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

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**FORM 6-K**

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

For the month of January 2015

Commission File Number: 001-34900

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**TAL EDUCATION GROUP**

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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):

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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/ Rong Luo

Name: Rong Luo

Title: Chief Financial Officer

Date: January 26, 2015

**Exhibit Index**

Exhibit 99.1 — Press Release

**TAL Education Group Announces Unaudited Financial Results for the  
Third Fiscal Quarter Ended November 30, 2014**

• *Quarterly Net Revenues up by 35.1% Year-Over-Year*

• *Year-to-date Net Revenues up by 37.0% Year-Over-Year*

(Beijing—January 22, 2015)—TAL Education Group (NYSE: XRS) (“TAL” or the “Company”), a leading K-12 after-school tutoring services provider in China, today announced its unaudited financial results for the third quarter of fiscal year 2015 ended November 30, 2014.

**Highlights for the Third Quarter of Fiscal Year 2015**

- Net revenues increased by 35.1% year-over-year to US\$99.4 million from US\$73.5 million in the same period of the prior year.
  - Income from operations decreased by 30.9% to US\$8.2 million, from US\$11.9 million in the same period of the prior year.
  - Net income attributable to TAL decreased by 12.4% year-over-year to US\$11.0 million from US\$12.5 million in the same period of the prior year.
  - Non-GAAP net income attributable to TAL, which excluded share-based compensation expenses, increased by 8.8% year-over-year to US\$15.9 million from US\$14.6 million in the same period of the prior year.
  - Basic and diluted net income per American Depository Share (“ADS”) were US\$0.14 and US\$0.13, respectively. Non-GAAP basic and diluted net income per ADS, which excluded share-based compensation expenses, were US\$0.20 and US\$0.19, respectively. Each ADS represents two Class A common shares.
  - Cash, cash equivalents and term deposits totaled US\$567.2 million as of November 30, 2014, compared to US\$269.9 million as of February 28, 2014.
  - Total student enrollments increased by 35.6% year-over-year to approximately 304,910 from approximately 224,810 in the same period of the prior year.
  - Total physical network consisted of 289 learning centers as of November 30, 2014, increased from 287 as of August 31, 2014.
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## Highlights for the Nine Months Ended November 30, 2014

- Net revenues increased by 37.0% year-over-year to US\$310.8 million from US\$226.9 million in the same period of the prior year.
- Income from operations increased by 21.8% to US\$52.4 million, from US\$43.0 million in the same period of fiscal year 2014.
- Net income attributable to TAL increased by 21.7% year-over-year to US\$53.4 million from US\$43.9 million in the same period of the prior year.
- Non-GAAP net income attributable to TAL, which excluded share-based compensation expenses, increased by 34.0% year-over-year to US\$66.6 million from US\$49.7 million in the same period of the prior year.
- Basic and diluted net income per ADS were US\$0.68 and US\$0.65, respectively. Non-GAAP basic and diluted net income per ADS, excluding share-based compensation expenses, were US\$0.84 and US\$0.80, respectively.
- Total student enrollments during the first nine months of fiscal year 2015 increased by 36.7% year-over-year to approximately 992,080.
- Total physical network increased to 289 learning centers as of November 30, 2014 from 274 learning centers as of February 28, 2014.

## Financial and Operating Data——Third Quarter of Fiscal Year 2015

(In US\$ thousands, except per ADS data, student enrollments and percentages)

|  | Three Months Ended<br>November 30, |         |             |
|--|------------------------------------|---------|-------------|
|  | 2013                               | 2014    | Pct. Change |
| Net revenues   | 73,530                             | 99,368  | 35.1%       |
| Net income attributable to TAL   | 12,509                             | 10,959  | -12.4%      |
| Non-GAAP net income attributable to TAL                                  | 14,575                             | 15,861  | 8.8%        |
| Operating income   | 11,893                             | 8,219   | -30.9%      |
| Non-GAAP operating income  | 13,960                             | 13,121  | -6.0%       |
| Net income per ADS attributable to TAL — basic                           | 0.16                               | 0.14    | -13.3%      |
| Net income per ADS attributable to TAL — diluted                         | 0.15                               | 0.13    | -14.2%      |
| Non-GAAP net income per ADS attributable to TAL — basic                  | 0.19                               | 0.20    | 7.7%        |
| Non-GAAP net income per ADS attributable to TAL — diluted                | 0.18                               | 0.19    | 6.6%        |
| Total student enrollments in small class, one-on-one, and online courses | 224,810                            | 304,910 | 35.6%       |

|  | Nine Months Ended<br>November 30, |         |
|--|-----------------------------------|---------|
|  | 2013                              | 2014    |
| Net revenues   | 226,896                           | 310,765 |
| Net income attributable to TAL   | 43,896                            | 53,427  |
| Non-GAAP net income attributable to TAL                                  | 49,662                            | 66,561  |
| Operating income   | 43,000                            | 52,393  |
| Non-GAAP operating income  | 48,765                            | 65,527  |
| Net income per ADS attributable to TAL — basic                           | 0.56                              | 0.68    |
| Net income per ADS attributable to TAL — diluted                         | 0.55                              | 0.65    |
| Non-GAAP net income per ADS attributable to TAL — basic                  | 0.63                              | 0.84    |
| Non-GAAP net income per ADS attributable to TAL — diluted                | 0.62                              | 0.80    |
| Total student enrollments in small class, one-on-one, and online courses | 725,950                           | 992,080 |
|  |                                   | 36.7%   |

