
**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 July 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/ Bangxin Zhang

Name: Bangxin Zhang

Title: Chairman and Chief Executive Officer

Date: July 26, 2013

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TAL Education Group to Hold Annual General Meeting on August 30, 2013

BEIJING, July 25, 2013—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 30, 2013 at 10:00 a.m. (Hong Kong time).

The board of directors of the Company has fixed the close of business on July 25, 2013 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 notice of, and to vote at, the annual general meeting and any adjournment or postponement thereof. Beneficial owners of the Company’s American depositary shares (“ADSs”) who wish to exercise their voting rights for the underlying common shares must act through JPMorgan Chase Bank, N.A., the depositary of the Company’s ADS program.

The notice of the annual general meeting, which sets forth the resolution to be submitted for shareholder approval at the meeting, is available on the Investor Relations section of the Company’s website at <http://en.xueersi.org/investor>. 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 28, 2013, 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:

12/F, Danling SOHO
No. 6 Danling Street, Haidian District
Beijing 100080
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 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.”

For further information, please contact:

Mei Li
Investor Relations
TAL Education Group
Tel: +86-10-5292-6658
Email: ir@xueersi.com

Caroline Straathof
IR Inside
Tel: +31 6 5462 4301
Email: info@irinside.com

TAL EDUCATION GROUP
(Incorporated in the Cayman Islands with limited liability)
(NYSE Ticker: XRS)

NOTICE OF ANNUAL GENERAL MEETING

to Be Held on August 30, 2013
(or any adjourned or postponed meeting thereof)

NOTICE IS HEREBY GIVEN that an Annual General Meeting (“**AGM**”) of TAL Education Group (the “**Company**”) will be held at 42nd Floor, Edinburgh Tower, The Landmark, 15 Queen’s Road, Central, Hong Kong on August 30, 2013 at 10:00 AM (Hong Kong time), and at any adjourned or postponed meeting thereof, for the following purposes:

1. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“**RESOLVED**, as an ordinary resolution:

THAT the following amendment (the “**Amendment**”) to the 2010 Share Incentive Plan of the Company (the “**2010 Plan**”) is hereby approved and confirmed, and where necessary ratified:

(a) Section 3.1(a) of the 2010 Plan shall be amended and restated as set forth immediately 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 of the 2010 Plan shall be amended and restated as set forth immediately below:

‘Expiration Date. The Plan will expire on, and no Award may be granted pursuant to the Plan after [THE MONTH AND DAY ON WHICH THE SHAREHOLDERS APPROVE THIS AMENDMENT], 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.’

THAT each director or officer of the Company be and is hereby authorized to take any and every action that might be necessary, appropriate or desirable to effect the foregoing resolution as such director or officer, in his or her absolute discretion, thinks fit.”

2. To transact any such other business that may properly come before the meeting.

The Company’s board of directors approved the Amendment on July 19, 2013. A copy of the existing 2010 Plan was filed as Exhibit 10.1 to the registration statement on Form F-1 (File No. 333-169650) filed with the U.S. Securities and Exchange Commission (the

“SEC”) on September 29, 2010, and can be viewed in the SEC’s EDGAR database at <http://www.sec.gov>.

The board of directors of the Company has fixed the close of business on July 25, 2013 as the record date (the “**Record Date**”) for determining the shareholders entitled to receive notice of, and to attend and vote at, the AGM or any adjourned or postponed meeting thereof.

Please refer to the proxy form, which is attached to and made a part of this notice. Holders of the Company’s common shares whose names are on the register of members of the Company at the close of business on the Record Date are entitled to attend and vote at the AGM and any adjourned or postponed meeting thereof. Beneficial owners of the Company’s American depositary shares (“**ADSs**”) who wish to exercise their voting rights for the underlying shares must act through JPMorgan Chase Bank, N.A., the depository of the Company’s ADS program.

Holders of the Company’s common shares whose names are on the register of members of the Company at the close of business on the Record Date are cordially invited to attend the AGM in person. Your vote is important. If you cannot attend the AGM in person, you are urged to complete, sign, date and return the accompanying proxy form as promptly as possible. We must receive the proxy form no later than 48 hours before the time of the AGM to ensure your representation at such meeting. Beneficial owners of the Company’s ADSs are welcome to attend the AGM in person.

