

SCHEDULE 13G

Amendment No. 5

TAL ED GROUP

COMMON STOCK

Cusip #G8663P108

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)

Cusip #G8663P108

Item 1: Reporting Person - FMR LLC

Item 2: (a) ☐

(b) ☐

Item 4: Delaware

Item 5: 0

Item 6: 0

Item 7: 56

Item 8: 0

Item 9: 56

Item 11: 0.000%

Item 12: HC

Cusip #G8663P108

Item 1: Reporting Person - Edward C. Johnson 3d

Item 2: (a) ☐

(b) ☐

Item 4: United States of America

Item 5: 0

Item 6: 0

Item 7: 56

Item 8: 0

Item 9: 56

Item 11: 0.000%

Item 12: IN

Cusip #G8663P108

Item 1: Reporting Person - Abigail P. Johnson

Item 2: (a) ☐

(b) ☐

Item 4: United States of America

Item 5: 0

Item 6: 0

Item 7: 56

Item 8: 0

Item 9: 56

Item 11: 0.000%

Item 12: IN

Item 1(a). Name of Issuer:

TAL ED GROUP

Item 1(b). Address of Issuer's Principal Executive Offices:

18/F, Hesheng Bldg
32 Zhongguancun Ave, Haidian District
Beijing, 10080
China

Item 2(a). Name of Person Filing:

FMR LLC

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

245 Summer Street, Boston, Massachusetts 02210

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

COMMON STOCK

Item 2(e).

CUSIP Number:

G8663F108

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c) and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(1)(ii)(G). (Note: See Exhibit A).

Item 4. Ownership

(a) Amount Beneficially Owned: 56

(b) Percent of Class: 0.000%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 56

(iv) shared power to dispose or to direct the disposition of: 0

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 person has ceased to be the beneficial owner 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.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

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.

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.

June 9, 2014
Date

/s/ Scott C. Goebel
Signature

Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008,
by and on behalf of FMR LLC and its direct and indirect subsidiaries.

Exhibit A

Pursuant to the instructions in Item 7 of Schedule 13G,
the following table lists the identity and Item 3 classification, if
applicable, of each relevant entity that beneficially owns shares of the
security class being reported on this Schedule 13G.

Entity ITEM 3 Classification
FIDELITY INVESTMENTS MONEY MANAGEMENT, INC. IA

Edward C. Johnson 3d is a Director and the Chairman of FMR
LLC and Abigail P. Johnson is a Director, the Vice Chairman and the
President of FMR LLC.

Members of the family of Edward C. Johnson 3d, including
Abigail P. Johnson, are the predominant owners, directly or through trusts,
of Series B voting common shares of FMR LLC, representing 49% of the voting
power of FMR LLC. The Johnson family group and all other Series B
shareholders have entered into a shareholders' voting agreement under which
all Series B voting common shares will be voted in accordance with the
majority vote of Series B voting common shares. Accordingly, through their
ownership of voting common shares and the execution of the shareholders'
voting agreement, members of the Johnson family may be deemed, under the
Investment Company Act of 1940, to form a controlling group with respect to
FMR LLC.

Neither FMR LLC nor Edward C. Johnson 3d nor Abigail P.
Johnson has the sole power to vote or direct the voting of the shares
owned directly by the various investment companies registered under the
Investment Company Act ("Fidelity Funds") advised by Fidelity Management &
Research Company ("FMR Co"), a wholly owned subsidiary of FMR LLC, which
power resides with the Fidelity Funds' Boards of Trustees. Fidelity
Management & Research Company carries out the voting of the shares under
written guidelines established by the Fidelity Funds' Boards of Trustees.

This filing reflects the securities beneficially owned, or
that may be deemed to be beneficially owned, by FMR LLC, certain of its
subsidiaries and affiliates, and other companies (collectively, the "FMR
Reporters"). This filing does not reflect securities, if any, beneficially
owned by certain other companies whose beneficial ownership of securities
is disaggregated from that of the FMR Reporters in accordance with
Securities and Exchange Commission Release No. 34-39538 (January 12, 1998).

RULE 13d-1(k) (1) AGREEMENT

The undersigned persons, on June 9, 2014, agree and consent
to the joint filing on their behalf of this Schedule 13G in connection with
their beneficial ownership of the COMMON STOCK of TAL ED GROUP at May 30,
2014.

FMR LLC

By /s/ Scott C. Goebel
Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by
and on behalf of FMR LLC and its direct and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Scott C. Goebel

Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by
and on behalf of Edward C. Johnson 3d

Abigail P. Johnson

By /s/ Scott C. Goebel

Scott C. Goebel

Duly authorized under Power of Attorney effective as of April 24, 2014,
by and on behalf of Abigail P. Johnson

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