TAL International Group, Inc.

Form 4

October 19, 2005

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* Edgewater Private Equity Fund III, L.P.

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

TAL International Group, Inc. [TAL]

3. Date of Earliest Transaction (Month/Day/Year)

10/17/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

900 N. MICHIGAN AVE., SUITE

1800

4. If Amendment, Date Original (Street)

Filed(Month/Day/Year)

\_X\_\_ 10% Owner Director Other (specify Officer (give title below)

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

CHICAGO, IL 60616

(City)	(State) (Z	Table 1	I - Non-De	rivative Sec	urities	Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie or(A) or Disp (Instr. 3, 4	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/17/2005		С	111,111	A	\$ 18 (1)	200,181	D	
Series A 12.0% Cumulative Senior Preferred Stock	10/17/2005		С	2,000	D	\$ 18 (1)	0	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form

(9-02)

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Other

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				G 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address		Relationships			
	Director	10% Owner	Officer		

Edgewater Private Equity Fund III, L.P. 900 N. MICHIGAN AVE., SUITE 1800 CHICAGO, IL 60616

## **Signatures**

/s/ David M.
Tolmie

\*\*Signature of Date

\*\*Signature of Reporting Person

## **Explanation of Responses:**

- \* 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).

The Series A 12.0% Cumulative Senior Preferred Stock automatically converted into Common Stock upon the closing of the initial public offering of TAL International Group Inc.'s Common Stock. The Series A 12.0% Cumulative Senior Preferred Stock had a face value of \$1,000 per share and was converted into Common Stock at a conversion price equal to the initial public offering price of \$18 per share, resulting in a conversion of 2,000 shares of Series A 12.0% Cumulative Senior Preferred Stock into 111,111 shares of Common Stock.

X

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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