

TAL International Group, Inc.  
Form 8-K  
April 02, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): April 2, 2014

TAL INTERNATIONAL GROUP, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware (State or other jurisdiction of incorporation)	333-126317 (Commission File Number)	20-1796526 (IRS Employer Identification No.)
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100 Manhattanville Road  
Purchase, New York 10577-2135  
(Address of Principal Executive Offices, including Zip Code)

Telephone: (914) 251-9000  
(Registrant's Telephone Number, Including Area Code)

Not applicable  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry Into a Material Definitive Agreement

On April 2, 2014, TAL International Container Corporation (“TAL”), a direct wholly owned subsidiary of TAL International Group, Inc. entered into a \$350,000,000 term loan agreement with various lenders, and SunTrust Bank, as Administrative Agent and Collateral Agent. The term of the agreement is five years and the interest rate is LIBOR plus 1.625%. The transaction documents contain customary affirmative and negative covenants, financial covenants, representations and warranties, and events of default, which are subject to various exceptions and qualifications. TAL will use the net proceeds to pay off debt, to purchase equipment and for other general corporate purposes.

Item 2.03. Creation of Certain Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

The disclosure required by this item is included in Item 1.01 and is incorporated herein by reference.

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SIGNATURES

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 hereunto duly authorized.

TAL International Group, Inc.

Dated: April 2, 2014

By: /s/ Jeffrey Casucci

Name: Jeffrey Casucci

Title: Vice President and Treasurer