"We delivered strong top line growth in the third quarter as we continued to expand our tutoring services as planned. I am particularly pleased that we have maintained growth momentum even in the midst of the tremendously exciting changes which bring opportunities of building new education models for the future," said TAL's Chairman and Chief Executive Officer, Mr. Bangxin Zhang.

"In this quarter, we also took a minority equity interest in Guokr, a popular mobile and web-based community for science and technology education in China. We believe Guokr's Massive Online Open Course (MOOC) content will enrich our blended learning approach across multi-media platforms. Its customer base of high school, college students and young graduates is also highly complementary to our strong K-12 user base. Through in-house development and strategic investments, we are bringing together the technology, community and education resources to become a leading technology-focused education services provider in China," Mr. Zhang added.

Rong Luo, Chief Financial Officer, said, "The healthy geographical spread of our tutoring services is more evident than ever as cities other than Beijing and Shanghai contributed over half of our core small class revenues in the third quarter. We continued to invest prudently in meeting the growing demand for our services by adding 15 learning centers to reach a total of 289 learning centers and adding 533 small class classrooms during the first nine months of fiscal year 2015. We will continue to execute our plan to add more learning center capacity in those cities with satisfactory utilization rates, such as Guangzhou, to meet the growing demand for our class-based tutoring services."

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## **Financial Results for the Third Quarter of Fiscal Year 2015**

### ***Net Revenues***

In the third quarter of fiscal year 2015, TAL reported net revenues of US\$99.4 million, representing a 35.1% increase from US\$73.5 million in the third quarter of fiscal year 2014. The increase was mainly driven by an increase in total student enrollments. Total student enrollments increased by 35.6% to approximately 304,910 from approximately 224,810 in the same period of the prior year. The increase in total student enrollments was driven primarily by increases of enrollments in the small class offerings. In the third quarter of fiscal year 2015, average selling price (ASP) was US\$326, which remained almost unchanged from the same quarter of fiscal year 2014. ASP was stable mainly because the increases in the hourly rate of the small class course offerings were offset by more enrollment contribution from online courses and the foreign exchange rate fluctuation.

### ***Operating Costs and Expenses***

In the third quarter of fiscal year 2015, operating costs and expenses were US\$91.2 million, a 46.0% increase from US\$62.5 million in the third quarter of fiscal year 2014. Non-GAAP operating costs and expenses, which excluded share-based compensation expenses, were US\$86.3 million, a 42.9% increase from US\$60.4 million in the third quarter of fiscal year 2014.

Cost of revenues increased by 36.5% to US\$49.0 million, from US\$35.9 million in the third quarter of fiscal year 2014. The increase in cost of revenues was mainly due to an increase in teacher compensation, rental costs and other staff costs associated primarily with an expansion of learning center capacity as well as increases in wages and teacher fees. Non-GAAP cost of revenues, which excluded share-based compensation expenses, increased by 36.5% to US\$48.9 million, from US\$35.9 million in the third quarter of fiscal year 2014.

Selling and marketing expenses increased by 45.7% to US\$13.6 million, from US\$9.3 million in the third quarter of fiscal year 2014. Non-GAAP selling and marketing expenses, which excluded share-based compensation expenses, increased by 44.8% to US\$13.1 million, from US\$9.0 million in the third quarter of fiscal year 2014. The increase of selling and marketing expenses in the third quarter of fiscal year 2015 was primarily a result of an increase in compensation to sales and marketing staff to support a greater number of programs and service offerings versus the year-ago period.

General and administrative expenses increased by 65.8% to US\$28.7 million, from US\$17.3 million in the third quarter of fiscal year 2014. The increase in general and administrative expenses was mainly due to an increase in the number of our general and administrative personnel compared to the year-ago period and an increase in compensation to our general and administrative personnel, and in particular such personnel supporting our online education initiatives among other new programs and service offerings. Non-GAAP general and administrative expenses, which excluded share-based compensation expenses, increased by 56.4% to US\$24.3 million, from US\$15.5 million in the third quarter of fiscal year 2014.

Total share-based compensation expenses allocated to the related operating costs and expenses increased by 137.3% to US\$4.9 million in the third quarter of fiscal year 2015, from US\$2.1 million in the same period of fiscal year 2014. The increase of share-based compensation expenses was mainly driven by new grants of nonvested shares to directors and employees by the company in the first nine months of fiscal year 2015.

