

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): June 9, 2025 (June 6, 2025)

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; Change in Fiscal Year.

On June 6, 2025, Yoshiharu Global Co. (the “Company”), filed a Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company, as amended (the “Charter”), with the Secretary of State of the State of Delaware (the “COI Amendment”). As previously reported, at a special meeting of stockholders held on May 5, 2025 (the “Special Meeting”), the stockholders approved an amendment to the Company’s Charter, to amend (i) Section IV (d) (ii) of the Charter relating to the automatic conversion provisions of the Class B shares of Common Stock, par value \$0.0001 per share (“Class B Common Stock”), and (ii) removing Section VII of the Charter relating to corporate action taken at any annual or special meeting of the stockholders. In addition, the stockholders approved a proposal to increase the number of authorized shares of the Company’s capital stock from 50,000,000 to 100,000,000.

The foregoing summary of the COI Amendment does not purport to be complete and is subject to, and qualified entirely by, the document attached as Exhibit 3.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
3.1	Certificate of Amendment to the A&R Certificate of Incorporation

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: June 9, 2025

YOSHIHARU GLOBAL CO.

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

**CERTIFICATE OF AMENDMENT
OF 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, and Article VII as follows:

ARTICLE IV – STOCK

The following Section 4.1 shall be deleted in its entirety and replaced with the following:

“Section 4.1 Authorized Stock. Subject to Section 4.2(c)(ii) hereof, the aggregate number of shares which the Corporation shall have authority to issue is 100,000,000 shares, of which 90,000,000 shall be designated as Class A Common Stock, par value \$0.0001 per share (the “Class A Common Stock”), and 10,000,000 shall be designated as Class B Common Stock, par value \$0.0001 per share (the “Class B Common Stock” and together with the Class A Common Stock, the “Common Stock”). The number of authorized shares of any of the Class A Common Stock or the Class B Common Stock may be increased or decreased (but not below the number of shares of the Class A Common Stock or the Class B Common Stock, as the case may be, then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing at least a majority of the voting power of all the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, on such increase or decrease irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law, and no vote of the holders of any of the Class A Common Stock or the Class B Common Stock voting separately as a class shall be required therefor.

Section 4.2 shall be deleted in its entirety and replaced with the following:

“Section 4.2 Common Stock. (d) Conversion. (ii) Automatic Conversion. Each share of Class B Common Stock shall automatically be converted into one fully paid and non-assessable share of Class A Common Stock upon the earliest of (A) the date such shares cease to be beneficially owned (as such term is defined under Rule 13d-3 of the Securities Exchange Act of 1934, as amended (“Section 13(d)”) by BS1 Fund and (B) at 5:00 p.m. Pacific Time on the date that BS1 Fund ceases to beneficially own (as such term is defined under Section 13(d)) at least 25% of the voting power of all the outstanding shares of capital stock of the Corporation.”

SECTION VII shall be deleted in its entirety and replaced with the following:

“ARTICLE VII -STOCKHOLDER ACTION - INTENTIONALLY OMITTED”

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 5th day of May, 2025 .
YOSHIHARU GLOBAL CO

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