

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Vestand Inc.

(Name of Issuer)

Class A common stock, \$0.0001 par value

(Title of Class of Securities)

98740Y104

(CUSIP Number)

James Chae
6940 Beach Blvd., Suite D-705, SUITE D-705
Buena Park, CA, 90621
714-694-2400

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

11/04/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 98740Y104

1	Name of reporting person Chae James
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) OO

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 2,699,371.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 2,699,371.00
11	Aggregate amount beneficially owned by each reporting person 2,699,371.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 18.6 %	
14	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Class A common stock, \$0.0001 par value

(b) Name of Issuer:

Vestand Inc.

(c) Address of Issuer's Principal Executive Offices:

6940 BEACH BLVD, SUITE D-705, BUENA PARK, CALIFORNIA , 90621.

Item 1 Comment:

This Amendment No. 2 ("Amendment No. 2") amends the statement on Schedule 13D originally filed by the Reporting Person on September 30, 2025, as amended (the "Schedule 13D"), and relates to the Class A Common Stock, \$0.0001 par value, of Vestand, Inc Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Schedule 13D. Unless otherwise indicated, each capitalized term used but not defined in this Amendment No. 2 shall have the meaning assigned to such term in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

In September 2021, Yoshiharu Holdings was formed by the Reporting Person as an S corporation for the purpose of acquiring all of the equity in each of the 7 restaurant store entities which were previously founded and wholly owned directly by the Reporting Person and all of the intellectual property in the business held by the Reporting Person in exchange for an issuance of 9,450,900 shares to the Reporting Person, which constituted all of the issued and outstanding equity in Yoshiharu Holdings Co. Such transfers were completed in the fourth quarter of 2021.

The Issuer was incorporated on December 9, 2021, in Delaware by the Reporting Person for purposes of effecting an initial public offering of Issuer. On December 9, 2021, the Reporting Person contributed 100% of the equity in Yoshiharu Holdings Co. to the Issuer in exchange for the issuance by the Issuer 2,428,400 shares of Class A common stock and 400,000 shares of Class B common stock, par value \$0.0001.

On September 8, 2022, the Reporting Person filed his previous Schedule 13D, which is hereby amended and restated.

Additionally, as reported on his previously filed SEC Form 4, on September 13, 2023, the Reporting Person acquired 50,000 Class A common stock shares at \$0.43 per share. As adjusted for the 1-for-10 reverse stock split and 4-for-1 forward stock split since then, the Reporting Person's cost basis for such shares is \$1.075 per share.

On March 24, 2025, the Reporting Person acquired a warrant (the "Warrant"), as described in Item 6 hereof, to purchase 280,000 shares of Class A common stock, with an exercise price of \$0.01 per share, in exchange for the cancellation of indebtedness of \$700,000 owed by the Issuer to the Reporting Person, or \$2.50 per share. Subsequent to the 4-for-1 forward stock split effected by the Issuer on July 30, 2025, the Warrant is exercisable into 1,120,000 shares of Issuer's Class A common stock at an exercise price of \$0.0025 per share.

The Reporting Person beneficially owns 2,699,371 shares of Issuer's Class A common stock, inclusive of 400,000 shares of Issuer's Class B common stock convertible into an equal number of shares of Class A common stock in accordance with the Certificate of Incorporation of the Issuer. Prior to conversion, each share of Class B common stock is entitled to ten votes per share.

On August 27, 2025, Issuer filed its SEC Form 8-K indicating that it changed its corporate name to Vestand, Inc., effective August 28, 2025.

Item 4. Purpose of Transaction

The information set forth in Item 3 of this Schedule 13D is incorporated herein by reference.

Except as otherwise described in Item 3, this Item 4 or in Item 6 of this Statement, the Reporting Person does not have any current plans or proposals which relate to or would result in: (a) the acquisition by his of additional securities of the Issuer, or the disposition of the securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) any material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure; (g) changes in the Issuer's charter or bylaws or other actions which may impede the acquisition of control of the Issuer by any person; (h) causing a class of securities of the Issuer to be delisted from a national securities exchange or cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act, or (j) any action similar to those enumerated above.

