

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): July 18, 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.)

596 Apollo St.
Brea, CA 92821
(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 3.03 Material Modification to Rights of Security Holders.

On July 18, 2025, Yoshiharu Global Co., a Delaware corporation (the “Company announced a 4 for 1 forward stock split of the Company’s Class A and Class B Common Stock, whereby for each share of Common Stock held, the holder will receive three additional shares in the respective class.

At the effective time of the forward stock split, each holder of one share of Class A Common Stock outstanding on July 28, 2025, the record date for the stock split, will receive a dividend of three additional shares of common stock for each then-held share. The additional shares of common stock are expected to be distributed after market close on July 30, 2025, with no change to the par value of \$0.001 per share. The Common Stock will continue to trade on The Nasdaq Capital Market under the symbol “YOSH” and will begin trading on a post-split basis when the market opens on July 31, 2025.

Item 7.01 Regulation FD Disclosure.

On July 18, 2025, the Company issued a press release announcing a 4 for 1 forward stock split of the Company’s Class A and Class B Common Stock, whereby for each share of Common Stock held, the holder will receive three additional shares in the respective class.

At the effective time of the forward stock split, each holder of one share of Class A Common Stock outstanding on July 28, 2025, the record date for the stock split, will receive a dividend of three additional shares of common stock for each then-held share. The additional shares of common stock are expected to be distributed after market close on July 30, 2025, with no change to the par value of \$0.001 per share. The Common Stock will continue to trade on The Nasdaq Capital Market under the symbol “YOSH” and will begin trading on a post-split basis when the market opens on July 31, 2025.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K (this “Current Report”) and is incorporated by reference herein.

The information included in this Item 7.01 of this Current Report, including the attached 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 incorporated by reference in any filing 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
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 filings with the SEC including our 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.

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: July 18, 2025

YOSHIHARU GLOBAL CO.

By: /s/ John Oh
Name: John Oh
Title: Chief Financial Officer



Yoshiharu Announces 4-For-1 Stock Split

BUENA PARK, CA – July 18, 2025 – Yoshiharu Global Co. (NASDAQ: YOSH) (“Yoshiharu” or the “Company”), a restaurant operator specializing in authentic Japanese ramen & rolls, today announced that its Board of Directors authorized the stockholders approved issuance of a stock dividend to effect a 4-for-1 forward stock split (the “Forward Stock Split”) of the Company’s Class A Common Stock, par value \$0.0001 per share (“Class A Common Stock”), and Class B Common Stock (“Forward Stock Split”), whereby for each share of Common Stock held, the holder will receive three additional shares in the respective class.

The Forward Stock Split is intended to encourage interest in our Class A Common Stock and possibly promote greater liquidity for our stockholders.

At the Effective Time of the Forward Stock Split, each holder of one share of Class A Common Stock outstanding on July 28, 2025, the record date for the stock split, will receive a dividend of three additional shares of common stock for each then-held share. The additional shares of common stock are expected to be distributed after market close on July 30, 2025, with no change to the par value of \$0.001 per share. The Common Stock will continue to trade on The Nasdaq Capital Market under the symbol “YOSH” and will begin trading on a post-split basis when the market opens on July 31, 2025.

VStock Transfer is acting as transfer and exchange agent for the Forward Stock Split and will deliver to stockholders a new certificate which represents the additional common shares as a result of the four-for-one Forward Stock Split. The Company will incur the costs to cancel stockholders’ old certificates and issue new four-for-one forward split stock certificates.

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 and Las Vegas, currently owning and operating 15 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 filings with the SEC including our 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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