

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. 1) ***

TAL Education Group

(Name of Issuer)

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

(Title of Class of Securities)

G8663P 108

(CUSIP Number)

December 31, 2013

(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).

1 Name of Reporting Person
Central Glory Investments Limited

2 Check the Appropriate Box if a Member of a Group
(a)
(b)

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 13,314,900 ⁽¹⁾ Class A common shares (represented by 6,039,900 Class A common shares and 7,275,000 Class B common shares). 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 13,314,900 ⁽¹⁾ Class A common shares (represented by 6,039,900 Class A common shares and 7,275,000 Class B common shares). 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
13,314,900⁽¹⁾ Class A common shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row 9
15.7%⁽¹⁾⁽²⁾

12 Type of Reporting Person
CO

(1) Represents 6,039,900 Class A common shares and 7,275,000 Class B common shares held by Central Glory Investments Limited, a British Virgin Islands company. Each Class B common share is convertible at the option of the holder into one Class A common share, whereas Class A common shares are not convertible into Class B common shares under any circumstances. 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) Based on 77,500,410 Class A common shares outstanding as of December 31, 2013 and assuming all Class B common shares held by such reporting person are converted into the same number of Class A common shares.

1 Name of Reporting Person
Yundong Cao

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization
The People's Republic of China

5 Sole Voting Power
13,314,900⁽³⁾ Class A common shares (represented by 6,039,900 Class A common shares and 7,275,000 Class B common shares). Central Glory Investments Limited may also be deemed to have sole voting power with respect to the above shares.

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6 Shared Voting Power
0

7 Sole Dispositive Power
13,314,900⁽³⁾ Class A common shares (represented by 6,039,900 Class A common shares and 7,275,000 Class B common shares). Central Glory Investments Limited 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
13,314,900⁽³⁾ Class A common shares

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row 9
15.7⁽³⁾⁽⁴⁾

12 Type of Reporting Person
IN

(3) Represents 6,039,900 Class A common shares and 7,275,000 Class B common shares held by Central Glory Investments Limited, a British Virgin Islands company. Each Class B common share is convertible at the option of the holder into one Class A common share, whereas Class A common shares are not convertible into Class B common shares under any circumstances. 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) Based on 77,500,410 Class A common shares outstanding as of December 31, 2013 and assuming all Class B common shares beneficially owned by such reporting person are converted into the same number of Class A common shares.

- Item 1(a).** Name of Issuer:
TAL Education Group
-
- Item 1(b).** Address of Issuer's Principal Executive Offices:
12/F, Danling SOHO
No. 6 Danling Street, Haidian District
Beijing 100080
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
12/F, Danling SOHO
No. 6 Danling Street, Haidian District
Beijing 100080
People's Republic of China
- Yundong Cao
12/F, Danling SOHO
No. 6 Danling Street, Haidian District
Beijing 100080
People's Republic of China
-
- Item 2(c).** Citizenship:
Central Glory Investments Limited — British Virgin Islands
Yundong Cao — The People's Republic of China
-
- Item 2(d).** Title of Class of Securities:
Class A common shares
-
- Item 2(e).** CUSIP Number:
G8663P 108
-
- 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, 2013:

Reporting Person	Amount beneficially owned:	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Central Glory Investments Limited	13,314,900 ⁽¹⁾	15.7% ⁽³⁾	13,314,900 ⁽¹⁾	0	13,314,900 ⁽¹⁾	0
Yundong Cao	13,314,900 ⁽²⁾	15.7% ⁽³⁾	13,314,900 ⁽²⁾	0	13,314,900 ⁽²⁾	0

Notes:

- (1) Central Glory Investments Limited, a British Virgin Islands company, is the record owner of 7,275,000 Class B common shares, which may be converted into 7,275,000 Class A common shares within 60 days of the filing date, and 6,039,900 Class A common shares. 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.
- (2) Yundong Cao, a citizen of the People's Republic of China, is the beneficial owner of 7,275,000 Class B common shares, which may be converted into 7,275,000 Class A common shares within 60 days of the filing date, and 6,039,900 Class A common shares held by Central Glory Investments Limited. 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 all of the shares beneficially owned by Yundong Cao.
- (3) To derive this percentage, (x) the numerator is 13,314,900, being (i) 7,275,000 Class A common shares that are convertible from the same number of Class B common shares held or beneficially owned by the reporting person and (ii) 6,039,900 Class A common shares held or beneficially owned by the reporting person, and (y) the denominator is the sum of (i) 77,500,410, being the numbers of the total Class A common shares of TAL Education Group outstanding as of December 31, 2013 and (ii) 7,275,000, being the number of Class A common shares that the reporting person has the right to acquire upon conversion of the same number of Class B common shares held or beneficially owned by the reporting person.

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

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, 2014

Central Glory Investments Limited

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

Yundong Cao

/s/Yundong Cao
Yundong Cao

LIST OF EXHIBITS

Exhibit No.	Description
A	Joint Filing Agreement

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.]

Signature Page

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 14, 201 1.

Central Glory Investments Limited

By: /s/Yundong Cao

Name: Yundong Cao

Title: Director

Yundong Cao

/s/Yundong Cao

Yundong Cao