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### ***Gross Profit***

Gross profit increased by 33.8% to US\$50.4 million, from US\$37.7 million in the third quarter of fiscal year 2014.

### ***Income from Operations***

Income from operations decreased by 30.9% to US\$8.2 million, from US\$11.9 million in the third quarter of fiscal year 2014. Non-GAAP income from operations, which excluded share-based compensation expenses, decreased by 6.0% to US\$13.1 million, from US\$14.0 million in the third quarter of fiscal year 2014.

### ***Other Expense***

Other expense was US\$0.3 million for the third quarter of fiscal year 2015, compared to other expense of US\$51.1 thousand in the third quarter of fiscal year 2014.

### ***Gain on Fair Value Change of Long-term Investment***

Gain on fair value change of long-term investment was US\$1.0 million for the third quarter of fiscal year 2015, compared to nil in the third quarter of fiscal year 2014. The change was primarily attributable to changes in fair value of our minority equity investment in China.

### ***Income Tax Expense***

Income tax expense was US\$0.4 million in the third quarter of fiscal year 2015, as compared to US\$1.9 million in the third quarter of fiscal year 2014. The decrease was mainly because TAL Beijing has qualified as a “high and new technology enterprise strongly supported by the state” in the third quarter of fiscal year 2015, and is therefore entitled to a preferential tax rate of 15% from calendar year 2014 through 2016. We have trued up the first and second quarter income tax expense impact in the third quarter.

### ***Net Income Attributable to TAL Education Group***

Net income attributable to TAL decreased by 12.4% to US\$11.0 million, from US\$12.5 million in the third quarter of fiscal year 2014. Non-GAAP net income attributable to TAL, which excluded share-based compensation expenses, increased by 8.8% to US\$15.9 million, from US\$14.6 million in the third quarter of fiscal year 2014.

### ***Basic and Diluted Net Income per ADS***

Basic and diluted net income per ADS were US\$0.14 and US\$0.13, respectively, in the third quarter of fiscal year 2015. Non-GAAP basic and Non-GAAP diluted net income per ADS, which excluded share-based compensation expenses, were US\$0.20 and US\$0.19, respectively.

### ***Capital Expenditures***

Capital expenditures for the third quarter of fiscal year 2015 were US\$7.5 million, representing an increase of US\$4.2 million from US\$3.3 million in the third quarter of fiscal year 2014. The increase was mainly due to leasehold improvements, mobile network research and development, and the purchase of servers, computers, software systems and other hardware for the Company’s teaching facilities.

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### **Cash, Cash Equivalents, and Term Deposits**

As of November 30, 2014, the Company had US\$526.4 million of cash and cash equivalents and US\$40.8 million of term deposits, as compared to US\$269.9 million of cash and cash equivalents and nil of term deposits as of February 28, 2014.

### **Deferred Revenue**

As of November 30, 2014, the Company's deferred revenue balance was US\$247.0 million, as compared to US\$173.0 million as of November 30, 2013, representing an increase of 42.8%.

### **Financial Results for the First Nine Months of Fiscal Year 2015**

#### **Net Revenues**

For the first nine months of fiscal year 2015, TAL reported net revenues of US\$310.8 million, representing a 37.0% increase from US\$226.9 million in the first nine months of fiscal year 2014. The increase was mainly driven by increases of enrollments in the small class offerings. Total student enrollments increased by 36.7% to approximately 992,080 from approximately 725,950 in the same period of the prior year. The increase in total student enrollments was driven primarily by increases of enrollments in the small class offerings. In the first nine months of fiscal year 2015, average selling price (ASP) was US\$313, which remained unchanged from the same period of fiscal year 2014. ASP was unchanged year-over-year mainly because the increases in the hourly rate of the small class course offerings were offset by more enrollment contribution from online courses and the foreign exchange rate fluctuation.

#### **Operating Costs and Expenses**

In the first nine months of fiscal year 2015, operating costs and expenses were US\$258.6 million, a 39.9% increase from US\$184.8 million in the first nine months of fiscal year 2014. Non-GAAP operating costs and expenses, which excluded share-based compensation expenses, were US\$245.4 million, a 37.1% increase from US\$179.0 million in the first nine months of fiscal year 2014.

Cost of revenues increased by 29.9% to US\$143.9 million, from US\$110.8 million in the first nine months of fiscal year 2014. The increase in cost of revenues was mainly due to an increase in teacher compensation, rental costs and other staff costs associated primarily with an expansion of learning center capacity as well as increases in wages and teacher fees. Non-GAAP cost of revenues, which excluded share-based compensation expenses, increased by 29.9% to US\$143.9 million, from US\$110.7 million in the first nine months of fiscal year 2014.

