

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Schedule 13G**

**(Rule 13d-102)**

Information to Be Included in Statements Filed Pursuant to Rules 13d-1 (b), (c) and (d) and Amendments Thereto Filed Pursuant To  
13d-2

Under the Securities Exchange Act of 1934  
(Amendment No. ) \*

TAL Education Group

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(Name of Issuer)

Class A Common Shares, US\$0.001 par value per share

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(Title of Class of Securities)

G8663P 108

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(CUSIP Number)

December 31, 2010

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(Date of Event Which Requires Filing of this Statement)

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)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	Name Of Reporting Person  Central Glory Investments Limited	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/>  (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization  British Virgin Islands	
Number of  Shares  Beneficially  Owned by  Each  Reporting  Person With	5	Sole Voting Power  14,550,000 <sup>(1)</sup> common shares (represented by 14,550,000 Class B common shares, which may be converted into 14,550,000 Class A common shares within 60 days of the filing date). Yundong Cao may also be deemed to have sole voting power with respect to the above shares.
	6	Shared Voting Power  0
	7	Sole Dispositive Power  14,550,000 <sup>(1)</sup> common shares (represented by 14,550,000 Class B common shares, which may be converted into 14,550,000 Class A common shares within 60 days of the filing date). Yundong Cao may also be deemed to have sole dispositive power with respect to the above shares.
	8	Shared Dispositive Power  0
9	Aggregate Amount Beneficially Owned by Each Reporting Person  14,550,000 <sup>(1)</sup> common shares	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	



11	Percent of Class Represented by Amount in Row 9  37.7% <sup>(1)(2)</sup>
12	Type of Reporting Person  CO

(1) Each Class B common share is convertible at the option of the holder into one Class A common share. The rights of the holders of Class A common shares and Class B common shares are identical, except with respect to conversion rights (noted above) and voting rights. Each Class B common share is entitled to ten votes per share, whereas each Class A common share is entitled to one vote per share.

(2) Assumes conversion of all such reporting person's Class B common shares into Class A common shares.

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1	Name of Reporting Person Yundong Cao	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization The People's Republic of China	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power  14,550,000 <sup>(3)</sup> common shares (represented by 14,550,000 Class B common shares, which may be converted into 14,550,000 Class A common shares within 60 days of the filing date). Central Glory Investments Limited may also be deemed to have sole voting power with respect to 14,550,000 Class B common shares.
	6	Shared Voting Power  5,750,000 <sup>(4)</sup>
	7	Sole Dispositive Power  14,550,000 <sup>(3)</sup> common shares (represented by 14,550,000 Class B common shares, which may be converted into 14,550,000 Class A common shares within 60 days of the filing date). Central Glory Investments Limited may also be deemed to have sole dispositive power with respect to 14,550,000 Class B common shares.
	8	Shared Dispositive Power  5,750,000 <sup>(4)</sup>
9	Aggregate Amount Beneficially Owned by Each Reporting Person  20,300,000 <sup>(5)</sup> common shares	

- (3) Each Class B common share is convertible at the option of the holder into one Class A common share. The rights of the holders of Class A common shares and Class B common shares are identical, except with respect to conversion rights (noted above) and voting rights. Each Class B common share is entitled to ten votes per share, whereas each Class A common share is entitled to one vote per share.
  - (4) Consisting of 5,750,000 Class B common shares held by Passion Prance Limited, a British Virgin Islands company, to which Yundong Cao's spouse is the sole shareholder and the sole director. Mr. Cao disclaims beneficial ownership of the shares held by Passion Prance Limited.
  - (5) Consisting of (i) 14,550,000 Class B common shares held by Central Glory Investments Limited, a British Virgin Islands company and (ii) 5,750,000 Class B common shares held by Passion Prance Limited, a British Virgin Islands company, to which Yundong Cao's spouse is the sole shareholder and the sole director. Mr. Cao disclaims beneficial ownership of the shares held by Passion Prance Limited.
  - (6) Assumes conversion of all such reporting person's Class B common shares into Class A common shares.
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10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>
11	Percent Of Class Represented By Amount In Row 9 45.8% <sup>(5)(6)</sup>
12	Type of Reporting Person IN

