



Item 8.01. Other Events

TAL International Group, Inc. (“TAL”) today announced it has declared a one-time contingent special dividend of \$0.54 per share to TAL stockholders of record as of the close of business on June 8, 2016, in connection with the previously announced combination of TAL and Triton Container International Limited (“Triton”). This dividend is contingent upon approval of the combination by TAL stockholders. Subject to such approval, the dividend will be paid on the first business day following the day of the TAL special meeting of stockholders to approve the proposed transaction, which is scheduled to take place on June 14, 2016. The special dividend will not be paid if TAL stockholders do not approve the proposed transaction.

Item 9.01 Financial Statements and Exhibits

The following exhibits are being filed herewith:

Exhibit No. Description

99.1 Press Release, dated May 25, 2016, issued by TAL International Group, Inc. announcing the Special Dividend

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: May 25, 2016 By: /s/ John Burns

Name: John Burns

Title: Senior Vice President and Chief Financial Officer