Selling and marketing expenses increased by 48.9% to US\$38.1 million, from US\$25.6 million in the first nine months of fiscal year 2014. Non-GAAP selling and marketing expenses, which excluded share-based compensation expenses, increased by 47.9% to US\$36.5 million, from US\$24.7 million in the first nine months of fiscal year 2014. The increase of selling and marketing expenses in the first nine months of fiscal year 2015 was primarily a result of an increase in compensation to sales and marketing staff to support a greater number of programs and service offerings versus the year-ago period.

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General and administrative expenses increased by 58.1% to US\$76.6 million, from US\$48.5 million in the first nine months of fiscal year 2014. The increase in general and administrative expenses was mainly due to an increase in the number of our general and administrative personnel compared to the year-ago period and an increase in compensation to our general and administrative personnel, and in particular such personnel supporting our online education initiatives among other new programs and service offerings. Non-GAAP general and administrative expenses, which excluded share-based compensation expenses, increased by 49.2% to US\$65.1 million, from US\$43.6 million in the first nine months of fiscal year 2014.

Total share-based compensation expenses allocated to the related operating costs and expenses increased by 127.8% to US\$13.1 million in the first nine months of fiscal year 2015, from US\$5.8 million in the same period of fiscal year 2014. The increase of share-based compensation expenses was mainly driven by new grants of nonvested shares to directors and employees by the company in the first nine months of fiscal year 2015.

#### ***Gross Profit***

Gross profit increased by 43.7% to US\$166.9 million, from US\$116.1 million in the first nine months of fiscal year 2014.

#### ***Income from Operations***

Income from operations increased by 21.8% to US\$52.4 million, from US\$43.0 million in the first nine months of fiscal year 2014. Non-GAAP income from operations, which excluded share-based compensation expenses, increased by 34.4% to US\$65.5 million, from US\$48.8 million in the first nine months of fiscal year 2014.

#### ***Other Income***

Other income was US\$0.8 million for the first nine months of fiscal year 2015, compared to other income of US\$0.5 million in the first nine months of fiscal year 2014. Other income in the first nine months was mainly driven by exchange gains. As the Company holds a significant portion of cash balance in RMB and reports in US Dollars, it benefits from exchange gains in times of relative strength of the RMB and incurs exchange losses in times of relative strength of the U.S. Dollar.

#### ***Income Tax Expense***

Income tax expense was US\$8.2 million in the first nine months of fiscal year 2015, as compared to US\$6.6 million in the first nine months of fiscal year 2014. The increase was mainly due to the growth of income before income tax.

#### ***Net Income Attributable to TAL Education Group***

Net income attributable to TAL increased by 21.7% to US\$53.4 million, from US\$43.9 million in the first nine months of fiscal year 2014. Non-GAAP net income attributable to TAL, which excluded share-based compensation expenses, increased by 34.0% to US\$66.6 million, from US\$49.7 million in the first nine months of fiscal year 2014.

#### ***Basic and Diluted Net Income per ADS***

Basic and diluted net income per ADS were US\$0.68 and US\$0.65, respectively, in the first nine months of fiscal year 2015. Non-GAAP basic and Non-GAAP diluted net income per ADS, which excluded share-based compensation expenses, were US\$0.84 and US\$0.80, respectively.

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## **Business Outlook**

In the fourth quarter we again deal with the usual every other year seasonality associated with the timing of Chinese New Year. The late start of spring term, which typically begins after Chinese New Year, will cause one less weekend of classes to be recorded in February as compared to last year. Taking into consideration this seasonality impact and the revenue shift from the third quarter to the fourth quarter because of the late fall term and the delay of classes due to APEC Forum in Beijing, total net revenues for the fourth quarter of fiscal year 2015 are expected to be between US\$116.6 million and US\$119.2 million, representing an increase of 34% to 37% on a year-over-year basis. This estimation also incorporates the quarter-to-date exchange rate impact, which is negative 2.0% as of today, assuming no more material change in exchange rates.

Total net revenues for the fiscal year ending February 28, 2015 are expected to be between US\$427.4 million and US\$430.0 million, representing an increase of 36% to 37% year-over-year.

These estimates reflect the Company's current expectation, which is subject to change.

## **Conference Call**

The Company will host a conference call and live webcast to discuss its financial results for the third fiscal quarter of fiscal year 2015 ended November 30, 2014 at 8:00 a.m. U.S. Eastern Time on January 22, 2015 (9:00 p.m. Beijing time on January 22, 2015).

The dial-in details for the live conference call are as follows:

- U.S. toll free: +1-866-519-4004
- Hong Kong toll free: 800-906-601
- Mainland China toll free: 400-620-8038
- International toll: +65-6723-9381
- Conference ID: 59079837

A live and archived webcast of the conference call will be available on the Investor Relations section of TAL's website at [en.100tal.com](http://en.100tal.com).

A telephone replay of the conference call will be available through 11:59 p.m. U.S. Eastern time, January 30, 2015 (12:59 p.m. Beijing time, January 31, 2015).

