

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): August 27, 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.)

104 Apple Blossom Cir
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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Yoshiharu Global Co. (the “Company”) has changed its corporate name to Vestand Inc. effective August 28, 2025. The change will take place with Nasdaq on September 3, 2025. The Company changed its corporate name by filing a Certificate of Amendment to its Amended and Restated Articles of Incorporation with the Delaware Secretary of State on August 27, 2025. A copy of the Certificate of Amendment to Amended and Restated Articles of Incorporation is attached as Exhibit 3.1 hereto and incorporated by reference.

Item 7.01 Regulation FD Disclosure.

On September 2, 2025, the Company issued a press release announcing its name change to Vestand Inc. and its symbol change to VSTD. 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
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation
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: September 2, 2025

YOSHIHARU GLOBAL CO.

By: /s/ John Oh

Name: John Oh

Title: Chief Financial Officer

Delaware

The First State

Page 1

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE
STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "YOSHIHARU
GLOBAL CO.", CHANGING ITS NAME FROM "YOSHIHARU GLOBAL CO." TO
"VESTAND INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY
OF AUGUST, A.D. 2025, AT 9:28 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-EIGHTH DAY
OF AUGUST, A.D. 2025 AT 12:01 O'CLOCK P.M.



6463509 8100
SR# 20253798912

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, reading "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 204587148
Date: 08-27-25

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:28 AM 08/27/2025
FILED 09:28 AM 08/27/2025
SR 20253798912 - File Number 6463509

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

**(PURSUANT TO SECTION 242 OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE)**

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

FIRST: That the Board of Directors of said corporation (the "Board"), adopted by unanimous written consent, a resolution proposing and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Amended and Restated Certificate of Incorporation is hereby amended by striking Article FIRST thereof in its entirety and substituting in lieu thereof a new Article FIRST, which shall read in its entirety as follows:

FIRST: The name of the Corporation is Vestand Inc.

SECOND: This amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

THIRD: The effective time of this Certificate of Amendment of the Amended and Restated Certificate of Incorporation shall be 12:01 AM, Eastern Time, on the 28th day of August, 2025.

IN WITNESS WHEREOF, said Yoshiharu Global Co. has caused this certificate to be signed this 26th day of August, 2025.



John Oh, Chief Financial Officer



Yoshiharu Announces Corporate Name Change to Vestand Inc. and Ticker Change to “VSTD”

Company to Advance Asset-Backed Growth Strategy Centered on Crypto Treasury and Real Estate

BUENA PARK, CA – September 2, 2025 – Yoshiharu Global Co. (NASDAQ: YOSH) (“Yoshiharu” or the “Company”), a restaurant operator specializing in authentic Japanese ramen & rolls, today announced that, effective September 3, 2025, it has changed its corporate name to Vestand Inc. The name change reflects the Company’s strategic transformation into an asset-backed platform that integrates a corporate-level Crypto Treasury strategy with real estate holdings.

The new corporate identity underscores Vestand’s evolution from a traditional restaurant operator into a diversified platform with a focus on long-term, asset-based growth. Beginning September 3, 2025, the Company’s common stock will trade on the Nasdaq Capital Market under the new name and new ticker symbol “VSTD.” No action is required by existing shareholders, and the Company’s CUSIP number will remain unchanged. The corporate website has also been updated to <http://vestand.com/>.

Corporate-Level Crypto Treasury Strategy

Vestand is preparing to implement a corporate Crypto Treasury strategy designed to move beyond simple asset holding and position digital assets as a core component of its capital structure. By leveraging Bitcoin and other major digital assets, the Company intends to create a framework that combines stable shareholder returns with the upside potential of digital asset growth.

The Company plans to collaborate with a leading U.S. investment bank to expand access to global institutional investor networks and is preparing to build a meaningful Crypto Treasury portfolio through a phased approach.

Integration with PropTech and Real Estate

Alongside its Crypto Treasury strategy, Vestand continues to expand its real estate portfolio with capital secured from U.S. and Korean investors. By combining real estate investments with Security Token Offering (STO) structures, Vestand aims to establish a platform that integrates its PropTech initiatives with its Crypto Treasury strategy. This dual approach is designed to balance stable cash flows with growth opportunities in digital assets.

Strengthening Internal Controls

Under the leadership of its CEO and CFO, Vestand has implemented a robust internal control framework to reinforce transparency, accountability, and regulatory compliance. The Company remains committed to aligning its governance standards with those expected by global institutional investors.

Comments from the CEO

“The name Vestand represents our vision to become a new growth platform that combines tangible assets with a corporate Crypto Treasury strategy,” said Ji-Won Kim, CEO of Vestand.

“We are committed to building a balanced portfolio centered on Crypto Treasury, supported by real estate assets that provide stability and diversification. By integrating our PropTech initiatives with a structured Crypto Treasury strategy, we believe Vestand can deliver differentiated, long-term value to global capital markets and our shareholders.

Looking ahead, we will continue to expand our restaurant business while pursuing asset-backed growth driven by Crypto Treasury and real estate, reinforcing our mission to create sustainable value under the Vestand name.”

About Yoshiharu Global Co.

Vestand is a fast-growing restaurant operator expanding into the real estate investment and development sector. 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.

Investor Relations Contact:

Larry W Holub
Director
MZ North America
YOSH@mzgroup.us
312-261-6412
