 581,566,462          | 565,398,177                               | 596,463,046           |