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 07, 2026

KURA SUSHI USA, INC.
(Exact name of Registrant as Specified in Its Charter)

Delaware	001-39012	26-3808434
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

17461 Derian Avenue, Suite 200 **Irvine, California**	**92614**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code: (657) 333-4100

(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, par value $0.001 per share	KRUS	The Nasdaq Stock Market LLC

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 2.02 Results of Operations and Financial Condition.

On July 7, 2026, Kura Sushi USA, Inc. (the "Company") issued a press release disclosing earnings and other financial results for its fiscal third quarter ended May 31, 2026, and announcing that its management would review these results in a conference call at 5:00 p.m. (EDT) on July 7, 2026. A copy of the Company's press release is furnished as Exhibit 99.1.

The information furnished with Item 2.02 of this Current Report on Form 8-K, 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, nor shall it be deemed incorporated by reference into any other 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	Earnings Press Release dated July 7, 2026
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 thereunto duly authorized.

KURA SUSHI USA, INC.

Date: July 7, 2026

By:	/s/ Hajime Uba
Name:	Hajime Uba
Title:	Chairman, President, Chief Executive Officer and Chief Financial Officer

Exhibit 99.1

For Immediate Release

Kura Sushi USA Announces Fiscal Third Quarter 2026 Financial Results

Irvine, CA. July 7, 2026 – Kura Sushi USA, Inc. ("Kura Sushi" or the "Company") (NASDAQ: KRUS), a technology-enabled Japanese restaurant concept, today announced financial results for the fiscal third quarter ended May 31, 2026.

Fiscal Third Quarter 2026 Highlights

- Total sales were $85.9 million, compared to $74.0 million in the third quarter of 2025;
- Comparable restaurant sales decreased 0.4% for the third quarter of 2026 as compared to the third quarter of 2025;
- Operating loss was $39 thousand, compared to an operating loss of $162 thousand in the third quarter of 2025;
- Net income was $0.4 million, or $0.03 per diluted share, compared to net income of $0.6 million, or $0.05 per diluted share, in the third quarter of 2025;
- Restaurant-level operating profit* was $16.4 million, or 19.1% of sales;
- Adjusted EBITDA* was $6.6 million; and
- Seven new restaurants opened during the fiscal third quarter of 2026.

** Restaurant-level operating profit and Adjusted EBITDA are non-GAAP measures and are defined below under "Key Financial Definitions." Please see the reconciliation of non-GAAP measures accompanying this release. See also "Non-GAAP Financial Measures" below.*

Hajime Uba, President and Chief Executive Officer of Kura Sushi, stated, "During the fiscal third quarter, we were able to make significant progress towards our goals of sustainable margin improvement and returning to our historical 20% restaurant-level operating profit margins regardless of tariff relief. Despite our costs of goods sold as a percentage of sales being 200 basis points higher than last year due to tariffs, our operational discipline allowed us to more than offset this impact and improve our restaurant-level operating profit margin by 90 basis points over the prior year to 19.1%. We were also able to improve Adjusted EBITDA margins by 40 basis points, to 7.7%, and grew our Adjusted EBITDA by more than 20% over the prior year. Our ability to improve profitability in a challenging environment speaks to what we do best: responding rapidly to control what we can control."

Review of Fiscal Third Quarter 2026 Financial Results

Total sales were $85.9 million compared to $74.0 million in the third quarter of 2025. Comparable restaurant sales decreased 0.4%, consisting of negative traffic of 5.1% and a price/mix of 4.7%, for the third quarter of 2026 as compared to the third quarter of 2025.

Food and beverage costs as a percentage of sales were 30.2% compared to 28.3% in the third quarter of 2025. The increase is primarily due to tariffs on imported ingredients, partially offset by increases in menu prices.

Labor and related costs as a percentage of sales were 30.6% compared to 33.1% in the third quarter of 2025. The decrease is primarily due to operational efficiencies and pricing, partially offset by low-single digit wage inflation.

Occupancy and related expenses were $6.7 million compared to $5.5 million in the third quarter of 2025. The increase is primarily due to fifteen new restaurants opening since the third quarter of 2025.