Item 5. Interest in Securities of the Issuer

- (a) The aggregate number and percentage of shares of Class A common stock beneficially owned by the Reporting Person are based on 14,524,980 outstanding shares, consisting of 14,124,980 shares of Class A common stock outstanding as disclosed in the Issuer's quarterly report on Form 10-Q filed with the Commission on August 20, 2025 and 400,000 shares of Class B common stock held by the Reporting Person convertible into an equal number of shares of Class A common stock.

As of the date hereof, the Reporting Person beneficially owned 2,699,371 shares of Class A common stock, consisting of 2,573,400 shares of Class A common stock and 400,000 shares of Class A common stock issuable upon conversion of 400,000 shares of Class B common stock held by the Reporting Person.

Percentage: Approximately 18.6%

- (b)
1. Sole power to vote or direct vote: 2,699,371
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 2,699,371
 4. Shared power to dispose or direct the disposition: 0
- (c) Except as reported on Exhibit 1 hereto, the Reporting Person engaged in no transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

Item 7. Material to be Filed as Exhibits.

1 - Transactions Since the Filing of Amendment No. 1 to the Schedule 13D

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Chae James

Signature: /s/ James Chae

Name/Title: James Chae

Date: 11/07/2025

Transactions in the Securities of the Issuer Since the Filing of Amendment No. 1 to the Schedule 13D

<u>Nature of the Transaction</u>	<u>Amount of Securities Purchased/(Sold)</u>	<u>Price (\$)</u>	<u>Date of Purchase/Sale</u>
<u>JAMES CHAE</u>			
Sale	10,000	\$1.3000	10/17/2025
Sale	10,000	\$1.3000	10/20/2025
Sale	538	\$1.3500	10/21/2025
Sale	200	\$1.3000	10/21/2025
Sale	117	\$1.2600	10/21/2025
Sale	5,000	\$1.2400	10/21/2025
Sale	5,000	\$1.2000	10/22/2025
Sale	5,000	\$1.2600	10/23/2025
Sale	5,000	\$1.2300	10/23/2025
Sale	3,039	\$1.2000	10/24/2025
Sale	5,000	\$1.0600	10/28/2025
Sale	5,000	\$1.0400	10/28/2025
Sale	5,000	\$1.0300	10/28/2025
Sale	5,000	\$0.9239	10/29/2025
Sale	5,000	\$0.9231	10/29/2025
Sale	10,000	\$0.8500	10/30/2025
Sale	5,000	\$0.8931	10/31/2025
Sale	6,000	\$0.7626	10/31/2025
Sale	3,000	\$0.7945	11/03/2025
Sale	5,000	\$0.6525	11/04/2025
Sale	1,708	\$0.8161	11/04/2025
Sale	10,000	\$0.5103	11/04/2025
Sale	5,000	\$0.5236	11/04/2025
Sale	5,000	\$0.5209	11/04/2025
Sale	5,000	\$0.5102	11/04/2025
Sale	5,000	\$0.5056	11/04/2025
Sale	5,000	\$0.5183	11/04/2025
Sale	5,000	\$0.5105	11/04/2025
Sale	5,000	\$0.5105	11/04/2025
Sale	5,000	\$0.5060	11/04/2025
Sale	10,000	\$0.5065	11/04/2025
Sale	5,000	\$0.5077	11/04/2025
Sale	5,000	\$0.5725	11/05/2025
Sale	5,000	\$0.5631	11/05/2025
Sale	10,000	\$0.5700	11/05/2025
Sale	494	\$0.5669	11/05/2025
Sale	9,506	\$0.5672	11/05/2025
Sale	5,000	\$0.5742	11/05/2025
Sale	5,000	\$0.5821	11/05/2025
Sale	5,000	\$0.5526	11/05/2025
Sale	5,000	\$0.5551	11/05/2025
Sale	10,000	\$0.5354	11/05/2025
Sale	10,000	\$0.5800	11/06/2025
Sale	5,000	\$0.5546	11/06/2025
Sale	5,000	\$0.5446	11/06/2025
Sale	5,000	\$0.5400	11/06/2025
Sale	5,000	\$0.5600	11/06/2025
Sale	5,000	\$0.5650	11/06/2025
Sale	10,000	\$0.5464	11/06/2025
Sale	4,427	\$0.5499	11/06/2025