

[] 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

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## 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

1. Name and Address of Reporting Person *				2.	2. Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
HANAU KE	NNETH				Tı	ritor	Inte	rnation	al I	Ltd [ ]	<b>TRTN</b>	l		` 11				
(Last)	(First	(First) (Middle)			3.	3. Date of Earliest Transaction (MM/DD/YYYY)							X _ Director10% Owner  Officer (give title below) Other (specify below)					
C/O TAL INTERNATIONAL GROUP					11/16/2016													
INC., 100 M	ANHAT'	ΓΑΝVΙΙ	LLE	ROAl	D													
	(Stre	et)			4.	If An	nendme	nt, Date (	Orig	inal Fil	ed (MM/D	D/YYY	YY) (	6. Individual c	or Joint/G	roup Filing	(Check Appl	icable Line)
PURCHASE	z, NY 105		ip)											X Form filed b		rting Person One Reporting P	'erson	
			Table	e I - No	n-Dei	rivati	ve Sec	urities A	equi	red, Di	sposed o	f, or l	Bene	ficially Owne	ed			
1. Title of Security (Instr. 3) 2. Trans. Da				te 2A. Deemed Execution Date, if any		3. Trans. Code (Instr. 8)		4. Securities Acquired Disposed of (D) (Instr. 3, 4 and 5)		red (A)			of Securities Beneficially Owned Reported Transaction(s) d 4)			6. 7. Nature Ownership Form: Beneficial		
								Code	V	Amount	(A) or (D)	Price	e					Ownership (Instr. 4)
Common Stock 11/16/2016			)16			P		10000	A S	\$17.241	12		29225					
	Tabl	le II - Der	ivativ											ptions, conve				
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	Date Ex	3A. De Executi Date, if	ion (I	Trans. nstr. 8)	s. Code B) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exercisable and Expiration Date		7. Title and Securities U Derivative S (Instr. 3 and		Jnderlying Derivative Security Security		Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Security				Code	V	(A)	(D)	Da Exc	te ercisable	Expiration Date		Amou Shares	ant or Number of s		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	

## **Explanation of Responses:**

Repo	rting	Owners

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

## **Signatures**

Marc Pearlin as attorney-in-fact for Kenneth Hanau	11/17/2016
***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.