Shareholders may obtain a copy of the Company’s annual report, free of charge, from the Company’s website at <http://en.xueersi.org/investor>, or by contacting TAL Education Group, 12/F, Danling SOHO, No. 6 Danling Street, Haidian District, Beijing 100080, People’s Republic of China, telephone: +86 10-5292-6658, email: ir@xueersi.com.

By Order of the Board of Directors,

/s/ Bangxin Zhang

Bangxin Zhang

Chairman and Chief Executive Officer

Beijing, July 25, 2013

TAL EDUCATION GROUP
(Incorporated in the Cayman Islands with limited liability)
(NYSE Ticker: XRS)

Form of Proxy for Annual General Meeting
to Be Held on August 30, 2013
(or any adjourned or postponed meeting thereof)

Introduction

This Form of Proxy is furnished in connection with the solicitation by the Board of Directors of TAL Education Group, a Cayman Islands company (the “**Company**”), of proxies from the holders of the issued and outstanding Class A and Class B common shares, par value US\$0.001 per share, of the Company (the “**Common Shares**”) to be exercised at the Annual General Meeting of the Company (the “**AGM**”) to be held at 42nd Floor, Edinburgh Tower, The Landmark, 15 Queen’s Road, Central, Hong Kong on August 30, 2013 at 10:00 AM (Hong Kong time), and at any adjourned or postponed meeting thereof, for the purposes set forth in the accompanying Notice of Annual General Meeting (the “**AGM Notice**”).

Only the holders of the Common Shares whose names are on the register of members of the Company at the close of business on July 25, 2013 (the “**Record Date**”) are entitled to receive notice of the AGM. In respect of the matters requiring shareholders’ vote at the AGM, each Class A Common Share is entitled to one vote and each Class B Common Share is entitled to ten votes. The quorum of the AGM is one shareholder, present in person or by proxy and entitled to vote, holding in aggregate not less than one-tenth of the voting power of the shares in issue carrying a right to vote at the AGM. This Form of Proxy and the accompanying AGM Notice will be first mailed to the shareholders of the Company on or about July 26, 2013.

The Common Shares represented by all properly executed proxies returned to the Company will be voted at the AGM as indicated or, if no instruction is given, the holder of the proxy will vote the shares in his discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the chairman of the AGM acts as proxy and is entitled to exercise his discretion, he is likely to vote the shares FOR the resolutions. As to any other business that may properly come before the AGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. The Company does not presently know of any other business which may come before the AGM. However, if any other matter properly comes before the AGM, or any adjourned or postponed meeting thereof, which may properly be acted upon, unless otherwise indicated the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein. Any person giving a proxy has the right to revoke it at any time before it is exercised (i) by filing with the Company a duly signed revocation at its registered office at Maples Corporate Services Limited, PO Box 309, Umland House, Grand Cayman, KY1-1104, Cayman Islands, with a copy delivered to its office at 12/F, Danling SOHO, No. 6 Danling Street, Haidian District, Beijing 100080, People’s Republic of China or (ii) by voting in person at the AGM.

To be valid, this Form of Proxy must be completed, signed and returned to the Company's office (to the attention of: IR Department) at 12/F, Danling SOHO, No. 6 Danling Street, Haidian District, Beijing 100080, People's Republic of China as soon as possible so that it is received by the Company no later than 48 hours before the time of the AGM.

TAL EDUCATION GROUP
(Incorporated in the Cayman Islands with limited liability)
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Form of Proxy for Annual General Meeting
to Be Held on August 30, 2013
(or any adjourned or postponed meeting thereof)

I/We _____ of _____, being the registered holder of [Class A/Class B] Common Shares ¹, par value US\$0.001 per share, of TAL Education Group (the “**Company**”), hereby appoint the Chairman of the Annual General Meeting ² or _____ of _____

as my/our proxy to attend and act for me/us at the Annual General Meeting (or at any adjourned or postponed meeting thereof) of the Company to be held at 42nd Floor, Edinburgh Tower, The Landmark, 15 Queen’s Road, Central, Hong Kong on August 30, 2013 at 10:00 AM (Hong Kong time), and in the event of a poll, to vote for me/us as indicated below, or if no such indication is given, as my/our proxy thinks fit ³.