The dial-in details for the replay are as follows:

- U.S. toll free: +1-855-452-5696
  - Hong Kong toll free: 800-963-117
  - Mainland China toll free: 400-632-2162
  - International toll: +61-2-8199-0299
  - Conference ID: 59079837
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## **Safe Harbor Statement**

This announcement contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates” and similar statements. Among other things, the outlook for the fourth quarter of fiscal year 2015 and the fiscal year ending February 28, 2015, quotations from management in this announcement, as well as TAL Education Group’s strategic and operational plans, contain forward-looking statements. The Company may also make written or oral forward-looking statements in its reports filed with, or furnished to, the U.S. Securities and Exchange Commission, in its annual reports to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including statements about the Company’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: the Company’s ability to continue to attract students to enroll in its courses; the Company’s ability to continue to recruit, train and retain qualified teachers; the Company’s ability to improve the content of its existing course offerings and to develop new courses; the Company’s ability to maintain and enhance its brand; the Company’s ability to maintain and continue to improve its teaching results; and the Company’s ability to compete effectively against its competitors. Further information regarding these and other risks is included in the Company’s reports filed with, or furnished to the U.S. Securities and Exchange Commission. All information provided in this press release and in the attachments is as of the date of this press release, and TAL Education Group undertakes no duty to update such information or any forward-looking statement, except as required under applicable law.

## **About TAL Education Group**

TAL Education Group is a leading K-12 after-school tutoring services provider in China. The acronym “TAL” stands for “Tomorrow Advancing Life,” which reflects our vision to promote top learning opportunities for Chinese students through both high-quality teaching and content, as well as leading edge application of technology in the education experience. TAL Education Group offers comprehensive tutoring services to students from pre-school to the twelfth grade through three flexible class formats: small classes, personalized premium services, and online courses. Our tutoring services cover the core academic subjects in China’s school curriculum including mathematics, English, Chinese, physics, chemistry, and biology. The Company’s learning center network includes 289 physical learning centers as of November 30, 2014, located in 19 key cities in China: Beijing, Shanghai, Guangzhou, Shenzhen, Tianjin, Wuhan, Xi’an, Chengdu, Nanjing, Hangzhou, Taiyuan, Zhengzhou, Chongqing, Suzhou, Shenyang, Jinan, Shijiazhuang, Qingdao and Changsha. We also operate [www.jzb.com](http://www.jzb.com), a leading online education platform in China. Our ADSs trade on the New York Stock Exchange under the symbol “XRS.”

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## **About Non-GAAP Financial Measures**

In evaluating its business, TAL considers and uses the following measures defined as non-GAAP financial measures by the U.S. Securities and Exchange Commission as supplemental metrics to review and assess its operating performance: non-GAAP operating costs and expenses, non-GAAP cost of revenues, non-GAAP selling and marketing expenses, non-GAAP general and administrative expenses, non-GAAP income from operations, non-GAAP net income attributable to TAL, non-GAAP basic and non-GAAP diluted net income per ADS. To present each of these non-GAAP measures, the Company excludes share-based compensation expenses. The presentation of these non-GAAP financial measures is not intended to be considered in isolation from or as a substitute for the financial information prepared and presented in accordance with GAAP. For more information on these non-GAAP financial measures, please see the table captioned “Reconciliations of non-GAAP measures to the most comparable GAAP measures” set forth at the end of this release.

TAL believes that these non-GAAP financial measures provide meaningful supplemental information regarding its performance and liquidity by excluding share-based expenses that may not be indicative of its operating performance from a cash perspective. TAL believes that both management and investors benefit from these non-GAAP financial measures in assessing its performance and when planning and forecasting future periods. These non-GAAP financial measures also facilitate management's internal comparisons to TAL's historical performance and liquidity. TAL computes its non-GAAP financial measures using the same consistent method from quarter to quarter and from period to period. TAL believes these non-GAAP financial measures are useful to investors in allowing for greater transparency with respect to supplemental information used by management in its financial and operational decision making. A limitation of using non-GAAP measures is that these non-GAAP measures exclude share-based compensation charges that have been and will continue to be for the foreseeable future a significant recurring expense in the Company's business. Management compensates for these limitations by providing specific information regarding the GAAP amounts excluded from each non-GAAP measure. The accompanying tables have more details on the reconciliations between GAAP financial measures that are most directly comparable to non-GAAP financial measures.