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- Item 1(a). Name of Issuer:**  
**TAL Education Group**
- Item 1(b). Address of Issuer's Principal Executive Offices:**  
18/F, Hesheng Building  
32 Zhongguancun Avenue, Haidian District  
Beijing 100080  
The People's Republic of China
- Item 2(a). Name of Person Filing:**  
Central Glory Investments Limited  
Yundong Cao
- Item 2(b). Address of Principal Business Office or, if None, Residence:**  
Central Glory Investments Limited  
c/o Yundong Cao  
18/F, Hesheng Building  
32 Zhongguancun Avenue, Haidian District  
Beijing 100080  
The People's Republic of China  
  
Yundong Cao  
18/F, Hesheng Building  
32 Zhongguancun Avenue, Haidian District  
Beijing 100080  
The People's Republic of China
- Item 2(c). Citizenship:**  
Yundong Cao – The People's Republic of China  
Central Glory Investments Limited – British Virgin Islands
- Item 2(d). Title of Class of Securities:**  
Class A common shares
- Item 2(e). CUSIP Number:**  
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**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the persons filing is a:**

Not applicable

**Item 4. Ownership:**

The following information with respect to the ownership of the Common shares of the issuer by each of the reporting persons is provided as of December 31, 2010:

<u>Reporting Person</u>	<u>Amount beneficially owned:</u>	<u>Percent of class:</u>	<u>Sole power to vote or direct the vote:</u>	<u>Shared power to vote or to direct the vote:</u>	<u>Sole power to dispose or to direct the disposition of:</u>	<u>Shared power to dispose or to direct the disposition of:</u>
Central Glory Investments Limited	14,550,000	37.7%	14,550,000	0	14,550,000	0
Yundong Cao	20,300,000	45.8%	20,300,000	0	20,300,000	0

Central Glory Investments Limited, a British Virgin Islands company, is the record owner of 14,550,000 Class B common shares, which may be converted into 14,550,000 Class A common shares within 60 days of the filing date. Yundong Cao is the sole owner and director of Central Glory Investments Limited. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, Yundong Cao may also be deemed to beneficially own all of the shares held by Central Glory Investments Limited.

Yundong Cao, a citizen of the People's Republic of China, is the beneficial owner of 20,300,000 Class B common shares, which may be converted into 20,300,000 Class A common shares within 60 days of the filing date. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, Central Glory Investments Limited may also be deemed to have sole voting power with respect to 14,550,000 shares beneficially owned by Yundong Cao.

Yundong Cao's spouse is the beneficial owner of 5,750,000 Class B common shares, which may be converted into 5,750,000 Class A common shares within 60 days of the filing date. Yundong Cao may also be deemed to share beneficial ownership of the shares held by his spouse by virtue of the family relationship. Yundong Cao expressly disclaims such beneficial ownership of the shares beneficially owned by his spouse.

**Item 5. Ownership of Five Percent or Less of a Class:**

Not applicable

**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 or Controlling Person:**

Not applicable

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

Not applicable

**Item 9. Notice of Dissolution of Group:**

Not applicable

**Item 10. Certifications:**

Not applicable

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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.

Dated: February 14, 2011

Central Glory Investments Limited

By: /s/ Yundong Cao

Name: Yundong Cao

Title: Director

Yundong Cao

/s/ Yundong Cao

Yundong Cao

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## LIST OF EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
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A	Joint Filing Agreement
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**Joint Filing Agreement**

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the common shares, with US\$ 0.001 per share, of TAL Education Group, a Cayman Islands company, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[Remainder of this page has been left intentionally blank.]

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**Signature Page**

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 14, 2011.

Central Glory Investments Limited

By: /s/ Yundong Cao  
Name: Yundong Cao  
Title: Director

Yundong Cao

/s/ Yundong Cao  
Yundong Cao