No.	ORDINARY RESOLUTIONS	FOR ³	AGAINST ³	ABSTAIN ³
1.	The resolution as set out in Item 1 of the Notice of Annual General Meeting regarding the amendment to Section 3.1(a) and Section 11.2 of the 2010 Share Incentive Plan of TAL Education Group			

Dated _____, 2013 Signature(s) ⁴ _____

¹ Please insert the number and check the class of the common shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).

² **If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words “ the Chairman of the Annual General Meeting or” and insert the name and address of the proxy desired in the space provided.** A shareholder may appoint more than one proxy to attend and vote in his stead if he is the registered holder of more than one shares of the Company. **Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.**

³ **IMPORTANT: If you wish to vote for a particular resolution, tick the appropriate box marked “FOR”. If you wish to vote against a particular resolution, tick the appropriate box marked “AGAINST”. If you wish to abstain from voting on a particular resolution, tick the appropriate box marked “ABSTAIN”.**

⁴ This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under seal or executed under the hand of an officer or attorney duly authorized to sign the same.

TAL EDUCATION GROUP

TO THE REGISTERED HOLDERS OF AMERICAN DEPOSITARY RECEIPTS (“ADRs”) REPRESENTING COMMON SHARES OF TAL EDUCATION GROUP

FOLD AND DETACH HERE

	FOR	AGAINST	ABSTAIN
Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Mark box at right if you wish to give a discretionary proxy to a person designated by the Company. PLEASE NOTE: Marking this box voids any other instructions indicated above.

Address Change Mark box, sign and indicate changes/comments below:

Sign Below

Date: _____

Please sign this Voting Instruction Card exactly as your name(s) appear(s) on the face of this card and on the books of the Depository. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.



1. The resolution as set out in Item 1 of the Notice of Annual General Meeting regarding the amendment to Section 3.1(a) and Section 11.2 of the 2010 Share Incentive Plan of TAL Education Group

TAL Education Group
JPMorgan Chase Bank, N.A., Depositary
P.O. Box 64506, St. Paul, MN 55164-0506

Voting Instruction Card

JPMorgan Chase Bank, N.A. (the "Depositary") has received notice that the Annual General Meeting (the "Meeting") of TAL Education Group (the "Company") will be held at 10:00 a.m. (Hong Kong time), on Friday, August 30, 2013 at the 42nd Floor, Edinburgh Tower, The Landmark, 15 Queen's Road, Central, Hong Kong, for the purposes set forth on this card.

If you are desirous of having the Depositary, through its Nominee or Nominees, vote or execute a proxy to vote the Common Shares represented by your ADRs FOR, AGAINST or to ABSTAIN from voting on the Resolution to be proposed at the Meeting, kindly execute and forward to the Depositary, the attached Voting Instruction Card. The enclosed postage-paid envelope is provided for this purpose. This Voting Instruction Card should be executed in such a manner as to show clearly how you wish to vote in regard to the Company's Resolution. Alternatively, you may include instructions to give a discretionary proxy to a person designated by the Company. The Voting Instruction Card MUST be forwarded in sufficient time to reach the Depositary before 12:00 p.m. (Eastern Standard Time), August 27, 2013. Only the registered holders of record as of the close of business on July 25, 2013 will be entitled to execute the attached Voting Instruction Card.

The signatory, a registered holder of ADRs representing Common Shares of the Company of record on July 25, 2013, hereby requests and authorizes the Depositary, through its Nominee or Nominees, to vote or execute a proxy to vote at the Meeting the underlying Common Shares of the Company represented by ADRs, in accordance with the instructions given below.

To view the Notice of Meeting and any other applicable materials related to the Meeting, please visit: <http://en.xueersi.org/investor/AGM.html>

NOTE: In order to have the aforesaid shares voted, this Voting Instruction Card MUST be returned before 12:00 p.m. (Eastern Standard Time), on August 27, 2013.

JPMorgan Chase Bank, N.A., Depositary

PLEASE MARK, DATE AND SIGN ON REVERSE SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

Please see reverse side for Voting Instructions.