Other costs as a percentage of sales remained relatively consistent at 14.6% compared to 14.7% in the third quarter of 2025.

General and administrative expenses were $10.2 million compared to $8.7 million in the third quarter of 2025, representing an increase of $1.5 million. The increase was primarily due to compensation-related costs of $1.1 million, $0.2 million of travel expenses and $0.2 million of other net expenses. As a percentage of sales, general and administrative expenses remained relatively consistent at 11.9% as compared to 11.8% in the third quarter of 2025.

Operating loss was $39 thousand compared to an operating loss of $162 thousand in the third quarter of 2025.

Income tax expense was $49 thousand compared to income tax expense of $55 thousand in the third quarter of 2025.

Net income was $0.4 million, or $0.03 per diluted share, compared to net income of $0.6 million, or $0.05 per diluted share, in the third quarter of 2025.

Restaurant-level operating profit* was $16.4 million, or 19.1% of sales, compared to $13.5 million, or 18.2% of sales, in the third quarter of 2025.

Adjusted EBITDA* was $6.6 million compared to $5.4 million in the third quarter of 2025.

Restaurant Development

During the fiscal third quarter of 2026, the Company opened seven new restaurants in Orange, California; Goodyear, Arizona; Union City, California; Wellington, Florida; Temecula, California; Denton, Texas; and San Diego, California. Subsequent to May 31, 2026, the Company opened three new restaurants in Tulsa, Oklahoma; Sunset Valley, Texas; and Charlotte, North Carolina.

Fiscal Year 2026 Outlook

For the full fiscal year of 2026, the Company updates and reiterates the following annual guidance:

- Total sales between $330.5 million and $331.5 million;
- 16 new restaurants, maintaining an annual unit growth rate above 20%, with average net capital expenditures per unit of approximately $2.5 million;
- General and administrative expenses** as a percentage of sales to be approximately 12.0%, excluding litigation expenses.
- Restaurant-level operating profit margins to be approximately 18.5%.

** See “Non-GAAP Financial Measures” below.

Conference Call

A conference call and webcast to discuss Kura Sushi’s financial results is scheduled for 5:00 p.m. EDT today. Hosting the conference call and webcast will be Hajime “Jimmy” Uba, President, Chief Executive Officer, Chief Financial Officer and Benjamin Porten, SVP Investor Relations & System Development.

Interested parties may listen to the conference call via telephone by dialing 201-689-8471. A telephone replay will be available shortly after the call has concluded and can be accessed by dialing 412-317-6671; the passcode is 13761106. The webcast will be available at www.kurasushi.com under the investor relations section and will be archived on the site shortly after the call has concluded.

About Kura Sushi USA, Inc.

Kura Sushi USA, Inc. is a leading technology-enabled Japanese restaurant concept with 94 locations across 24 states and Washington DC. The Company offers guests a distinctive dining experience built on authentic Japanese cuisine and an engaging revolving sushi service model. Kura Sushi USA, Inc. was established in 2008 as a subsidiary of Kura Sushi, Inc., a Japan-based revolving sushi chain with more than 650 restaurants internationally and 45 years of brand history. For more information, please visit www.kurasushi.com.

Key Financial Definitions

Adjusted Net Income (Loss), a non-GAAP measure, is defined as net income (loss) before certain items, such as litigation expenses, that the Company believes are not indicative of its core operating results. Adjusted net income (loss) per diluted share represents adjusted net income (loss) divided by the number of diluted shares.

EBITDA, a non-GAAP measure, is defined as net income (loss) before interest, income taxes and depreciation and amortization expenses.

Adjusted EBITDA, a non-GAAP measure, is defined as EBITDA plus stock-based compensation expense, non-cash lease expense and asset disposals, closure costs and restaurant impairments, as well as certain items, such as litigation expenses that the Company believes are not indicative of its core operating results. Adjusted EBITDA margin is defined as adjusted EBITDA divided by sales.