### **For further information, please contact:**

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**TAL EDUCATION GROUP**  
**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In U.S. dollars)

|   | As of<br>February 28,<br>2014 | As of<br>November 30,<br>2014 |
|---|-------------------------------|-------------------------------|
| <b>ASSETS</b>                             |                               |                               |
| <b>Current assets</b>                     |                               |                               |
| Cash and cash equivalents                 | \$ 269,930,571                | \$ 526,416,166                |
| Term deposits                             | —                             | 40,778,785                    |
| Restricted cash-current                   | 325,688                       | 781,407                       |
| Short-term investment                     | —                             | 781,390                       |
| Inventory                                 | 181,759                       | 269,331                       |
| Deferred tax assets-current               | 3,281,063                     | 4,622,127                     |
| Income tax receivable                     | 9,824,333                     | 3,333,680                     |
| Prepaid expenses and other current assets | 16,833,208                    | 33,420,961                    |
| <b>Total current assets</b>               | <b><u>300,376,622</u></b>     | <b><u>610,403,847</u></b>     |
| Restricted cash-non-current               | 2,546,878                     | 3,579,872                     |
| Property and equipment, net               | 78,625,191                    | 90,631,217                    |
| Deferred tax assets-non-current           | 555,528                       | 1,136,997                     |
| Rental deposit                            | 7,322,438                     | 10,129,220                    |
| Intangible assets, net                    | 2,535,593                     | 2,416,104                     |
| Goodwill                                  | 7,509,824                     | 8,073,960                     |
| Amounts due from related party            | —                             | 325,579                       |
| Long-term prepayments                     | 989,454                       | 18,039,058                    |
| Long-term investments                     | 27,137,239                    | 84,654,166                    |
| <b>Total assets</b>                       | <b><u>\$ 427,598,767</u></b>  | <b><u>\$ 829,390,020</u></b>  |

## LIABILITIES AND EQUITY

### Current liabilities

|  |                    |                    |
|--|--------------------|--------------------|
| Accounts payable (including accounts payable of the consolidated VIEs without recourse to TAL Education Group of 2,004,659 and 4,591,669 as of February 28, 2014, and November 30, 2014, respectively)   | \$ 2,349,365       | \$ 5,274,704       |
| Deferred revenue (including deferred revenue of the consolidated VIEs without recourse to TAL Education Group of 102,488,333 and 222,609,883 as of February 28, 2014, and November 30, 2014, respectively)   | 132,401,062        | 246,986,234        |
| Accrued expenses and other current liabilities (including accrued expenses and other current liabilities of the consolidated VIEs without recourse to TAL Education Group of 18,920,194 and 28,384,368 as of February 28, 2014, and November 30, 2014, respectively) | 27,423,992         | 40,437,310         |
| Income tax payable (including income tax payable of the consolidated VIEs without recourse to TAL Education Group of 3,661,860 and 4,267,801 as of February 28, 2014, and November 30, 2014, respectively)   | 4,519,807          | 6,710,528          |
| Deferred tax liabilities-current (including deferred tax liabilities-current of the consolidated VIEs without recourse to TAL Education Group of nil and nil as of February 28, 2014, and November 30, 2014, respectively)   | 62,100             | 24,840             |
| <b>Total current liabilities</b>   | <b>166,756,326</b> | <b>299,433,616</b> |
| Deferred tax liabilities-non-current (including deferred tax liabilities-non-current of the consolidated VIEs without recourse to TAL Education Group of 32,344 and 188,083 as of February 28, 2014, and November 30, 2014, respectively)                            | 32,344             | 189,604            |
| Bond payable (including bond payable of the consolidated VIEs without recourse to TAL Education Group of nil and nil as of February 28, 2014, and November 30, 2014, respectively)   | —                  | 225,627,368        |
| Long-term payable (including long-term payable of the consolidated VIEs without recourse to TAL Education Group of 813,696 and nil as of February 28, 2014, and November 30, 2014, respectively)   | 813,696            | —                  |
| <b>Total liabilities</b>   | <b>167,602,366</b> | <b>525,250,588</b> |

### TAL Education Group Shareholders' Equity

|   |                       |                       |
|---|-----------------------|-----------------------|
| Class A common shares                     | 78,204                | 87,200                |
| Class B common shares                     | 79,531                | 71,456                |
| Additional paid-in capital                | 92,664,436            | 82,658,366            |
| Statutory reserve                         | 15,015,824            | 15,015,824            |
| Retained earnings                         | 144,311,994           | 197,739,348           |
| Accumulated other comprehensive income    | 7,846,412             | 8,294,509             |
| <b>Total TAL Education Group's equity</b> | <b>259,996,401</b>    | <b>303,866,703</b>    |
| Noncontrolling interest                   | —                     | 272,729               |
| <b>Total equity</b>                       | <b>259,996,401</b>    | <b>304,139,432</b>    |
| <b>Total liabilities and equity</b>       | <b>\$ 427,598,767</b> | <b>\$ 829,390,020</b> |

