

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 20, 2023

**Yoshiharu Global Co.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction  
of Incorporation)

**001-41494**

(Commission  
File No.)

**87-3941448**

(IRS Employer  
Identification No.)

**6940 Beach Blvd., Suite D-705  
Buena Park, CA 90621**

(Address of principal executive offices and zip code)

**(714) 694-2403**

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.0001 par value	YOSH	The Nasdaq Stock Market LLC (Nasdaq Capital Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On November 22, 2023, Yoshiharu Global Co. (the "Company") filed a Certificate of Amendment (the "Certificate of Amendment") to the Company's Amended and Restated Certificate of Incorporation to effect a reverse stock split of its issued Class A common stock, par value \$0.0001 per share ("Class A Common Stock") and Class B common stock, par value \$0.0001 per share ("Class B Common Stock" and, together with Class A common stock, "Common Stock"), in the ratio of 1-for-10 (the "Reverse Stock Split") to be effective at 11:59 p.m. eastern on November 27, 2023. The Common Stock will begin trading on a split-adjusted basis at the market open on Tuesday, November 28, 2023.

The Reverse Stock Split and the form of Certificate of Amendment were previously approved by the Company's Board of Directors and the Company's stockholders (as noted below). The new CUSIP number for the Common Stock following the Reverse Stock Split is 98740Y 302. No fractional shares will be issued as a result of the Reverse Stock Split. Instead, any fractional shares that would have resulted from the Reverse Stock Split will be rounded up to the next whole number. The Reverse Stock Split affects all stockholders uniformly and will not alter any stockholder's percentage interest in the Company's outstanding Common Stock, except for adjustments that may result from the treatment of fractional shares. The number of authorized shares of Common Stock of the Company and number of authorized, issued, and outstanding shares of the preferred stock of the Company were not changed.

The above description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

An annual meeting (the “Annual Meeting”) of the stockholders of the Company was held on November 20, 2023. As of October 20, 2023, the record date for the Annual Meeting, 11,940,000 shares of Class A Common Stock were issued and outstanding and 1,000,000 shares of Class B Common Stock were issued and outstanding. A summary of the matters voted upon by stockholders at the Annual Meeting is set forth below. The voting results reported below are final.

**Proposal No. 1**

The Company’s stockholders elected James Chae, Jay Kim, Harinne Kim and Yusil Yeo to the Company’s Board of Directors, to hold office until the 2024 annual meeting of stockholders or until his or her successor shall have been duly elected or appointed and qualify, based upon the following votes:

Nominee	Votes “FOR”	Votes WITHHELD
James Chae	17,574,189	86,601
Jay Kim	17,573,568	87,222
Harinne Kim	17,599,684	61,106
Yusil Yeo	17,569,360	91,430

**Proposal No. 2**

The Company’s stockholders ratified the appointment of BF Borgers CPA PC as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024, based upon the following votes:

Votes “FOR”	Votes AGAINST	Votes ABSTAINED	BROKER NON-VOTES
17,617,734	7,164	35,892	—

**Proposal No. 3**

The Company’s stockholders approved a reverse stock split of the Class A Common Stock and Class B Common Stock at a ratio of not more than 1-for-40, such ratio to be determined by the Board of Directors on or prior to December 31, 2023, in its sole discretion:

Votes “FOR”	Votes AGAINST	Votes ABSTAINED	BROKER NON-VOTES
17,484,450	176,228	112	—

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**Item 8.01. Other Events**

On November 24, 2023, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is furnished herewith as Exhibit 99.1 to the Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Exhibit No.	Description
3.1	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation filed November 22, 2023</a>
99.1	<a href="#">Press Release dated November 24, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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 hereunto duly authorized.

Date: November 24, 2023

**YOSHIHARU GLOBAL CO.**

By: /s/ James Chae  
 Name: James Chae  
 Title: Chief Executive Officer

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**CERTIFICATE OF AMENDMENT  
 TO  
 THE AMENDED AND RESTATED  
 CERTIFICATE OF INCORPORATION  
 OF  
 YOSHIHARU GLOBAL CO.**

Yoshiharu Global Co. (the “*Corporation*”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “*DGCL*”), does hereby certify:

FIRST. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by changing Article IV, so that, as amended, Section 4.1 shall become Section 4.1(a) and the following shall be added as Section 4.1(b):

“(b) Reverse Stock Split. Effective at 11:59 p.m., Eastern Time, on November 27, 2023 (the “Reverse Split Effective Time”), every ten (10) shares of Class A Common Stock issued and outstanding or held by the Corporation as treasury shares as of the Reverse Split Effective Time shall automatically, and without action on the part of the stockholders, be combined, reclassified and changed into one (1) validly issued, fully paid and non-assessable share of Class A Common Stock, without effecting a change to the par value per share of Class A Common Stock; and every ten (10) shares of Class B Common Stock issued and outstanding or held by the Corporation as treasury shares as of the Reverse Split Effective Time shall automatically, and without action on the part of the stockholders, be combined, reclassified and changed into one (1) validly issued, fully paid and non-assessable share of Class B Common Stock, without effecting a change to the par value per share of Class B Common Stock, in each case, subject to the treatment of fractional interests as described below (the “Reverse Split”). No fractional shares shall be issued in connection with the exchange. In lieu thereof, any person who holds a fraction of one (1) share of Class A Common Stock or Class B Common Stock after the exchange shall have their fraction of one (1) share rounded up to the nearest whole fraction of one (1) share of Class A Common Stock or Class B Common Stock, respectively. As of the Reverse Split Effective Time and thereafter, a certificate(s) representing shares of Class A Common Stock or Class B Common Stock prior to the Reverse Split is deemed to represent the number of post-Reverse Split shares into which the pre-Reverse Split shares were reclassified and combined. The Reverse Split shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, Class A Common Stock or Class B Common Stock of the Corporation and all references to such Class A Common Stock and Class B Common Stock in agreements, arrangements, documents and plans relating thereto or any option or right to purchase or acquire shares of Class A Common Stock or Class B Common Stock shall be deemed to be references to the Class A Common Stock or Class B Common Stock, as applicable, or options or rights to purchase or acquire shares of Class A Common Stock or Class B Common Stock, as the case may be, after giving effect to the Reverse Split.”