Restaurant-level Operating Profit (Loss), a non-GAAP measure, is defined as operating income (loss) plus depreciation and amortization expenses; stock-based compensation expense; pre-opening costs and general and administrative expenses which are considered normal, recurring, cash operating expenses and are essential to supporting the development and operations of restaurants; non-cash lease expense; and asset disposals, closure costs and restaurant impairments; less corporate-level stock-based compensation expense recognized within general and administrative expenses. Restaurant-level operating profit (loss) margin is defined as restaurant-level operating profit (loss) divided by sales.

Comparable Restaurant Sales Performance refers to the percent change in year-over-year sales for the comparable restaurant base. The Company includes restaurants in the comparable restaurant base that have been in operation for at least 18 full calendar months by the end of the accounting period presented due to new restaurants experiencing a period of higher sales upon opening. For restaurants that were temporarily closed the comparative period was also adjusted accordingly.

Non-GAAP Financial Measures

To supplement the financial statements presented in accordance with U.S. generally accepted accounting principles (“GAAP”), the Company presents certain financial measures, such as adjusted net income (loss), EBITDA, adjusted EBITDA, adjusted EBITDA margin, restaurant-level operating profit (loss) and restaurant-level operating profit (loss) margin (“non-GAAP measures”) that are not recognized under GAAP. These non-GAAP measures are intended as supplemental measures of its performance that are neither required by, nor presented in accordance with, GAAP. The Company is presenting these non-GAAP measures because the Company believes that they provide useful information to management and investors regarding certain financial and business trends relating to its financial condition and operating results. These measures also may not provide a complete understanding of the operating results of the Company as a whole and such measures should be reviewed in conjunction with its GAAP financial results. Additionally, the Company presents restaurant-level operating profit (loss) because it excludes the impact of general and administrative expenses which are not incurred at the restaurant-level. The Company also uses restaurant-level operating profit (loss) to measure operating performance and returns from opening new restaurants.

The Company believes that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends and in comparing the Company’s financial measures with those of comparable companies, which may present similar non-GAAP financial measures to investors. However, you should be aware that restaurant-level operating profit (loss) and restaurant-level operating profit (loss) margin are financial measures which are not indicative of overall results for the Company, and restaurant-level operating profit (loss) and restaurant-level operating profit (loss) margin do not accrue directly to the benefit of stockholders because of corporate-level and certain other expenses excluded from such measures. In addition, you should be aware when evaluating these non-GAAP financial measures that in the future the Company may incur expenses similar to those excluded when calculating these measures. The Company’s presentation of these measures should not be construed as an inference that its future results will be unaffected by unusual or non-recurring items. The Company’s computation of these non-GAAP financial measures may not be comparable to other similarly titled measures computed by other companies, because all companies may not calculate these non-GAAP financial measures in the same fashion. Because of these limitations, these non-GAAP financial measures should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. The

Company compensates for these limitations by relying primarily on its GAAP results and using these non-GAAP financial measures on a supplemental basis.

The Company believes that a quantitative reconciliation of the Company's non-GAAP general and administrative expenses financial measure guidance to the most comparable financial measure calculated and presented in accordance with GAAP cannot be made available without unreasonable efforts. A reconciliation of this non-GAAP financial measure would require the Company to provide guidance for litigation expenses that cannot reasonably be predicted due to the fact that the timing and amount of such item is dependent on the timing and outcome of certain actions. For the same reasons, we are unable to address the probable significance of the unavailable information.