**TAL EDUCATION GROUP**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In U.S. dollars, except share, ADS, per share and per ADS data)

|  | For the Three Months Ended<br>November 30, |                      | For the Nine Months Ended<br>November 30, |                      |
|--|--|----------------------|---|----------------------|
|  | 2013                                       | 2014                 | 2013                                      | 2014                 |
| <b>Net revenues</b>  | \$ 73,529,703                              | \$ 99,368,290        | \$ 226,896,452                            | \$ 310,765,018       |
| Cost of revenues (note 1)  | 35,862,040                                 | 48,956,572           | 110,775,673                               | 143,888,626          |
| Gross profit   | <u>37,667,663</u>                          | <u>50,411,718</u>    | <u>116,120,779</u>                        | <u>166,876,392</u>   |
| <b>Operating expenses (note 1)</b>   |  |                      |   |                      |
| Selling and marketing  | 9,307,892                                  | 13,557,704           | 25,577,610                                | 38,084,854           |
| General and administrative   | 17,287,151                                 | 28,662,950           | 48,457,547                                | 76,602,601           |
| Total operating expenses   | <u>26,595,043</u>                          | <u>42,220,654</u>    | <u>74,035,157</u>                         | <u>114,687,455</u>   |
| Government Subsidies   | 820,692                                    | 27,835               | 914,353                                   | 204,325              |
| Income from operations   | <u>11,893,312</u>                          | <u>8,218,899</u>     | <u>42,999,975</u>                         | <u>52,393,262</u>    |
| Interest income  | 2,483,284                                  | 4,400,938            | 6,639,171                                 | 11,646,249           |
| Interest expense   | —  | (1,749,206)          | —   | (3,939,150)          |
| Other (expenses)/income  | (51,146)                                   | (309,619)            | 466,135                                   | 846,074              |
| Gain on short-term investment  | —  | —                    | 297,120                                   | —                    |
| Gain on fair value change from long-term investment                            | —  | 1,003,000            | —   | 1,003,000            |
| Gain on sales of available-for-sale securities                                 | <u>52,958</u>                              | <u>—</u>             | <u>52,958</u>                             | <u>—</u>             |
| Income before provision for income tax and loss from equity method investments | 14,378,408                                 | 11,564,012           | 50,455,359                                | 61,949,435           |
| Provision for income tax   | (1,869,194)                                | (428,934)            | (6,559,197)                               | (8,239,275)          |
| Loss from equity method investments  | —  | (196,853)            | —   | (306,586)            |
| <b>Net income</b>  | <u>12,509,214</u>                          | <u>10,938,225</u>    | <u>43,896,162</u>                         | <u>53,403,574</u>    |
| Add: Net loss attributable to noncontrolling interest                          | —  | 20,837               | —   | 23,780               |
| <b>Total net income attributable to TAL Education Group</b>                    | <b>\$ 12,509,214</b>                       | <b>\$ 10,959,062</b> | <b>\$ 43,896,162</b>                      | <b>\$ 53,427,354</b> |
| <b>Net income per common share</b>   |  |                      |   |                      |
| Basic  | \$ 0.08                                    | \$ 0.07              | \$ 0.28                                   | \$ 0.34              |
| Diluted  | 0.08                                       | 0.07                 | 0.27                                      | 0.33                 |
| <b>Net income per ADS (note 2)</b>   |  |                      |   |                      |
| Basic  | \$ 0.16                                    | \$ 0.14              | \$ 0.56                                   | \$ 0.68              |
| Diluted  | 0.15                                       | 0.13                 | 0.55                                      | 0.65                 |
| Weighted average shares used in calculating net income per common share        |  |                      |   |                      |
| Basic  | 157,024,948                                | 158,625,698          | 156,542,919                               | 158,151,073          |
| Diluted  | 161,425,202                                | 164,846,471          | 160,159,944                               | 175,783,136          |

Note1: Share-based compensation expenses are included in the operating costs and expenses as follows:

|                            | For the Three Months<br>Ended November 30, |                     | For the Nine Months<br>Ended November 30, |                      |
|----------------------------|--|---------------------|---|----------------------|
|                            | 2013                                       | 2014                | 2013                                      | 2014                 |
| Cost of revenues           | \$ 11,234                                  | \$ 11,494           | \$ 33,302                                 | \$ 34,536            |
| Selling and marketing      | 292,135                                    | 502,648             | 877,123                                   | 1,563,581            |
| General and administrative | 1,762,840                                  | 4,387,973           | 4,855,033                                 | 11,535,595           |
| Total                      | <u>\$ 2,066,209</u>                        | <u>\$ 4,902,115</u> | <u>\$ 5,765,458</u>                       | <u>\$ 13,133,712</u> |

Note 2: Each ADS represents two Class A common shares.