SECOND. That a resolution was duly adopted by unanimous written consent of the directors of the Corporation, pursuant to Section 242 of the DGCL, setting forth the above mentioned amendment to the Amended and Restated Certificate of Incorporation and declaring said amendment to be advisable.

THIRD. That this amendment was duly authorized by the holders of a majority of the voting stock of the Corporation by written consent of the stockholders of the Corporation. Said amendment was duly adopted in accordance with the provisions of the DGCL.

IN WITNESS WHEREOF, this Certificate of Amendment of the Amended and Restated Certificate of Incorporation has been signed by the Chief Executive Officer of the Corporation this 22nd day of November, 2023.

YOSHIHARU GLOBAL CO.

By: /s/ James Chae

Name: James Chae

Title: Chief Executive Officer



### Yoshiharu to Conduct 1-for-10 Reverse Stock Split

**BUENA PARK, CA – November 24, 2023 - Yoshiharu Global Co. (NASDAQ: YOSH)** (“Yoshiharu” or the “Company”), a California-based restaurant operator specializing in authentic Japanese ramen, today announced that it will conduct a reverse stock split of its outstanding shares of Class A common stock and Class B common stock at a ratio of 1-for-10. The reverse stock split will become effective at 11:59 p.m. Eastern Time, on November 27, 2023. The Company’s Class A common stock will begin trading on a post-split basis at the market open on November 28, 2023, under the Company’s existing trading symbol “YOSH.” The reverse stock split is part of the Company’s plan to regain compliance with the Minimum Bid Price Requirement of \$1.00 per share required to maintain continued listing on The Nasdaq Capital Market, among other benefits.

The reverse stock split was approved by the Company’s stockholders at the Annual Meeting of Stockholders held on November 20, 2023, to be effected in the board of directors (the “Board”) of the Company’s discretion within approved parameters. The final ratio was approved by the Company’s Board on November 20, 2023.

The reverse stock split reduces the number of shares of the Company’s issued and outstanding Class A common stock from 11,940,000 shares to 1,194,000 shares and the number of shares of the Company’s issued and outstanding Class B common stock from 1,000,000 to 100,000 shares, in each case, subject to adjustment due to fractional shares. As a result of the reverse stock split, proportionate adjustments will be made to the number of shares of the Company’s common stock underlying the Company’s outstanding equity awards and warrants and the number of shares issuable under the Company’s equity incentive plans and other existing agreements, as well as the applicable exercise prices.

Where the reverse stock split results in a fractional share, the number of new common shares issued will be rounded up to the nearest whole share. No fractional shares will be issued. The reverse stock split will not reduce the authorized number of shares of the Company’s capital stock.

#### About Yoshiharu Global Co.

Yoshiharu is a fast-growing restaurant operator and was born out of the idea of introducing the modernized Japanese dining experience to customers all over the world. Specializing in Japanese ramen, Yoshiharu gained recognition as a leading ramen restaurant in Southern California within six months of its 2016 debut and has continued to expand its top-notch restaurant service across Southern California, currently owning and operating nine restaurants.

For more information, please visit [www.yoshiharuramen.com](http://www.yoshiharuramen.com).



#### Forward Looking Statements

This press release includes certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including without limitation, statements regarding our position to execute on our growth strategy, and our ability to expand our leadership position. These forward-looking statements include, but are not limited to, the Company’s beliefs, plans, goals, objectives, expectations, assumptions, estimates, intentions, future performance, other statements that are not historical facts and statements identified by words such as “expects”, “anticipates”, “intends”, “plans”, “believes”, “seeks”, “estimates” or words of similar meaning. These forward-looking statements reflect our current views about our plans, intentions, expectations, strategies and prospects, which are based on the information currently available to us and on assumptions we have made. Although we believe that our plans, intentions, expectations, strategies and prospects as reflected in, or suggested by, these forward-looking statements are reasonable, we can give no assurance that the plans, intentions, expectations or strategies will be attained or achieved. Forward-looking statements involve inherent risks and uncertainties which could cause actual results to differ materially from those in the forward-looking statements, as a result of various factors including those risks and uncertainties described in the Risk Factors and Management’s Discussion and Analysis of Financial Condition and Results of Operations sections of our recent filings with the Securities and Exchange Commission (“SEC”) which can be found on the SEC’s website at [www.sec.gov](http://www.sec.gov). Such risks, uncertainties, and other factors include, but are not limited to, the risk that we may not be able to successfully implement our growth strategy if we are unable to identify appropriate sites for restaurant locations, expand in existing and new markets, obtain favorable lease terms, attract guests to our restaurants or hire and retain personnel; that our operating results and growth strategies will be closely tied to the success of our future franchise partners and we will have limited control with respect to their operations; the risk that we may face negative publicity or damage to our reputation, which could arise from concerns regarding food safety and foodborne illness or other matters; that minimum wage increases and mandated employee benefits could cause a significant increase in our labor costs; We urge you to consider those risks and uncertainties in evaluating our forward-looking statements. We caution readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

#### Investor Relations Contact:

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