

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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) June 21, 2024

YOSHIHARU GLOBAL CO.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-41494 (Commission File Number)	87-3941448 (I.R.S. Employer Identification No.)
6940 Beach Blvd., Suite D-705, Buena Park, CA (Address of principal executive offices)	(714) 694-2403 (Registrant's telephone number, including area code)	90621 (Zip Code)

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 (see General Instruction A.2. below):

- 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	Name of each exchange on which registered
Class A Common Stock, \$0.0001 par value per share	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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On June 21, 2024, Yoshiharu Global Co., a Delaware corporation (the "Company") received a notification letter from the Nasdaq Listing Qualifications Staff (the "Staff") of The Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that that because it has not yet filed its Form 10-Q for the fiscal quarter ended March 31, 2024 (the "Filing"), Nasdaq has determined that the Company has failed to comply with the filing requirement set forth in Listing Rule 5250(c.)(1).

The Letter further explains that under applicable Nasdaq rules, the Company has up to 60 calendar days to submit a plan to regain compliance, and that if the plan is accepted, Staff will grant an exception of up to 180 calendar days from the Filing's due date, or until December 16, 2024, to regain compliance. If the Staff does not accept the Company's plan, then the Company will have the opportunity to appeal that decision before the Hearings Panel (the "Panel"). The Letter also states that any subsequent periodic filing that is due within the 180 day exception period must be filed no later than the end of the period.

While the Company intends to submit a plan to regain compliance to the Staff, there can be no assurances that the Staff will accept its plan. In the event that the Company's plan of compliance is rejected, it will likely appeal such a decision to the Panel. However, there can be no assurances that the Panel will provide a favorable decision to the Company with respect to such an appeal.

Pursuant to Listing Rule 5810(b), the Staff requires that the Company issue as promptly as possible, but no later than four days from the receipt of the Letter, a public announcement disclosing the receipt of the Letter. In the event the Company does not make the required public announcement, trading in its securities will be halted.

The Company, by filing this Form 8-K, discloses its receipt of the notification from Nasdaq in accordance with Nasdaq Listing Rule 5810(b). A copy of a press release with respect to the information set forth above is also attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(a) Not applicable

(b) Not applicable

(c) Not applicable

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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.

YOSHIHARU GLOBAL CO.

By: /s/ James Chae
Name: James Chae
Title: Chief Executive Officer
Date: June 27, 2024



Yoshiharu Announces Receipt of Notice from Nasdaq Regarding Late Filing of Quarterly Report on Form 10-Q

BUENA PARK, CA – June 27, 2024 - Yoshiharu Global Co. (NASDAQ: YOSH) (“Yoshiharu” or the “Company”), a California-based restaurant operator specializing in authentic Japanese ramen, has received a notification letter from the Nasdaq Listing Qualifications Staff (the “Staff”) of The Nasdaq Stock Market LLC (“Nasdaq”) on June 21, 2024, notifying the Company that because it has not yet filed its Form 10-Q for the quarter ended March 31, 2024 (the “Filing”), Nasdaq has determined that the Company has failed to comply with the filing requirement set forth in Listing Rule 5250(c)(1).

Under applicable Nasdaq rules, the Company has up to 60 calendar days to submit a plan to regain compliance. If the plan is accepted, the Staff will grant an exception of up to 180 calendar days from the Filing’s due date, or until December 16, 2024, to regain compliance. If the Staff does not accept the Company’s plan, the Company will have an opportunity to appeal that decision before the Hearings Panel.

Yoshiharu’s President, CEO, and Chairman of the Board, James Chae commented: “With our recent auditor transition due to unforeseen and uncontrollable circumstances, our team continues to work with our new independent auditor, BCRG Group, to finalize our 10-Q for the quarter ended March 31, 2024. We remain committed to filing our financial reports with the SEC to maintain the Nasdaq listing requirements.”

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 the West Coast, currently owning and operating 11 restaurants.

For more information, please visit 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. 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:

Cody Cree and John Yi
Gateway Group, Inc.
949-574-3860
YOSH@gateway-grp.com
