

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Last) (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYYY)  C/O TAL INTERNATIONAL GROUP, INC., 100 MANHATTANVILLE ROAD  3. Date of Earliest Transaction (MM/DD/YYYY)  Officer (give title below)  Oth	n(s) to Issu % Owner ther (specify b	
(Last) (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYYY)  C/O TAL INTERNATIONAL GROUP, INC., 100 MANHATTANVILLE ROAD  X_ Director		pelow)
(Last) (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYYY)  C/O TAL INTERNATIONAL GROUP, INC., 100 MANHATTANVILLE ROAD  3. Date of Earliest Transaction (MM/DD/YYYY)  Officer (give title below)  Oth		pelow)
C/O TAL INTERNATIONAL GROUP, 11/21/2017 INC., 100 MANHATTANVILLE ROAD	ner (specify t	pelow)
INC., 100 MANHATTANVILLE ROAD		
INC., 100 MANHATTANVILLE ROAD		
· ·		
(Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 6. Individual or Joint/Group Filing (	(Check Appl	icable Line)
PURCHASE, NY 10577  _X_Form filed by One Reporting Person Form filed by More than One Reporting P	Person	
(City) (State) (Zip)	Croon	
(* 4) (* * * * * * * * * * * * * * * * * * *		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		
1. Title of Security 2. Trans. Date 2A. Deemed 3. Trans. Code 4. Securities Acquired (A) 5. Amount of Securities Beneficially Owned		
(Instr. 3) Execution Date, if any (Instr. 8) or Disposed of (D) Following Reported Transaction(s) (Instr. 3, 4 and 5) (Instr. 3 and 4)	Ownership Form:	of Indirect Beneficial
(	Direct (D)	Ownership
(A) or	or Indirect (I) (Instr.	(Instr. 4)
Code V Amount (D) Price	4)	
Common Shares         11/21/2017         S         1,500         D         \$38.18         30,080	D	
Common Shares 1,548	I	By Wife
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	т	ı
1. Title of Derivate Security 2. 3. Trans. Date Security 3. Trans. Code Securities Secur	10. Ownership	11. Nature
(Instr. 3) or Exercise Date, if any Acquired (A) or Derivative Security Security Securities	Form of	Beneficial
Price of Disposed of (D) (Instr. 3 and 4) (Instr. 5) Beneficially Owned	Derivative Security:	Ownership (Instr. 4)
Security Following	Direct (D)	(111541. 1)
Date Expiration Title Amount or Number of Transaction(s)	or Indirect (I) (Instr.	
Code V (A) (D) Exercisable Date Title Shares (Instr. 4)	4)	

### **Explanation of Responses:**

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships			
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
GERMAIN CLAUDE C/O TAL INTERNATIONAL GROUP, INC. 100 MANHATTANVILLE ROAD PURCHASE, NY 10577	X			

#### **Signatures**

Marc Pearlin, as attorney in fact for Claude Germain

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.