
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 September 2013

Commission File Number: 001-34900

TAL EDUCATION GROUP

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): ☐

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/ Joseph Kauffman

Name: Joseph Kauffman

Title: Chief Financial Officer

Date: September 3, 2013

Exhibit Index

Exhibit 99.1 — Press Release

TAL Education Group Announces Results of 2013 Annual General Meeting

BEIJING, Aug. 30, 2013 /PRNewswire/ — TAL Education Group (NYSE: XRS) (“TAL” or the “Company”), a leading K-12 after-school tutoring services provider in China, today announced the shareholder resolutions adopted at its annual general meeting of shareholders held in Hong Kong on August 30, 2013.

At the meeting, the Company’s shareholders adopted resolutions to amend the 2010 Share Incentive Plan of TAL Education Group as follows:

(a) Section 3.1(a) shall be amended and restated as set forth below:

“Subject to the provisions of Article 9 and Section 3.1(b), the maximum aggregate number of Shares which may be issued pursuant to all Awards (including Incentive Share Options, the “Award Pool”) shall equal to five percent (5%) of the total issued and outstanding Shares as of the date when the Shareholders approve this provision; provided that, the Shares reserved in the Award Pool shall be increased automatically if and whenever the unissued Shares reserved in the Award Pool accounts for less than one percent (1%) of the total then issued and outstanding Shares, as a result of which increase the Shares unissued and reserved in the Award Pool immediately after each such increase shall equal to five percent (5%) of the then issued and outstanding Shares.”

(b) Section 11.2 shall be amended and restated as set forth below:

“Expiration Date. The Plan will expire on, and no Award may be granted pursuant to the Plan after August 30, 2023 (the “Expiration Date”). Any Awards that are outstanding on the Expiration Date shall remain in force according to the terms of the Plan and the applicable Award Agreement.”

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 255 physical learning centers as of February 28, 2013, 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.”

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