
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of July 2012

Commission File Number: 001-32993

**NEW ORIENTAL EDUCATION & TECHNOLOGY
GROUP INC.**

No. 6 Hai Dian Zhong Street
Haidian District, Beijing 100080
People's Republic of China
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

New Oriental Education & Technology Group Inc.

By: /s/ Louis Hsieh

Name: Louis Hsieh

Title: President and Chief Financial Officer

Date: July 20, 2012

Exhibit Index

Exhibit 99.1—Press Release

Exhibit 99.2—Press Release

New Oriental Announces Formation of Independent Special Committee

Beijing, July 20, 2012—New Oriental Education and Technology Group Inc. (the “Company” or “New Oriental”) (NYSE: EDU), the largest provider of private educational services in China, announced that the Company’s board of directors today formed an independent special committee to conduct an independent review of the various allegations raised in a report issued by Muddy Waters on July 18, 2012. The committee is comprised of three independent directors of the Company, Mr. Denny Lee, Mr. Robin Yanhong Li and Dr. John Zhuang Yang, and is authorized to retain independent advisors in connection with its investigation.

As previously stated, New Oriental believes that the Muddy Waters report contains numerous errors of facts, misleading speculations and malicious interpretations of events. Nevertheless, in order to provide the highest level of transparency to its shareholders, the board of directors of the Company decided to form the independent special committee to review the allegations and management will fully cooperate with the committee in the investigation.

About New Oriental

New Oriental is the largest provider of private educational services in China based on the number of program offerings, total student enrollments and geographic presence. New Oriental offers a wide range of educational programs, services and products consisting primarily of English and other foreign language training, test preparation courses for major admissions and assessment tests in the United States, the PRC and Commonwealth countries, primary and secondary school education, development and distribution of educational content, software and other technology, and online education. New Oriental’s ADSs, each of which represents one common share, currently trade on the New York Stock Exchange under the symbol “EDU.”

For more information about New Oriental, please visit <http://english.neworiental.org>.

Safe Harbor Statement

This announcement contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates,” “confidence” and similar statements. New Oriental may also make written or oral forward-looking statements in its reports filed or furnished to the U.S. Securities and Exchange Commission, in its annual reports to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including statements about New Oriental’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement. Further information regarding these and other risks is included in New Oriental’s annual report on Form 20-F and other documents filed with the Securities and Exchange Commission. All information provided in this press release is as of the date of this press release, and New Oriental undertakes no duty to update such information, except as required under applicable law.

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New Oriental Announces Senior Management Share Purchase Plan

Beijing, July 20, 2012—New Oriental Education and Technology Group Inc. (the “Company” or “New Oriental”) (NYSE: EDU), the largest provider of private educational services in China, today announced that members of its senior management team, including its chairman and chief executive officer Michael Minhong Yu, director, president and chief financial officer Louis T. Hsieh, director and executive vice president Chenggang Zhou, executive president, domestic business Xiangdong Chen and senior vice president Yunlong Sha, have informed the Company of their intention to use their personal funds to purchase the Company’s American depository shares (“ADS”) on the open market for an aggregate amount up to a maximum of \$50 million within the next three months, in accordance with Rule 10b5-1 and Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The senior management team who will participate in the share purchase plan has agreed not to sell any shares or ADS of the Company held by them or their affiliates for a period of six months commencing today.

Michael Minhong Yu, Chairman and Chief Executive Officer of New Oriental, commented, “we remain confident in the long-term prospects of New Oriental’s business and this share purchase plan demonstrates our confidence.”

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