

TAL International Group, Inc.  
Form 3  
October 11, 2005

**FORM 3**

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

OMB APPROVAL

OMB  
Number: 3235-0104  
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â Sondey Brian

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

10/11/2005

3. Issuer Name **and** Ticker or Trading Symbol  
TAL International Group, Inc. [TAL]

4. Relationship of Reporting  
Person(s) to Issuer

5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner

☒ Officer ☐ Other

(give title below) (specify below)

CEO, President

6. Individual or Joint/Group  
Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person

☐ Form filed by More than One  
Reporting Person

100 MANHATTANVILLE  
ROAD

(Street)

PURCHASE,Â NYÂ 10577

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

298,298

D

Â

Series A 12.0% Cumulative Senior Preferred  
Stock

1,000

D

Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security

4. Conversion  
or Exercise

5. Ownership  
Form of

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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|   |                     |                    | (Instr. 4)      |                                  | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|---|---------------------|--------------------|-----------------|----------------------------------|------------------------------------|---|---|
|   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |                                    |   |   |
| Employee Stock Option<br>(right to buy) | Â (1)               | 11/03/2014         | Common<br>Stock | 203,010                          | \$ 0.0099                          | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Sondey Brian<br>100 MANHATTANVILLE ROAD<br>PURCHASE, NY 10577 | Â X           | Â         | Â CEO, President | Â     |

## Signatures

/s/ Jeffrey Casucci, attorney-in-fact for Brian Sondey 10/11/2005

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) The options vest in four equal annual installments, beginning with one-fourth on November 3, 2005.

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

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