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**TAL EDUCATION GROUP**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In U.S. dollars)

|   | For the Three Months Ended<br>November 30, |                      | For the Nine Months Ended<br>November 30, |                      |
|---|--|----------------------|---|----------------------|
|   | 2013                                       | 2014                 | 2013                                      | 2014                 |
| <b>Net income</b>   | \$ 12,509,214                              | \$ 10,938,225        | \$ 43,896,162                             | \$ 53,403,574        |
| Other comprehensive income/(loss), net of tax                   | 741,506                                    | (34,427)             | 3,094,825                                 | 452,789              |
| <b>Comprehensive income</b>                                     | <u>13,250,720</u>                          | <u>10,903,798</u>    | <u>46,990,987</u>                         | <u>53,856,363</u>    |
| Add: Comprehensive loss attributable to noncontrolling interest | —  | 20,786               | —   | 19,088               |
| <b>Comprehensive income attributable to TAL Education Group</b> | <u>\$ 13,250,720</u>                       | <u>\$ 10,924,584</u> | <u>\$ 46,990,987</u>                      | <u>\$ 53,875,451</u> |

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**TAL EDUCATION GROUP**  
**Reconciliation of Non-GAAP Measures to the Most Comparable GAAP Measures**  
(In U.S. dollars, except share, ADS, per share and per ADS data)

|   | For the Three Months<br>Ended November 30, |                      | For the Nine Months<br>Ended November 30, |                      |
|---|--|----------------------|---|----------------------|
|   | 2013                                       | 2014                 | 2013                                      | 2014                 |
| <b>Cost of revenues</b>   | \$ 35,862,040                              | \$ 48,956,572        | \$ 110,775,673                            | \$ 143,888,626       |
| Share-based compensation expense in cost of revenues                    | 11,234                                     | 11,494               | 33,302                                    | 34,536               |
| <b>Non-GAAP cost of revenues</b>  | <u>35,850,806</u>                          | <u>48,945,078</u>    | <u>110,742,371</u>                        | <u>143,854,090</u>   |
| <b>Selling and marketing expenses</b>                                   | 9,307,892                                  | 13,557,704           | 25,577,610                                | 38,084,854           |
| Share-based compensation expense in selling and marketing expenses      | 292,135                                    | 502,648              | 877,123                                   | 1,563,581            |
| <b>Non-GAAP selling and marketing expenses</b>                          | <u>9,015,757</u>                           | <u>13,055,056</u>    | <u>24,700,487</u>                         | <u>36,521,273</u>    |
| <b>General and administrative expenses</b>                              | 17,287,151                                 | 28,662,950           | 48,457,547                                | 76,602,601           |
| Share-based compensation expense in general and administrative expenses | 1,762,840                                  | 4,387,973            | 4,855,033                                 | 11,535,595           |
| <b>Non-GAAP general and administrative expenses</b>                     | <u>15,524,311</u>                          | <u>24,274,977</u>    | <u>43,602,514</u>                         | <u>65,067,006</u>    |
| <b>Operating costs and expenses</b>                                     | 62,457,083                                 | 91,177,226           | 184,810,830                               | 258,576,081          |
| Share-based compensation expense in operating costs and expenses        | 2,066,209                                  | 4,902,115            | 5,765,458                                 | 13,133,712           |
| <b>Non-GAAP operating costs and expenses</b>                            | <u>60,390,874</u>                          | <u>86,275,111</u>    | <u>179,045,372</u>                        | <u>245,442,369</u>   |
| <b>Income from operations</b>   | 11,893,312                                 | 8,218,899            | 42,999,975                                | 52,393,262           |
| Share based compensation expenses                                       | 2,066,209                                  | 4,902,115            | 5,765,458                                 | 13,133,712           |
| <b>Non-GAAP income from operations</b>                                  | <u>13,959,521</u>                          | <u>13,121,014</u>    | <u>48,765,433</u>                         | <u>65,526,974</u>    |
| <b>Net income attributable to TAL Education Group</b>                   | 12,509,214                                 | 10,959,062           | 43,896,162                                | 53,427,354           |
| Share based compensation expenses                                       | 2,066,209                                  | 4,902,115            | 5,765,458                                 | 13,133,712           |
| <b>Non-GAAP net income attributable to TAL Education Group</b>          | <u>\$ 14,575,423</u>                       | <u>\$ 15,861,177</u> | <u>\$ 49,661,620</u>                      | <u>\$ 66,561,066</u> |
| <b>Net income per ADS</b>   |  |                      |   |                      |
| Basic   | \$ 0.16                                    | \$ 0.14              | \$ 0.56                                   | \$ 0.68              |
| Diluted   | 0.15                                       | 0.13                 | 0.55                                      | 0.65                 |
| <b>Non-GAAP Net income per ADS (note 3)</b>                             |  |                      |   |                      |
| Basic   | \$ 0.19                                    | \$ 0.20              | \$ 0.63                                   | \$ 0.84              |
| Diluted   | 0.18                                       | 0.19                 | 0.62                                      | 0.80                 |
| <b>ADSs used in calculating net income per ADS</b>                      |  |                      |   |                      |
| Basic   | 78,512,474                                 | 79,312,849           | 78,271,459                                | 79,075,536           |
| Diluted   | 80,712,601                                 | 82,423,236           | 80,079,972                                | 87,891,568           |

Note 3: The Non-GAAP adjusted net income per ADS is computed using Non-GAAP adjusted net income and the same number of ADSs used in GAAP basic and diluted EPS calculation.