Forward-Looking Statements

Except for historical information contained herein, the statements in this press release or otherwise made by the Company's management in connection with the subject matter of this press release are forward-looking statements (as such term is defined in the Private Securities Litigation Reform Act of 1995) and involve risks and uncertainties and are subject to change based on various important factors. This press release includes forward-looking statements that are based on management's current estimates or expectations of future events or future results. These statements are not historical in nature and can generally be identified by such words as "target," "may," "might," "will," "objective," "intend," "should," "could," "can," "would," "expect," "believe," "design," "estimate," "continue," "predict," "potential," "plan," "anticipate" or the negative of these terms, and similar expressions. Management's expectations and assumptions regarding future results are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements included in this press release. These risks and uncertainties include but are not limited to: the Company's ability to successfully maintain increases in our comparable restaurant sales; the Company's ability to successfully execute our growth strategy and open new restaurants that are profitable; the Company's ability to expand in existing and new markets; the Company's projected growth in the number of its restaurants; macroeconomic conditions and other economic factors; the Company's ability to compete with many other restaurants; the Company's reliance on vendors, suppliers and distributors, including its majority stockholder Kura Sushi, Inc.; changes in food and supply costs, including the impact of inflation and tariffs; concerns regarding food safety and foodborne illness; changes in consumer preferences and the level of acceptance of the Company's restaurant concept in new markets; minimum wage increases and mandated employee benefits that could cause a significant increase in labor costs, as well as the impact of labor availability; the failure of the Company's automated equipment or information technology systems or the breach of its network security; the loss of key members of the Company's management team; the impact of governmental laws and regulations; volatility in the price of the Company's common stock; and other risks and uncertainties as described in the Company's filings with the Securities and Exchange Commission ("SEC"). These and other factors that could cause results to differ materially from those described in the forward-looking statements contained in this press release can be found in the Company's other filings with the SEC. Undue reliance should not be placed on forward-looking statements, which are only current as of the date they are made. The Company assumes no obligation to update or revise its forward-looking statements, except as may be required by applicable law.

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Kura Sushi USA, Inc.
Statements of Operations and Comprehensive Income (Loss)
(in thousands, except for per share data; unaudited)

	Three Months Ended May 31,		Nine Months Ended May 31,	
	2026	**2025**	**2026**	**2025**
Sales	$ 85,922	$ 73,965	$ 239,395	$ 203,315
Restaurant operating costs:				
Food and beverage costs	25,911	20,928	72,162	58,225
Labor and related costs	26,280	24,478	74,756	68,306
Occupancy and related expenses	6,676	5,538	19,032	15,391
Depreciation and amortization expenses	4,236	3,450	12,358	9,827
Other costs	12,556	10,883	35,950	29,004
Total restaurant operating costs	75,659	65,277	214,258	180,753
General and administrative expenses	10,193	8,741	30,711	28,459
Depreciation and amortization expenses	109	109	373	328
Total operating expenses	85,961	74,127	245,342	209,540
Operating loss	(39)	(162)	(5,947)	(6,225)
Other expense (income):				
Interest expense	17	30	50	56
Interest income	(528)	(812)	(1,784)	(2,236)
Income (loss) before income taxes	472	620	(4,213)	(4,045)
Income tax expense	49	55	136	132
Net income (loss)	$ 423	$ 565	$ (4,349)	$ (4,177)
Net income (loss) income per Class A and Class B shares				
Basic	$ 0.03	$ 0.05	$ (0.36)	$ (0.35)
Diluted	$ 0.03	$ 0.05	$ (0.36)	$ (0.35)
Weighted average Class A and Class B shares outstanding				
Basic	12,146	12,086	12,126	11,855
Diluted	12,359	12,311	12,126	11,855
Other comprehensive income (loss):				
Unrealized gain (loss) on short-term investments	$ (60)	(8)	$ (14)	(8)
Comprehensive income (loss)	$ 363	$ 557	$ (4,363)	$ (4,185)

Kura Sushi USA, Inc.
Selected Balance Sheet Data and Selected Operating Data
(in thousands, except restaurants and percentages; unaudited)

	May 31, 2026	August 31, 2025
Selected Balance Sheet Data:		
Cash and cash equivalents	$ 24,372	$ 47,498
Total assets	$ 471,578	$ 430,942
Total liabilities	$ 240,732	$ 199,872
Total stockholders' equity	$ 230,846	$ 231,070

	Three Months Ended May 31,		Nine Months Ended May 31,	
	2026	2025	2026	2025
Selected Operating Data:				
Restaurants at the end of period	91	76	91	76
Comparable restaurant sales performance	(0.4)%	(2.1)%	1.8%	(1.7)%
EBITDA	$ 4,306	$ 3,397	$ 6,784	$ 3,930
Adjusted EBITDA	$ 6,584	$ 5,410	$ 14,479	$ 11,656
Adjusted EBITDA margin	7.7%	7.3%	6.0%	5.7%
Operating loss	$ (39)	$ (162)	$ (5,947)	$ (6,225)
Operating loss margin	(0.1)%	(0.2)%	(2.5)%	(3.1)%
Restaurant-level operating profit	$ 16,376	$ 13,492	$ 42,030	$ 36,423
Restaurant-level operating profit margin	19.1%	18.2%	17.6%	17.9%

