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

FORM 6-K

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

For the month of August 2012

Commission File Number: 001-34900

TAL EDUCATION GROUP

**18/F, Hesheng Building
32 Zhongguancun Avenue, Haidian District
Beijing 100080
People's Republic of China
+86 (10) 5292 6669
(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): ☐

TAL Education Group
(Incorporated in the Cayman Islands with limited liability)
(NYSE Ticker: XRS)

NOTICE OF ANNUAL GENERAL MEETING
To be held on August 24, 2012

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of TAL Education Group (the “Company”) will be held at 42/F, Edinburgh Tower, The Landmark, 15 Queen’s Road Central, Hong Kong, China, on August 24, 2012 at 3:00 p.m. (local time). No proposal will be submitted for shareholder approval at the AGM. Instead, the AGM will serve as an open forum for shareholders and beneficial owners of the Company’s American Depositary Shares (“ADSs”) to discuss Company affairs with management.

The Board of Directors of the Company (the “Directors”) has fixed the close of business on August 3, 2012 as the record date (the “Record Date”). Holders of record of our common shares at the close of business on the Record Date are entitled to attend the AGM and any adjournment or postponement thereof in person. Beneficial owners of the Company’s ADSs are welcome to attend the AGM in person.

Holders of the Company’s common shares or ADSs may access the Company’s annual report on Form 20-F for the fiscal year ended February 29, 2012 (the “20-F”) on the investor relations section of our website at <http://en.xueersi.org>, and may obtain a hard copy of the 20-F free of charge upon request in writing to Mei Li, Investor Relations Department, TAL Education Group, 18/F, Hesheng Building, 32 Zhongguancun Avenue, Haidian District, Beijing 100080, People’s Republic of China, or by email to ir@xueersi.com.

By Order of the Board of Directors,
TAL Education Group

By: /s/ Bangxin Zhang
Name: Bangxin Zhang
Title: Chairman and Chief Executive Officer

Beijing, China
August 1, 2012

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/ Bangxin Zhang

Name: Bangxin Zhang

Title: Chairman and Chief Executive Officer

Date: August 1, 2012

Exhibit Index

Exhibit 99.1 - Press Release



TAL Education Group to Hold Annual General Meeting on August 24, 2012

TAL Education Group (NYSE: XRS) (“TAL” or the “Company”), a leading K-12 after-school tutoring services provider in China, today announced that it will hold its annual general meeting of shareholders at 42/F, Edinburgh Tower, The Landmark, 15 Queen’s Road Central, Hong Kong, China, on August 24, 2012 at 3:00 p.m. (Beijing/Hong Kong time).

No proposal will be submitted for shareholder approval at the annual general meeting. Instead, the annual general meeting will serve as an open forum for shareholders and beneficial owners of the Company’s American Depositary Shares (“ADSs”) to discuss Company affairs with management.

The Board of Directors of the Company has fixed the close of business on August 3, 2012 as the record date (the “Record Date”). Holders of record of the Company’s common shares at the close of business on the Record Date are entitled to attend the annual general meeting and any adjournment or postponement thereof in person. Beneficial owners of the Company’s ADSs are welcome to attend the annual general meeting in person.

The Company has filed its annual report on Form 20-F (the “Annual Report”), which includes the Company’s audited financial statements for the fiscal year ended February 29, 2012, with the U.S. Securities and Exchange Commission (the “SEC”). The Company’s Annual Report can be accessed on the investor relations section of its website at <http://en.xueersi.org/investor>, as well as on the SEC’s website at <http://www.sec.gov>. Holders of the Company’s common shares or ADSs may obtain a hard copy of the Annual Report free of charge by emailing the Company’s Investor Relations Department at ir@xueersi.com or by writing to:

18/F, Hesheng Building
32 Zhongguancun Avenue, Haidian District
Beijing 100086
People’s Republic of China
Attention: Ms. Mei Li

About TAL Education Group

TAL Education Group, which operates under the brand “Xueersi,” is a leading K-12 after-school tutoring service provider in China. Its tutoring services cover the core subjects in China’s school curriculum, including mathematics, English, Chinese, physics, chemistry and biology, and are delivered through three formats: small class, one-on-one, and online courses. The Company’s network includes 270 physical learning centers as of May 31, 2012, located in 15 key cities in

China: Beijing, Shanghai, Guangzhou, Shenzhen, Tianjin, Wuhan, Xi'an, Chengdu, Nanjing, Hangzhou, Taiyuan, Zhengzhou, Chongqing, Suzhou, and Shenyang. It also operates www.eduu.com, a leading online education platform in China. The Company's ADSs trade on the New York Stock Exchange under the symbol "XRS."

For further information, please contact:

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