

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): October 7, 2025

Vestand Inc.

(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.)

104 Apple Blossom Cir.
Brea, CA 92821
(Address of principal executive offices and zip code)

(562) 727-7045
(Registrant's telephone number, including area code)

Yoshiharu Global Co.
(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	VSTD	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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 7, 2025, the board of directors (the "Board") of Vestand Inc. (the "Company") appointed Mr. Andrew Yun to serve as a director of the Company. Mr. Yun was appointed to strengthen the Company's internal controls, legal compliance, and corporate governance functions.

Mr. Yun, age 50, is the managing partner of Yun Law Group, and his practice is focused on all matters related to business, including business transactions, corporate governance, and mergers and acquisitions. Prior to founding Yun Law Group, Mr. Yun was senior legal counsel to the largest energy and electronics conglomerates in the world. Mr. Yun obtained his B.A. from Claremont McKenna College and his J.D. from Loyola Law School, Los Angeles.

The Company considers Mr. Yun to be a non-independent director and does not anticipate that he will initially be appointed to any Board committee. There are no arrangements or understandings between Mr. Yun and any other persons pursuant to which he was elected as a director of the Company. There are no family relationships between Mr. Yun and any other director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission.

Caution Regarding Forward-Looking Statements

This report includes certain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and are intended to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. The Company cautions readers that the assumptions forming the basis for forward-looking statements include many factors that are beyond the Company's ability to control or estimate precisely. Words such as "anticipates," "estimates," "expects," "projects," "intends," "plans," "believes," "may," "should" and similar expressions may identify

Item 7.01 Regulation FD Disclosure.

The information under this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, (the “*Exchange Act*”) or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 - Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated October 14, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: October 10, 2025

VESTAND INC.

By: /s/ Jiwon Kim
Name: Jiwon Kim
Title: Chief Executive Officer

Vestand Appoints Andrew Yun to Board of Directors

Accomplished Corporate Lawyer and Business Owner Brings Extensive Legal Expertise in Real Estate, M&A and Corporate Governance

BREA, California – October 14, 2025– Vestand Inc. (NASDAQ: VSTD) (“Vestand,” or the “Company”) a global investment platform that integrates traditional real-world assets with next-generation crypto treasury strategies, today announced the appointment of Andrew Yun to the Company’s Board of Directors (the “Board”), effective immediately.

Andrew Yun is a highly regarded attorney with extensive experience in corporate law, real estate, mergers and acquisitions, and corporate governance. Mr. Yun is the managing partner of Yun Law Group, and his practice is focused on all matters related to business including business transactions, corporate governance, and mergers and acquisitions. Prior to founding Yun Law Group, Mr. Yun was senior legal counsel to the largest energy and electronics conglomerates in the world. He holds a B.A. from Claremont McKenna College and a J.D. from Loyola Law School.

“Andrew brings a proven track record of strategic insight and legal expertise, and we welcome him to the Board,” said Ji-Won Kim, CEO of Vestand. “His success in navigating complex mergers and acquisitions and real estate transactions, combined with a deep understanding of corporate governance, will be invaluable as we continue to grow and pursue strategic opportunities. This appointment also underscores Vestand’s ongoing commitment to strengthening its leadership team with experienced professionals who bring diverse perspectives and legal acumen to support our long-term vision bringing smart capital to smart property.”

Mr. Yun added, “It is truly a privilege to join Vestand at such an exciting point in its journey to become a PropTech company, transitioning into AI-driven real estate investment and security token offerings (STOs). The near-term focus combining house flipping with digital asset tokenization, using AI for superior property decisions and shared ownership models, is positioning Vestand for success in the quarters and years to come. I am eager to work closely with Ji-Won and the Board as they steward the Company along its operational execution and build long-term value for stockholders.”

About Vestand Inc.

Vestand (NASDAQ: VSTD) is a U.S. Nasdaq-listed company and a global investment platform that integrates traditional real-world assets (RWA) with next-generation crypto treasury strategies. Through its U.S. and Korean subsidiaries, it connects the global capital markets and is creating a new growth model that combines real estate, security technology, and blockchain innovation. For more information, please visit <https://vestand.com/>.

Forward Looking Statements

This press release includes certain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and are intended to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, including without limitation, statements regarding our ability to execute on our growth strategy and 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 filings with the SEC including our Annual Report on Form 10-K for the year ended December 31, 2024, and subsequent reports we file with the SEC from time to time, which can be found on the SEC’s website at www.sec.gov. 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.

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