

[] 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. I  | 2. Issuer Name and Ticker or Trading Symbol  |                                   |  |              |   |                   |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |  |   |   |  |
|--|---|-------------|-----------|---------------------------------------|---|--|-----------------------------------|--|--------------|---|-------------------|---|---|---|--|---|---|--|
| Burns John                                     |   |             |           |                                       | Tr  | itor   | Inter                             | nationa  | l L          | td [ '                                  | ΓRTN              | ]   |   | Director  | ,  | 10  | )/ O  |  |
| (Last)   | (First  | ) (M        | iddle)    |                                       | 3. I  | 3. Date of Earliest Transaction (MM/DD/YYYY) |                                   |  |              |   |                   |   |   | Director10% Owner  X Officer (give title below) Other (specify below) |  |   |   |  |
| C/O TAL INTERNATIONAL GROUP,                   |   |             |           |                                       |   | 2/11/2019                                    |                                   |  |              |   |                   |   | Chief Financ  |   |  | omer (speer   | 19 001011)                                      |  |
| INC., 100 M                                    | ANHAT   | ΓΑΝVII      | LLE F     | ROAI                                  | )   |  |                                   |  |              |   |                   |   |   |   |  |   |   |  |
| (Street)                                       |   |             |           | 4. I                                  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |                                   |  |              |   |                   | 6. Individual o   | 6. Individual or Joint/Group Filing (Check Applicable Line)             |   |  |   |   |  |
| PURCHASE<br>(C                                 | •   |             | (p)       |                                       |   |  |                                   |  |              |   |                   |   |   | X Form filed by   |  | rting Person<br>One Reporting P                       | erson   |  |
|  |   |             | Table     | I - Noi                               | ı-Der   | ivati  | ve Secu                           | ırities Acc  | quir         | ed, Di                                  | sposed            | of, c   | or B  | eneficially Own   | ed   |   |   |  |
| 1.Title of Security (Instr. 3)                 |   |             | . Date    | ate 2A. Deemed Execution Date, if any |   | 3. Trans. Code<br>(Instr. 8)                 |                                   | 4. Securities Acqui<br>or Disposed of (D)<br>(Instr. 3, 4 and 5)                   |              | D)<br>)                                 | d (A)             | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) |   |   | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. | Beneficial<br>Ownership                               |   |  |
|  |   |             |           |                                       |   |  |                                   | Code   | V            | Amou                                    |                   |   | Price   |   |  |   | (1) (IIIstr.<br>4)                              |  |
| Common Shares                                  |   |             |           | 2/11/2                                | 019   |  |                                   | A  |              | 1069<br>(1)                             |                   |   | \$0   | 1   | 37198  |   | D   |  |
|  | Tabl  | le II - Der | ivative   | Secur                                 | ities I   | Bene   | ficially                          | Owned (  | e.g. ,       | , puts                                  | calls, v          | varı  | rants   | s, options, conve   | rtible sec   | urities)  |   |  |
| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative | Date E      | Execution |                                       |   | Code   | Derivativ<br>Acquired<br>Disposed | Number of Derivative Securities Acquired (A) or Disposed of (D) Instr. 3, 4 and 5) |              | 6. Date Exercisable and Expiration Date |                   |   | curitio<br>erivati  | and Amount of<br>es Underlying<br>we Security<br>and 4)               | Derivative<br>Security   | Securities<br>Beneficially<br>Owned                   | Ownership<br>Form of<br>Derivative<br>Security: | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  | Security  |             |           |                                       | Code  | V  | (A)                               | (D)  | Date<br>Exer | cisable                                 | Expiratio<br>Date | n<br>Tit  |   | mount or Number of hares  |  | Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | Direct (D)<br>or Indirect<br>(I) (Instr.<br>4)  |  |

## **Explanation of Responses:**

(1) Mr. Burns was granted 10,692 restricted shares on February 11, 2019.

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                         |       |  |  |  |
|--|---------------|-----------|-------------------------|-------|--|--|--|
| Reporting Owner Name / Address   | Director      | 10% Owner | Officer                 | Other |  |  |  |
| Burns John<br>C/O TAL INTERNATIONAL GROUP, INC.<br>100 MANHATTANVILLE ROAD<br>PURCHASE, NY 10577 |               |           | Chief Financial Officer |       |  |  |  |

## **Signatures**

| Marc Pearlin as attorney-in-fact for John Burns | 2/13/2019 |  |  |
|---|-----------|--|--|
| ** 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.