Kura Sushi USA, Inc.
Reconciliation of Net Income (Loss) and Net Income (Loss) Per Diluted Share to
Adjusted Net Income (Loss) and Adjusted Net Income (Loss) Per Diluted Share
(in thousands, except for per share data; unaudited)

	Three Months Ended May 31,		Nine Months Ended May 31,	
	2026	**2025**	**2026**	**2025**
Net income (loss)	$ 423	$ 565	$ (4,349)	$ (4,177)
Litigation(3)	—	—	1,453	2,105
Adjusted net income (loss)	$ 423	$ 565	$ (2,896)	$ (2,072)
Net income (loss) per Class A and Class B diluted shares	$ 0.03	$ 0.05	$ (0.36)	$ (0.35)
Litigation(3)	—	—	0.12	0.18
Adjusted net income (loss) per Class A and Class B diluted shares	$ 0.03	$ 0.05	$ (0.24)	$ (0.17)
Weighted average Class A and Class B shares outstanding				
Diluted shares	12,359	12,311	12,126	11,855
Adjusted diluted shares	12,359	12,311	12,126	11,855

Kura Sushi USA, Inc.
Reconciliation of Net Income (Loss) to EBITDA and Adjusted EBITDA
(in thousands; unaudited)

	Three Months Ended May 31,		Nine Months Ended May 31,	
	2026	**2025**	**2026**	**2025**
Net income (loss)	$ 423	$ 565	$ (4,349)	$ (4,177)
Interest income, net	(511)	(782)	(1,734)	(2,180)
Income tax expense	49	55	136	132
Depreciation and amortization expenses	4,345	3,559	12,731	10,155
EBITDA	4,306	3,397	6,784	3,930
Stock-based compensation expense[1]	1,246	1,293	3,541	3,500
Non-cash lease expense[2]	1,032	720	2,701	2,121
Litigation[3]	—	—	1,453	2,105
Adjusted EBITDA	$ 6,584	$ 5,410	$ 14,479	$ 11,656
Adjusted EBITDA margin	7.7%	7.3%	6.0%	5.7%

Kura Sushi USA, Inc.
Reconciliation of Operating Loss to Restaurant-level Operating Profit
(in thousands; unaudited)

	Three Months Ended May 31,		Nine Months Ended May 31,	
	2026	**2025**	**2026**	**2025**
Operating loss	$ (39)	$ (162)	$ (5,947)	$ (6,225)
Depreciation and amortization expenses	4,345	3,559	12,731	10,155
Stock-based compensation expense[1]	1,246	1,293	3,541	3,500
Pre-opening costs[4]	600	404	1,204	1,305
Non-cash lease expense[2]	1,032	720	2,701	2,121
General and administrative expenses	10,193	8,741	30,711	28,459
Corporate-level stock-based compensation in general and administrative expenses	(1,001)	(1,063)	(2,911)	(2,892)
Restaurant-level operating profit	$ 16,376	$ 13,492	$ 42,030	$ 36,423
Operating loss margin	(0.1)%	(0.2)%	(2.5)%	(3.1)%
Restaurant-level operating profit margin	19.1%	18.2%	17.6%	17.9%

(1) Stock-based compensation expense includes non-cash stock-based compensation, which is comprised of restaurant-level stock-based compensation included in labor and related costs and corporate-level stock-based compensation included in general and administrative expenses in the statements of operations and comprehensive income (loss).

(2) Non-cash lease expense includes lease expense from the date of possession of our restaurants that did not require cash outlay in the respective periods.

(3) Litigation includes expenses related to legal claims or settlements.

(4) Pre-opening costs consist of labor costs and travel expenses for new employees and trainers during the training period, recruitment fees, legal fees, cash-based lease expenses incurred between the date of possession and opening day of our restaurants, and other related pre-opening costs.